



Companies House

# CS01<sub>(ef)</sub>

## Confirmation Statement

Company Name: **SIMPLYCOOK LIMITED**

Company Number: **09364895**



X8W7YCQQ

Received for filing in Electronic Format on the: **08/01/2020**

Company Name: **SIMPLYCOOK LIMITED**

Company Number: **09364895**

Confirmation **22/12/2019**

Statement date:

# Statement of Capital (Share Capital)

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Class of Shares:	ORDINARY	Number allotted	12678127
Currency:	GBP	Aggregate nominal value:	126.78127

Prescribed particulars

**VOTING - EQUITY SHARES (MEANING THE SHARES OTHER THAN THE DEFERRED SHARES AND B ORDINARY SHARES) SHALL CONFER ON EACH HOLDER OF EQUITY SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. WHERE SHARES CONFER A RIGHT TO VOTE, ON A SHOW OF HANDS EACH HOLDER OF SUCH SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE AND ON A POLL EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM. DIVIDENDS - ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE DEFERRED SHARES, B ORDINARY SHARES AND EQUITY SHARES SO THAT THE HOLDERS OF THE DEFERRED SHARES RECEIVE £1.00 (AS A CLASS), THE HOLDERS OF THE B ORDINARY SHARES RECEIVE £1.00 (AS A CLASS) AND THE BALANCE OF THE AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE EQUITY SHARES PRO-RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (A) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; (B) SECOND, IN PAYING A SUM EQUAL TO £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE A ORDINARY SHARE RETURN OF ALL THE A ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME PLUS ANY ARREARS ON THE A ORDINARY SHARES DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE B ORDINARY SHARES, THE SEED SHARES AND THE ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF SHARES HELD BY THEM AND THE BALANCE TO THE HOLDERS OF A ORDINARY SHARES SUCH THAT EACH HOLDER OF A ORDINARY SHARES RECEIVES IN RESPECT OF EACH A ORDINARY SHARE HELD THE A ORDINARY SHARE RETURN PLUS THE AMOUNT OF ANY DUE DIVIDEND IN RESPECT OF THAT A ORDINARY SHARE. (C) THIRD, IN PAYING A SUM EQUAL TO £Y PLUS £100 (WHERE Y IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE OF ALL THE SEED**

SHARES IN ISSUE AT THE RELEVANT TIME PLUS ANY ARREARS ON THE SEED SHARES DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF SHARES HELD BY THEM AND THE BALANCE TO THE HOLDERS OF THE SEED SHARES AN AMOUNT EQUAL TO THE AMOUNT SUBSCRIBED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING PREMIUM) FOR SUCH SHARE PLUS ANY DUE DIVIDEND ON SUCH SHARE. (D) FOURTHLY, IN PAYING £1.00 TO THE HOLDERS OF THE A ORDINARY SHARES, THE SEED SHARES AND THE ORDINARY SHARES (AS IF ONE CLASS) AND IN PAYING THE HOLDERS OF THE B ORDINARY SHARES: (I) THE SUM OF £1.00 IN AGGREGATE FOR ALL OF THE B ORDINARY SHARES AS A CLASS WHERE THE PROCEEDS PER SHARE IS BELOW THE THRESHOLD PRICE; OR (II) THE SUM OF £150,000.00 IN AGGREGATE FOR ALL OF THE B ORDINARY SHARES AS A CLASS WHERE THE PROCEEDS PER SHARE IS EQUAL TO OR GREATER THAN THE THRESHOLD PRICE AND, WHERE THERE ARE INSUFFICIENT NET PROCEEDS TO PAY THE AMOUNTS, THE NET PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES, SEED SHARES AND ORDINARY SHARES PRO-RATA TO THE AMOUNT THEY WOULD OTHERWISE HAVE RECEIVED; (E) THEREAFTER, THE BALANCE OF THE NET PROCEEDS SHALL BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES AND SEED SHARES, AND THE BALANCE TO THE HOLDERS OF ORDINARY SHARES ON A PRO-RATA BASIS ACCORDING TO THE NUMBER OF SHARES HELD BY THEM AS IF THEY CONSTITUTED ONE CLASS OF SHARE IMMEDIATELY PRIOR TO THE COMMENCEMENT OF THE WINDING UP OR THE RETURN OF CAPITAL. REDEMPTION – THE ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	A	Number allotted	5233522
	ORDINARY	Aggregate nominal value:	52.33522
Currency:	GBP		

