



SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



Companies House

☒ **What this form is for**
You may use this form to give notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares.

☒ **What this form is NOT for**
You cannot use this form to give notice of a conversion of shares into stock.

MONDAY



A99PDWY2

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20/07/2020

#146

COMPANIES HOUSE

1 Company details

Company number 09597755

Company name in full
DIGITAL MONEYBOX LIMITED

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Date of resolution

Date of resolution 10/07/2020

3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
ORDINARY	1344487	0.00001	13444870	0.000001
ORDINARY A-1 PREFERRED	111621	0.00001	1116210	0.000001
ORDINARY A-2 PREFERRED	644041	0.00001	6440410	0.000001

5 Redemption

Please show the class number and nominal value of shares that have been redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
ORDINARY B-1 PREFERRED	605144	0.00001	6051440	0.000001
ORDINARY B-2 PREFERRED	210015	0.00001	2100150	0.000001
ORDINARY C-1 PREFERRED	160530	0.00001	1605300	0.000001

5 Redemption

Please show the class number and nominal value of shares that have been redeemed. Only redeemable shares can be redeemed.

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	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
ORDINARY C-2 PREFERRED	87377	0.00001	873770	0.000001

5 Redemption

Please show the class number and nominal value of shares that have been
redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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6 Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

New share structure

Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

7 Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

Please use a Statement of Capital continuation page if necessary.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
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Currency table A

GBP	ORDINARY	13444870	13.444870	
GBP	ORDINARY A-1 PREFERRED	1116210	1.116210	
GBP	ORDINARY A-2 PREFERRED	6440410	6.440410	
Totals		21001490	21.001490	0.00000

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
31632150	31.632150	0.000000

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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8

Statement of capital (prescribed particulars of rights attached to shares)^①

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 7**.

Class of share

PLEASE SEE CONTINUATION PAGE

Prescribed particulars
①

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Please use a Statement of capital continuation page if necessary.

Class of share

Prescribed particulars
①

Class of share

Prescribed particulars
①

9

Signature

I am signing this form on behalf of the company.

Signature

Signature

X

Cwmboore

X

This form may be signed by:

Director^②, Secretary, Person authorised^③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.

② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	CERRITH MOORE
Company name	DIGITAL MONEYBOX LIMITED
Address	1.07, 1-2 HATFIELDS,
Post town	LONDON
County/Region	LONDON
Postcode	S E 1 9 P G
Country	UK
DX	
Telephone	03308081866



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have entered the date of resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed the statement of capital.
- ☐ You have signed the form.



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Complete a separate table for each currency.

06/16 Version 5.0

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Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

8 'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	ORDINARY A-1 PREFERRED
Prescribed particulars	<p>A) THE RIGHT TO VOTE UPON ANY RESOLUTION PROPOSED AT A GENERAL MEETING OF THE COMPANY OR UPON ANY WRITTEN RESOLUTION OF THE COMPANY. ON A POLL, THE PREFERRED ORDINARY SHARES SHALL CARRY THE RIGHT TO ONE VOTE PER SHARE UNLESS, AT THE RELEVANT TIME, THE ISSUED AND OUTSTANDING PREFERRED ORDINARY SHARES ARE CONVERTIBLE INTO A GREATER NUMBER OF ORDINARY SHARES OR THE HOLDERS OF THE PREFERRED ORDINARY C SHARES ARE ENTITLED TO ANTI-DILUTION SHARES PURSUANT TO ARTICLE 17 WHICH HAVE NOT YET BEEN ISSUED, IN WHICH CASE, EACH HOLDER OF PREFERRED ORDINARY SHARES SHALL BE ENTITLED (IN RESPECT OF THE PREFERRED ORDINARY SHARES HELD) TO EXERCISE SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES OF WHICH HE WOULD BE THE HOLDER ASSUMING (I) HE HAD BEEN ISSUED THE MAXIMUM NUMBER OF ANTI-DILUTION SHARES TO WHICH HE IS OR WAS ENTITLED TO, IF ANY, PURSUANT TO ARTICLE 17; AND (II) ALL OF THE PREFERRED ORDINARY SHARES OF WHICH HE IS (OR WOULD BE, INCLUDING ANY ANTI-DILUTION SHARES HE IS ENTITLED TO PURSUANT TO ARTICLE 17) THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE THEN APPLICABLE CONVERSION RATIO. B) FULL RIGHTS TO PARTICIPATE IN A DIVIDEND. C) WHERE ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL THE AMOUNT AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF THE SHARES IN ACCORDANCE WITH ARTICLE 4.1.1 WOULD RESULT IN THE HOLDERS OF THE PREFERRED ORDINARY C SHARES RECEIVING LESS THAN THE ISSUE PRICE PER PREFERRED ORDINARY C SHARE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (I) FIRST IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY C SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES, AN AMOUNT PER PREFERRED ORDINARY C SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (II) SECOND IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY A SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES (SAVE FOR THE PREFERRED ORDINARY C SHARES), AN AMOUNT PER PREFERRED ORDINARY A SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (III) THIRD IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (IV) THE REMAINING BALANCE OF ANY SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE O</p>

Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

SH02 - continuation page

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8 Statement of capital (prescribed particulars of rights attached to shares)^①

Class of share	ORDINARY A-1 PREFERRED (CONTINUED)	
Prescribed particulars	<p>AMONG THE HOLDERS OF THE EQUITY SHARES (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS OF SHARE) ON A PRO RATA BASIS TO THE NUMBER OF EQUITY SHARES HELD BY THEM. D) THE PREFERRED ORDINARY B SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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8 'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	ORDINARY A-2 PREFERRED	
Prescribed particulars	<p>A) THE RIGHT TO VOTE UPON ANY RESOLUTION PROPOSED AT A GENERAL MEETING OF THE COMPANY OR UPON ANY WRITTEN RESOLUTION OF THE COMPANY. ON A POLL, THE PREFERRED ORDINARY SHARES SHALL CARRY THE RIGHT TO ONE VOTE PER SHARE UNLESS, AT THE RELEVANT TIME, THE ISSUED AND OUTSTANDING PREFERRED ORDINARY SHARES ARE CONVERTIBLE INTO A GREATER NUMBER OF ORDINARY SHARES OR THE HOLDERS OF THE PREFERRED ORDINARY C SHARES ARE ENTITLED TO ANTI-DILUTION SHARES PURSUANT TO ARTICLE 17 WHICH HAVE NOT YET BEEN ISSUED, IN WHICH CASE, EACH HOLDER OF PREFERRED ORDINARY SHARES SHALL BE ENTITLED (IN RESPECT OF THE PREFERRED ORDINARY SHARES HELD) TO EXERCISE SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES OF WHICH HE WOULD BE THE HOLDER ASSUMING (I) HE HAD BEEN ISSUED THE MAXIMUM NUMBER OF ANTI-DILUTION SHARES TO WHICH HE IS OR WAS ENTITLED TO, IF ANY, PURSUANT TO ARTICLE 17; AND (II) ALL OF THE PREFERRED ORDINARY SHARES OF WHICH HE IS (OR WOULD BE, INCLUDING ANY ANTI-DILUTION SHARES HE IS ENTITLED TO PURSUANT TO ARTICLE 17) THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE THEN APPLICABLE CONVERSION RATIO. B) FULL RIGHTS TO PARTICIPATE IN A DIVIDEND. C) WHERE ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL THE AMOUNT AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF THE SHARES IN ACCORDANCE WITH ARTICLE 4.1.1 WOULD RESULT IN THE HOLDERS OF THE PREFERRED ORDINARY C SHARES RECEIVING LESS THAN THE ISSUE PRICE PER PREFERRED ORDINARY C SHARE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (I) FIRST IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY C SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES, AN AMOUNT PER PREFERRED ORDINARY C SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (II) SECOND IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY A SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES (SAVE FOR THE PREFERRED ORDINARY C SHARES), AN AMOUNT PER PREFERRED ORDINARY A SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (III) THIRD IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (IV) THE REMAINING BALANCE OF ANY SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE O</p>	<p>Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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Class of share	ORDINARY A-2 PREFERRED (CONTINUED)	
Prescribed particulars	<p>AMONG THE HOLDERS OF THE EQUITY SHARES (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS OF SHARE) ON A PRO RATA BASIS TO THE NUMBER OF EQUITY SHARES HELD BY THEM. D) THE PREFERRED ORDINARY B SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.</p>	<p>Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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Class of share	ORDINARY B-1 PREFERRED (CONTINUED)	
Prescribed particulars	<p>AMONG THE HOLDERS OF THE EQUITY SHARES (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS OF SHARE) ON A PRO RATA BASIS TO THE NUMBER OF EQUITY SHARES HELD BY THEM. D) THE PREFERRED ORDINARY B SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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Class of share	PREFERRED B-2 ORDINARY
Prescribed particulars	<p>A) THE RIGHT TO VOTE UPON ANY RESOLUTION PROPOSED AT A GENERAL MEETING OF THE COMPANY OR UPON ANY WRITTEN RESOLUTION OF THE COMPANY. ON A POLL, THE PREFERRED ORDINARY SHARES SHALL CARRY THE RIGHT TO ONE VOTE PER SHARE UNLESS, AT THE RELEVANT TIME, THE ISSUED AND OUTSTANDING PREFERRED ORDINARY SHARES ARE CONVERTIBLE INTO A GREATER NUMBER OF ORDINARY SHARES OR THE HOLDERS OF THE PREFERRED ORDINARY C SHARES ARE ENTITLED TO ANTI-DILUTION SHARES PURSUANT TO ARTICLE 17 WHICH HAVE NOT YET BEEN ISSUED, IN WHICH CASE, EACH HOLDER OF PREFERRED ORDINARY SHARES SHALL BE ENTITLED (IN RESPECT OF THE PREFERRED ORDINARY SHARES HELD) TO EXERCISE SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES OF WHICH HE WOULD BE THE HOLDER ASSUMING (I) HE HAD BEEN ISSUED THE MAXIMUM NUMBER OF ANTI-DILUTION SHARES TO WHICH HE IS OR WAS ENTITLED TO, IF ANY, PURSUANT TO ARTICLE 17; AND (II) ALL OF THE PREFERRED ORDINARY SHARES OF WHICH HE IS (OR WOULD BE, INCLUDING ANY ANTI-DILUTION SHARES HE IS ENTITLED TO PURSUANT TO ARTICLE 17) THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE THEN APPLICABLE CONVERSION RATIO. B) FULL RIGHTS TO PARTICIPATE IN A DIVIDEND. C) WHERE ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL THE AMOUNT AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF THE SHARES IN ACCORDANCE WITH ARTICLE 4.1.1 WOULD RESULT IN THE HOLDERS OF THE PREFERRED ORDINARY C SHARES RECEIVING LESS THAN THE ISSUE PRICE PER PREFERRED ORDINARY C SHARE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (I) FIRST IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY C SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES, AN AMOUNT PER PREFERRED ORDINARY C SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (II) SECOND IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY A SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES (SAVE FOR THE PREFERRED ORDINARY C SHARES), AN AMOUNT PER PREFERRED ORDINARY A SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (III) THIRD IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (IV) THE REMAINING BALANCE OF ANY SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE O</p>

