Companies House

SH01 (ef)

Return of Allotment of Shares

Company Name: **CLEO AI LTD.**
Company Number: **09864205**

Received for filing in Electronic Format on the: **24/08/2022**

XBB1RDMJ

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	25/07/2022	**01/08/2022**

Class of Shares:	**ORDINARY**	Number allotted	**6251**
Currency:	**GBP**	Nominal value of each share	**0.00001**
		Amount paid:	**0.2**
		Amount unpaid:	**0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	**DEFERRED**	Number allotted	**2958001**
Currency:	**GBP**	Aggregate nominal value:	**29.58001**

Prescribed particulars

THE DEFERRED SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) NO VOTING RIGHTS; (B) NO DIVIDEND RIGHTS; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES, B2 PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES AND SEED SHARES RANK IN PRIORITY TO THE HOLDERS OF THE DEFERRED SHARES WHO ARE ENTITLED TO A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 5 APRIL 2022); (D) THE DEFERRED SHARES MAY BE REDEEMED BY THE COMPANY AT ANY TIME AT ITS OPTION FOR £1.00 FOR ALL THE DEFERRED SHARES.

Class of Shares:	**ORDINARY**	Number allotted	**7636865**
Currency:	**GBP**	Aggregate nominal value:	**76.36865**

Prescribed particulars

THE ORDINARY SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES, B2 PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES, SEED SHARES AND DEFERRED SHARES RANK IN PRIORITY TO THE HOLDERS OF THE ORDINARY SHARES (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 5 APRIL 2022); (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	**A**	Number allotted	**6702765**
	PREFERRED	Aggregate nominal value:	**67.02765**
Currency:	**GBP**		

Prescribed particulars

THE A PREFERRED SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES, B2 PREFERRED SHARES AND B1 PREFERRED SHARES RANK IN PRIORITY TO THE HOLDERS OF THE A PREFERRED SHARES (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 5 APRIL 2022); (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	**B1**	Number allotted	**2055417**
	PREFERRED	Aggregate nominal value:	**20.55417**

Currency: **GBP**

Prescribed particulars

THE B1 PREFERRED SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES AND B2 PREFERRED SHARES RANK IN PRIORITY TO THE HOLDERS OF THE B1 PREFERRED SHARES (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 5 APRIL 2022); (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	**B2**	Number allotted	**9084769**
	PREFERRED	Aggregate nominal value:	**90.84769**

Currency: **GBP**

Prescribed particulars

THE B2 PREFERRED SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES RANK IN PRIORITY TO THE HOLDERS OF THE B2 PREFERRED SHARES (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 5 APRIL 2022); (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	**C**	Number allotted	**5178536**
	PREFERRED	Aggregate nominal value:	**51.78536**

Currency: **GBP**

Prescribed particulars

THE C PREFERRED SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES RANK IN PRIORITY TO ALL OTHER CLASSES OF SHARE (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 5 APRIL 2022); (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	**ORDINARY (£0.22 UNPAID)**	Number allotted	**378677**
		Aggregate nominal value:	**3.78677**
Currency:	**GBP**		

Prescribed particulars

THE ORDINARY SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES, B2 PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES, SEED SHARES AND DEFERRED SHARES RANK IN PRIORITY TO THE HOLDERS OF THE ORDINARY SHARES (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 5 APRIL 2022); (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	**SEED**	Number allotted	**2134901**
Currency:	**GBP**	Aggregate nominal value:	**21.34901**

Prescribed particulars

THE SEED SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES, B2 PREFERRED SHARES AND B1 PREFERRED SHARES RANK IN PRIORITY TO THE HOLDERS OF THE SEED SHARES (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 5 APRIL 2022); (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

Currency:	**GBP**	Total number of shares:	**36129931**
		Total aggregate nominal value:	**361.29931**
		Total aggregate amount unpaid:	**83308.94**

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.