Prescribed particulars

VOTING - EQUITY SHARES (MEANING THE SHARES OTHER THAN THE DEFERRED SHARES AND B ORDINARY SHARES) SHALL CONFER ON EACH HOLDER OF EQUITY SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. WHERE SHARES CONFER A RIGHT TO VOTE, ON A SHOW OF HANDS EACH HOLDER OF SUCH SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY

AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE AND ON A POLL EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM. DIVIDENDS - ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE DEFERRED SHARES, B ORDINARY SHARES AND EQUITY SHARES SO THAT THE HOLDERS OF THE DEFERRED SHARES RECEIVE £1.00 (AS A CLASS), THE HOLDERS OF THE B ORDINARY SHARES RECEIVE £1.00 (AS A CLASS) AND THE BALANCE OF THE AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE EQUITY SHARES PRO-RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (A) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; (B) SECOND, IN PAYING A SUM EQUAL TO  $\text{£X PLUS £100}$  (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE A ORDINARY SHARE RETURN OF ALL THE A ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME PLUS ANY ARREARS ON THE A ORDINARY SHARES DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE B ORDINARY SHARES, THE SEED SHARES AND THE ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF SHARES HELD BY THEM AND THE BALANCE TO THE HOLDERS OF A ORDINARY SHARES SUCH THAT EACH HOLDER OF A ORDINARY SHARES RECEIVES IN RESPECT OF EACH A ORDINARY SHARE HELD THE A ORDINARY SHARE RETURN PLUS THE AMOUNT OF ANY DUE DIVIDEND IN RESPECT OF THAT A ORDINARY SHARE. (C) THIRD, IN PAYING A SUM EQUAL TO  $\text{£Y PLUS £100}$  (WHERE Y IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE OF ALL THE SEED SHARES IN ISSUE AT THE RELEVANT TIME PLUS ANY ARREARS ON THE SEED SHARES DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF SHARES HELD BY THEM AND THE BALANCE TO THE HOLDERS OF THE SEED SHARES AN AMOUNT EQUAL TO THE AMOUNT SUBSCRIBED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING PREMIUM) FOR SUCH SHARE PLUS ANY DUE DIVIDEND ON SUCH SHARE. (D) FOURTHLY, IN PAYING £1.00 TO THE HOLDERS OF THE A ORDINARY SHARES, THE SEED SHARES AND THE ORDINARY SHARES (AS IF ONE CLASS) AND IN PAYING THE HOLDERS OF THE B ORDINARY SHARES: (I) THE SUM OF £1.00 IN AGGREGATE FOR ALL OF THE B ORDINARY SHARES AS A CLASS WHERE THE PROCEEDS PER SHARE IS BELOW THE THRESHOLD PRICE; OR (II) THE SUM OF

£150,000.00 IN AGGREGATE FOR ALL OF THE B ORDINARY SHARES AS A CLASS WHERE THE PROCEEDS PER SHARE IS EQUAL TO OR GREATER THAN THE THRESHOLD PRICE AND, WHERE THERE ARE INSUFFICIENT NET PROCEEDS TO PAY THE AMOUNTS, THE NET PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES, SEED SHARES AND ORDINARY SHARES PRO-RATA TO THE AMOUNT THEY WOULD OTHERWISE HAVE RECEIVED; (E) THEREAFTER, THE BALANCE OF THE NET PROCEEDS SHALL BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES AND SEED SHARES, AND THE BALANCE TO THE HOLDERS OF ORDINARY SHARES ON A PRO-RATA BASIS ACCORDING TO THE NUMBER OF SHARES HELD BY THEM AS IF THEY CONSTITUTED ONE CLASS OF SHARE IMMEDIATELY PRIOR TO THE COMMENCEMENT OF THE WINDING UP OR THE RETURN OF CAPITAL. REDEMPTION – THE A ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	150000
	ORDINARY	Aggregate nominal value:	150000
Currency:	GBP		