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8 Statement of capital (prescribed particulars of rights attached to shares)^①

Class of share	PREFERRED B-2 ORDINARY (CONTINUED)	
Prescribed particulars	<p>AMONG THE HOLDERS OF THE EQUITY SHARES (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS OF SHARE) ON A PRO RATA BASIS TO THE NUMBER OF EQUITY SHARES HELD BY THEM. D) THE PREFERRED ORDINARY B SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	PREFERRED C-1 ORDINARY	
Prescribed particulars	<p>A) THE RIGHT TO VOTE UPON ANY RESOLUTION PROPOSED AT A GENERAL MEETING OF THE COMPANY OR UPON ANY WRITTEN RESOLUTION OF THE COMPANY. ON A POLL, THE PREFERRED ORDINARY SHARES SHALL CARRY THE RIGHT TO ONE VOTE PER SHARE UNLESS, AT THE RELEVANT TIME, THE ISSUED AND OUTSTANDING PREFERRED ORDINARY SHARES ARE CONVERTIBLE INTO A GREATER NUMBER OF ORDINARY SHARES OR THE HOLDERS OF THE PREFERRED ORDINARY C SHARES ARE ENTITLED TO ANTI-DILUTION SHARES PURSUANT TO ARTICLE 17 WHICH HAVE NOT YET BEEN ISSUED, IN WHICH CASE, EACH HOLDER OF PREFERRED ORDINARY SHARES SHALL BE ENTITLED (IN RESPECT OF THE PREFERRED ORDINARY SHARES HELD) TO EXERCISE SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES OF WHICH HE WOULD BE THE HOLDER ASSUMING (I) HE HAD BEEN ISSUED THE MAXIMUM NUMBER OF ANTI-DILUTION SHARES TO WHICH HE IS OR WAS ENTITLED TO, IF ANY, PURSUANT TO ARTICLE 17; AND (II) ALL OF THE PREFERRED ORDINARY SHARES OF WHICH HE IS (OR WOULD BE, INCLUDING ANY ANTI-DILUTION SHARES HE IS ENTITLED TO PURSUANT TO ARTICLE 17) THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE THEN APPLICABLE CONVERSION RATIO. B) FULL RIGHTS TO PARTICIPATE IN A DIVIDEND. C) WHERE ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL THE AMOUNT AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF THE SHARES IN ACCORDANCE WITH ARTICLE 4.1.1 WOULD RESULT IN THE HOLDERS OF THE PREFERRED ORDINARY C SHARES RECEIVING LESS THAN THE ISSUE PRICE PER PREFERRED ORDINARY C SHARE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (I) FIRST IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY C SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES, AN AMOUNT PER PREFERRED ORDINARY C SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (II) SECOND IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY A SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES (SAVE FOR THE PREFERRED ORDINARY C SHARES), AN AMOUNT PER PREFERRED ORDINARY A SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (III) THIRD IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (IV) THE REMAINING BALANCE OF ANY SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE O</p>	<p>● Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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re-conversion of stock into shares