Prescribed particulars

**VOTING - THE B ORDINARY SHARES SHALL NOT ENTITLE THE HOLDERS OF THEM TO RECEIVE NOTICE OF, TO ATTEND, TO SPEAK OR TO VOTE AT ANY GENERAL MEETING OF THE COMPANY NOR TO RECEIVE OR VOTE ON, OR OTHERWISE CONSTITUTE AN ELIGIBLE MEMBER FOR THE PURPOSES OF, PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDENDS - ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE DEFERRED SHARES, B ORDINARY SHARES AND EQUITY SHARES SO THAT THE HOLDERS OF THE DEFERRED SHARES RECEIVE £1.00 (AS A CLASS), THE HOLDERS OF THE B ORDINARY SHARES RECEIVE £1.00 (AS A CLASS) AND THE BALANCE OF THE AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE EQUITY SHARES PRO-RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (A) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; (B) SECOND, IN PAYING A SUM EQUAL TO £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE A ORDINARY SHARE RETURN OF ALL THE A ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME PLUS ANY ARREARS ON THE A ORDINARY SHARES DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS) TO BE DISTRIBUTED**

AS TO 0.0001% TO THE HOLDERS OF THE B ORDINARY SHARES, THE SEED SHARES AND THE ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF SHARES HELD BY THEM AND THE BALANCE TO THE HOLDERS OF A ORDINARY SHARES SUCH THAT EACH HOLDER OF A ORDINARY SHARES RECEIVES IN RESPECT OF EACH A ORDINARY SHARE HELD THE A ORDINARY SHARE RETURN PLUS THE AMOUNT OF ANY DUE DIVIDEND IN RESPECT OF THAT A ORDINARY SHARE. (C) THIRD, IN PAYING A SUM EQUAL TO £Y PLUS £100 (WHERE Y IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE OF ALL THE SEED SHARES IN ISSUE AT THE RELEVANT TIME PLUS ANY ARREARS ON THE SEED SHARES DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF SHARES HELD BY THEM AND THE BALANCE TO THE HOLDERS OF THE SEED SHARES AN AMOUNT EQUAL TO THE AMOUNT SUBSCRIBED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING PREMIUM) FOR SUCH SHARE PLUS ANY DUE DIVIDEND ON SUCH SHARE. (D) FOURTHLY, IN PAYING £1.00 TO THE HOLDERS OF THE A ORDINARY SHARES, THE SEED SHARES AND THE ORDINARY SHARES (AS IF ONE CLASS) AND IN PAYING THE HOLDERS OF THE B ORDINARY SHARES: (I) THE SUM OF £1.00 IN AGGREGATE FOR ALL OF THE B ORDINARY SHARES AS A CLASS WHERE THE PROCEEDS PER SHARE IS BELOW THE THRESHOLD PRICE; OR (II) THE SUM OF £150,000.00 IN AGGREGATE FOR ALL OF THE B ORDINARY SHARES AS A CLASS WHERE THE PROCEEDS PER SHARE IS EQUAL TO OR GREATER THAN THE THRESHOLD PRICE AND, WHERE THERE ARE INSUFFICIENT NET PROCEEDS TO PAY THE AMOUNTS, THE NET PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES, SEED SHARES AND ORDINARY SHARES PRO-RATA TO THE AMOUNT THEY WOULD OTHERWISE HAVE RECEIVED; (E) THEREAFTER, THE BALANCE OF THE NET PROCEEDS SHALL BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES AND SEED SHARES, AND THE BALANCE TO THE HOLDERS OF ORDINARY SHARES ON A PRO-RATA BASIS ACCORDING TO THE NUMBER OF SHARES HELD BY THEM AS IF THEY CONSTITUTED ONE CLASS OF SHARE IMMEDIATELY PRIOR TO THE COMMENCEMENT OF THE WINDING UP OR THE RETURN OF CAPITAL. REDEMPTION – THE B ORDINARY SHARES ARE NOT REDEEMABLE.

<b>Class of Shares:</b>	<b>DEFERRED</b>	Number allotted	<b>828000</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>8.28</b>
Prescribed particulars			

**VOTING - THE DEFERRED SHARES SHALL NOT ENTITLE THE HOLDERS OF THEM TO RECEIVE NOTICE OF, TO ATTEND, TO SPEAK OR TO VOTE AT ANY GENERAL MEETING OF THE COMPANY NOR TO RECEIVE OR VOTE ON, OR OTHERWISE CONSTITUTE AN ELIGIBLE MEMBER FOR THE PURPOSES OF, PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDENDS - ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE DEFERRED SHARES, B ORDINARY SHARES AND EQUITY SHARES SO THAT THE HOLDERS OF THE DEFERRED SHARES RECEIVE £1.00 (AS A CLASS), THE HOLDERS OF THE B ORDINARY SHARES RECEIVE £1.00 (AS A CLASS) AND THE BALANCE OF THE AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE EQUITY SHARES PRO-RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (A) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; (B) SECOND, IN PAYING A SUM EQUAL TO £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE A ORDINARY SHARE RETURN OF ALL THE A ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME PLUS ANY ARREARS ON THE A ORDINARY SHARES DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE B ORDINARY SHARES, THE SEED SHARES AND THE ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF SHARES HELD BY THEM AND THE BALANCE TO THE HOLDERS OF A ORDINARY SHARES SUCH THAT EACH HOLDER OF A ORDINARY SHARES RECEIVES IN RESPECT OF EACH A ORDINARY SHARE HELD THE A ORDINARY SHARE RETURN PLUS THE AMOUNT OF ANY DUE DIVIDEND IN RESPECT OF THAT A ORDINARY SHARE. (C) THIRD, IN PAYING A SUM EQUAL TO £Y PLUS £100 (WHERE Y IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE OF ALL THE SEED SHARES IN ISSUE AT THE RELEVANT TIME PLUS ANY ARREARS ON THE SEED SHARES DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF SHARES HELD BY THEM AND THE BALANCE TO THE HOLDERS OF THE SEED SHARES AN AMOUNT EQUAL TO THE AMOUNT SUBSCRIBED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING PREMIUM) FOR SUCH SHARE PLUS ANY DUE DIVIDEND ON SUCH SHARE. (D) FOURTHLY, IN PAYING £1.00 TO THE HOLDERS OF THE A ORDINARY SHARES, THE SEED SHARES AND THE ORDINARY SHARES (AS IF ONE CLASS) AND IN PAYING THE HOLDERS OF THE B ORDINARY SHARES: (I) THE SUM**

OF £1.00 IN AGGREGATE FOR ALL OF THE B ORDINARY SHARES AS A CLASS WHERE THE PROCEEDS PER SHARE IS BELOW THE THRESHOLD PRICE; OR (II) THE SUM OF £150,000.00 IN AGGREGATE FOR ALL OF THE B ORDINARY SHARES AS A CLASS WHERE THE PROCEEDS PER SHARE IS EQUAL TO OR GREATER THAN THE THRESHOLD PRICE AND, WHERE THERE ARE INSUFFICIENT NET PROCEEDS TO PAY THE AMOUNTS, THE NET PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES, SEED SHARES AND ORDINARY SHARES PRO-RATA TO THE AMOUNT THEY WOULD OTHERWISE HAVE RECEIVED; (E) THEREAFTER, THE BALANCE OF THE NET PROCEEDS SHALL BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES AND SEED SHARES, AND THE BALANCE TO THE HOLDERS OF ORDINARY SHARES ON A PRO-RATA BASIS ACCORDING TO THE NUMBER OF SHARES HELD BY THEM AS IF THEY CONSTITUTED ONE CLASS OF SHARE IMMEDIATELY PRIOR TO THE COMMENCEMENT OF THE WINDING UP OR THE RETURN OF CAPITAL. REDEMPTION – THE DEFERRED SHARES MAY BE REDEEMED BY THE COMPANY AT ANY TIME AT ITS OPTION FOR ONE PENNY FOR ALL THE DEFERRED SHARES REGISTERED IN THE NAME OF ANY HOLDER(S) WITHOUT OBTAINING THE SANCTION OF THE HOLDER(S).