8 'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	PREFERRED C-1 ORDINARY (CONTINUED)	
Prescribed particulars	<p>AMONG THE HOLDERS OF THE EQUITY SHARES (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS OF SHARE) ON A PRO RATA BASIS TO THE NUMBER OF EQUITY SHARES HELD BY THEM. D) THE PREFERRED ORDINARY B SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.</p>	<p>Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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'Statement of capital (prescribed particulars of rights attached to shares)'^①

Class of share	PREFERRED C-2 ORDINARY	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>A) THE RIGHT TO VOTE UPON ANY RESOLUTION PROPOSED AT A GENERAL MEETING OF THE COMPANY OR UPON ANY WRITTEN RESOLUTION OF THE COMPANY. ON A POLL, THE PREFERRED ORDINARY SHARES SHALL CARRY THE RIGHT TO ONE VOTE PER SHARE UNLESS, AT THE RELEVANT TIME, THE ISSUED AND OUTSTANDING PREFERRED ORDINARY SHARES ARE CONVERTIBLE INTO A GREATER NUMBER OF ORDINARY SHARES OR THE HOLDERS OF THE PREFERRED ORDINARY C SHARES ARE ENTITLED TO ANTI-DILUTION SHARES PURSUANT TO ARTICLE 17 WHICH HAVE NOT YET BEEN ISSUED, IN WHICH CASE, EACH HOLDER OF PREFERRED ORDINARY SHARES SHALL BE ENTITLED (IN RESPECT OF THE PREFERRED ORDINARY SHARES HELD) TO EXERCISE SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES OF WHICH HE WOULD BE THE HOLDER ASSUMING (I) HE HAD BEEN ISSUED THE MAXIMUM NUMBER OF ANTI-DILUTION SHARES TO WHICH HE IS OR WAS ENTITLED TO, IF ANY, PURSUANT TO ARTICLE 17; AND (II) ALL OF THE PREFERRED ORDINARY SHARES OF WHICH HE IS (OR WOULD BE, INCLUDING ANY ANTI-DILUTION SHARES HE IS ENTITLED TO PURSUANT TO ARTICLE 17) THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE THEN APPLICABLE CONVERSION RATIO. B) FULL RIGHTS TO PARTICIPATE IN A DIVIDEND. C) WHERE ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL THE AMOUNT AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF THE SHARES IN ACCORDANCE WITH ARTICLE 4.1.1 WOULD RESULT IN THE HOLDERS OF THE PREFERRED ORDINARY C SHARES RECEIVING LESS THAN THE ISSUE PRICE PER PREFERRED ORDINARY C SHARE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (I) FIRST IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY C SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES, AN AMOUNT PER PREFERRED ORDINARY C SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (II) SECOND IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY A SHARES, IN PRIORITY TO ANY OTHER CLASS OF SHARES (SAVE FOR THE PREFERRED ORDINARY C SHARES), AN AMOUNT PER PREFERRED ORDINARY A SHARE HELD EQUAL TO THE ISSUE PRICE OF SUCH SHARE PLUS A SUM EQUAL TO ANY ARREARS; (III) THIRD IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (IV) THE REMAINING BALANCE OF ANY SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE O</p>	

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8 'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	PREFERRED C-2 ORDINARY (CONTINUED)	
Prescribed particulars	<p>AMONG THE HOLDERS OF THE EQUITY SHARES (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS OF SHARE) ON A PRO RATA BASIS TO THE NUMBER OF EQUITY SHARES HELD BY THEM. D) THE PREFERRED ORDINARY B SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.</p>	<p>Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>