Class of Shares:	SEED	Number allotted	10151025
Currency:	GBP	Aggregate nominal value:	101.51025

Prescribed particulars

**VOTING - EQUITY SHARES (MEANING THE SHARES OTHER THAN THE DEFERRED SHARES AND B ORDINARY SHARES) SHALL CONFER ON EACH HOLDER OF EQUITY SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. WHERE SHARES CONFER A RIGHT TO VOTE, ON A SHOW OF HANDS EACH HOLDER OF SUCH SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE AND ON A POLL EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM. DIVIDENDS - ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE DEFERRED SHARES, B ORDINARY SHARES AND EQUITY SHARES SO THAT THE HOLDERS OF THE DEFERRED SHARES RECEIVE £1.00 (AS A CLASS), THE HOLDERS OF THE B ORDINARY SHARES RECEIVE £1.00 (AS A CLASS) AND THE BALANCE OF THE AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE EQUITY SHARES PRO-RATA TO THEIR**



RESPECTIVE HOLDINGS OF EQUITY SHARES. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (A) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; (B) SECOND, IN PAYING A SUM EQUAL TO  $\text{£}X \text{ PLUS } \text{£}100$  (WHERE  $X$  IS AN AMOUNT EQUAL TO THE AGGREGATE A ORDINARY SHARE RETURN OF ALL THE A ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME PLUS ANY ARREARS ON THE A ORDINARY SHARES DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE B ORDINARY SHARES, THE SEED SHARES AND THE ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF SHARES HELD BY THEM AND THE BALANCE TO THE HOLDERS OF A ORDINARY SHARES SUCH THAT EACH HOLDER OF A ORDINARY SHARES RECEIVES IN RESPECT OF EACH A ORDINARY SHARE HELD THE A ORDINARY SHARE RETURN PLUS THE AMOUNT OF ANY DUE DIVIDEND IN RESPECT OF THAT A ORDINARY SHARE. (C) THIRD, IN PAYING A SUM EQUAL TO  $\text{£}Y \text{ PLUS } \text{£}100$  (WHERE  $Y$  IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE OF ALL THE SEED SHARES IN ISSUE AT THE RELEVANT TIME PLUS ANY ARREARS ON THE SEED SHARES DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF SHARES HELD BY THEM AND THE BALANCE TO THE HOLDERS OF THE SEED SHARES AN AMOUNT EQUAL TO THE AMOUNT SUBSCRIBED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING PREMIUM) FOR SUCH SHARE PLUS ANY DUE DIVIDEND ON SUCH SHARE. (D) FOURTHLY, IN PAYING £1.00 TO THE HOLDERS OF THE A ORDINARY SHARES, THE SEED SHARES AND THE ORDINARY SHARES (AS IF ONE CLASS) AND IN PAYING THE HOLDERS OF THE B ORDINARY SHARES: (I) THE SUM OF £1.00 IN AGGREGATE FOR ALL OF THE B ORDINARY SHARES AS A CLASS WHERE THE PROCEEDS PER SHARE IS BELOW THE THRESHOLD PRICE; OR (II) THE SUM OF £150,000.00 IN AGGREGATE FOR ALL OF THE B ORDINARY SHARES AS A CLASS WHERE THE PROCEEDS PER SHARE IS EQUAL TO OR GREATER THAN THE THRESHOLD PRICE AND, WHERE THERE ARE INSUFFICIENT NET PROCEEDS TO PAY THE AMOUNTS, THE NET PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES, SEED SHARES AND ORDINARY SHARES PRO-RATA TO THE AMOUNT THEY WOULD OTHERWISE HAVE RECEIVED; (E) THEREAFTER, THE BALANCE OF THE NET PROCEEDS SHALL BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES AND SEED SHARES, AND THE

BALANCE TO THE HOLDERS OF ORDINARY SHARES ON A PRO-RATA BASIS ACCORDING TO THE NUMBER OF SHARES HELD BY THEM AS IF THEY CONSTITUTED ONE CLASS OF SHARE IMMEDIATELY PRIOR TO THE COMMENCEMENT OF THE WINDING UP OR THE RETURN OF CAPITAL. REDEMPTION – THE SEED SHARES ARE NOT REDEEMABLE.

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Statement of Capital (Totals)

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Currency:	GBP	Total number of shares:	29040674
		Total aggregate nominal value:	150288.90674
		Total aggregate amount unpaid:	0

## Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1:	<b>150000 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>OLIVER ASHNESS</b>
Shareholding 2:	<b>8000000 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>OLIVER ASHNESS</b>
Shareholding 3:	<b>400000 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JAMES DAVIES</b>
Shareholding 4:	<b>152407 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>CHRISTINE DENHAM</b>
Shareholding 5:	<b>152000 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JONATHAN JAMES FOULDS</b>
Shareholding 6:	<b>25641 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>SPENCER HYMAN</b>
Shareholding 7:	<b>200000 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>RICHARD HYWEL LEWIS JONES</b>
Shareholding 8:	<b>102564 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>FIROZE KHAMBATA</b>
Shareholding 9:	<b>128205 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>AL LOEHNIS</b>
Shareholding 10:	<b>420000 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>HARIHARAN RAMAMURTHY</b>
Shareholding 11:	<b>51282 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>MATT WHEELER</b>

Shareholding 12:	<b>177249 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JONATHAN WOLF</b>
Shareholding 13:	<b>195604 SEED shares held as at the date of this confirmation statement</b>
Name:	<b>DENA ASHNESS</b>
Shareholding 14:	<b>195604 SEED shares held as at the date of this confirmation statement</b>
Name:	<b>RICHARD ASHNESS</b>
Shareholding 15:	<b>4385935 SEED shares held as at the date of this confirmation statement</b>
Name:	<b>EPISODE (GP) LTD</b>
Shareholding 16:	<b>471787 SEED shares held as at the date of this confirmation statement</b>
Name:	<b>OLIVER ASHNESS</b>
Shareholding 17:	<b>991171 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>WCS NOMINEES LIMITED</b>
Shareholding 18:	<b>580000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>HARIHARAN RAMAMURTHY</b>
Shareholding 19:	<b>248000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>JONATHAN JAMES FOULDS</b>
Shareholding 20:	<b>174294 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JAMES SIMONDS</b>
Shareholding 21:	<b>80878 SEED shares held as at the date of this confirmation statement</b>
Name:	<b>PATRICK EARLE FIONA BATESON</b>
Shareholding 22:	<b>168024 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>LAURA PIGNATELLI</b>
Shareholding 23:	<b>431348 SEED shares held as at the date of this confirmation statement</b>
Name:	<b>500 STARTUPS IV, L.P.</b>
Shareholding 24:	<b>2335797 SEED shares held as at the date of this confirmation statement</b>
Name:	<b>MAXFIELD CAPITAL FUND 1, L.P.</b>
Shareholding 25:	<b>1763321 SEED shares held as at the date of this confirmation statement</b>
Name:	<b>MAXFIELD SC SP</b>

Shareholding 26:	<b>13479 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JAMES STEGGLES</b>
Shareholding 27:	<b>1078370 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JARDOX LIMITED</b>
Shareholding 28:	<b>290751 SEED shares held as at the date of this confirmation statement</b>
Name:	<b>JARDOX LIMITED</b>
Shareholding 29:	<b>51283 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>SIMON HUTSON</b>
Shareholding 30:	<b>292500 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>PETER MCCURRAH</b>
Shareholding 31:	<b>51283 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>GILES PEARMAN</b>
Shareholding 32:	<b>5233522 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>OCTOPUS APOLLO VCT PLC</b>
Shareholding 33:	<b>48375 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>RYAN TURGOOSE</b>

## **Confirmation Statement**

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

# Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,  
Judicial Factor