

# RP04

## Second filing of a document previously delivered



Companies House

### ✓ What this form is for

You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.

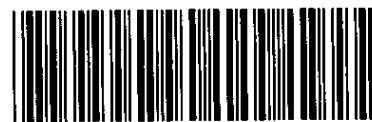
A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register.

### ✗ What this form is NOT for

You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 regardless of whether the document was properly delivered.

A second filing of a document cannot be filed where the information that was properly delivered. For information that was used in these circumstances

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)



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26/03/2022

#89

COMPANIES HOUSE

## 1 Company details

Company number 0 9 8 6 4 2 0 5

Company name in full CLEO AI LTD.

### → Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by \*

## 2 Applicable documents

This form **only** applies to the following forms:

- AP01 Appointment of director
- AP02 Appointment of corporate director
- AP03 Appointment of secretary
- AP04 Appointment of corporate secretary
- CH01 Change of director's details
- CH02 Change of corporate director's details
- CH03 Change of secretary's details
- CH04 Change of corporate secretary's details
- TM01 Termination of appointment of director
- TM02 Termination of appointment of secretary
- SH01 Return of allotment of shares
- AR01 Annual Return
- CS01 Confirmation statement (Parts 1-4 only)
- PSC01 Notice of individual person with significant control (PSC)
- PSC02 Notice of relevant legal entity (RLE) with significant control
- PSC03 Notice of other registrable person (ORP) with significant control
- PSC04 Change of details of individual person with significant control (PSC)
- PSC05 Change of details of relevant legal entity (RLE) with significant control
- PSC06 Change of details of other registrable person (ORP) with significant control
- PSC07 Notice of ceasing to be a person with significant control (PSC), relevant legal entity (RLE), or other registrable person (ORP)
- PSC08 Notification of PSC statements
- PSC09 Update to PSC statements

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### 3 Description of the original document

Document type ①

SH01

Date of registration of the original document

<sup>d</sup> 0 <sup>d</sup> 2    <sup>m</sup> 1 <sup>m</sup> 1    <sup>y</sup> 2 <sup>y</sup> 0 <sup>y</sup> 2 <sup>y</sup> 1

#### ① Description of the original document

Please enter the document type (e.g. a *Return of allotment of shares*—SH01) and any distinguishing information if more than one document of that type was filed on the same day.

### 4 Section 243 or 790ZF Exemption ②

If you are applying for, or have been granted, exemption under section 243 or 790ZF of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below:

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE.

② If you are currently in the process of applying for or have been granted a Section 243 or 790ZF exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01).

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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

Company name

Barcant Beardon Limited

Address

8 Blackstock Mews

Post town

Islington

County/Region

London

Postcode

N

4

2

B

T

Country

England

DX

Telephone



### 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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form.
- ☐ You have enclosed the second filed document(s).
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing.'



### 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.

#### Section 243 or 790ZF exemption

If you are applying for or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE.



### Further information

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)

Paperclip  
only

# SH01

## Return of allotment of shares



Companies House



Go online to file this information

[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**✓ What this form is for**  
You may use this form to give notice of shares allotted following incorporation.

**✗ What this form is NOT for**  
You cannot use this form to give notice of shares taken by subscribers on formation of the company or for an allotment of a new class of shares by an unlimited company.

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

### 1 Company details

Company number 0 9 8 6 4 2 0 5

Company name in full CLEO AI LTD.

#### → Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by \*

### 2 Allotment dates ①

From Date 0 2 1 1 2 0 2 1  
To Date 1 2 1 1 2 0 2 1

#### ① Allotment date

If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

### 3 Shares allotted

Please give details of the shares allotted, including bonus shares.  
(Please use a continuation page if necessary.)

#### ② Currency

If currency details are not completed we will assume currency is in pound sterling.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	Ordinary	2,626	£0.00001	£0.20	0

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

#### Continuation page

Please use a continuation page if necessary.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

SH01

Return of allotment of shares

4

**Statement of capital**

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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

Please use a Statement of Capital continuation page if necessary.

<b>Currency</b> Complete a separate table for each currency	<b>Class of shares</b> E.g. Ordinary/Preference etc.	<b>Number of shares</b>	<b>Aggregate nominal value</b> (£, €, \$, etc) Number of shares issued multiplied by nominal value	<b>Total aggregate amount unpaid, if any</b> (£, €, \$, etc) Including both the nominal value and any share premium
<b>Currency table A</b>				
GBP	A Preferred	6,702,765	£67.02765	
GBP	B1 Preferred Shares	2,055,417	£20.55417	
GBP	B2 Preferred Shares	9,084,769	£90.84769	
<b>Totals</b>		17,842,951	£178.42951	£0.00

<b>Currency table B</b>				
<b>Totals</b>				

<b>Currency table C</b>				
<b>Totals</b>				

<b>Totals (including continuation pages)</b>		<b>Total number of shares</b>	<b>Total aggregate nominal value ❶</b>	<b>Total aggregate amount unpaid ❶</b>
		30,950,881	£309.50881	£83,347.66

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

SH01

Return of allotment of shares

**5 Statement of capital (prescribed particulars of rights attached to shares)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share	A Preferred
Prescribed particulars ①	<p>The A Preferred Shares have attached to them full voting and dividend rights. They do not confer any rights of redemption.</p> <p>On a return of assets on a liquidation, reduction of capital, Sale, Asset Sale or otherwise the assets of the Company remaining after payment of its liabilities ("Net Proceeds") shall be distributed as follows:</p> <p>(a) in the event that there shall be any Preferred Shares in issue which have (this prescribed particulars description has an extension page)</p>
Class of share	B1 Preferred Shares
Prescribed particulars ①	<p>The B1 Preferred Shares have attached to them full voting and dividend rights. They do not confer any rights of redemption.</p> <p>On a return of assets on a liquidation, reduction of capital, Sale, Asset Sale or otherwise the assets of the Company remaining after payment of its liabilities ("Net Proceeds") shall be distributed as follows:</p> <p>(a) in the event that there shall be any Preferred Shares in issue which have (this prescribed particulars description has an extension page)</p>
Class of share	B2 Preferred Shares
Prescribed particulars ①	<p>The B2 Preferred Shares have attached to them full voting and dividend rights. They do not confer any rights of redemption.</p> <p>On a return of assets on a liquidation, reduction of capital, Sale, Asset Sale or otherwise the assets of the Company remaining after payment of its liabilities ("Net Proceeds") shall be distributed as follows:</p> <p>(a) in the event that there shall be any Preferred Shares in issue which have (this prescribed particulars description has an extension page)</p>

**① Prescribed particulars of rights attached to shares**

The particulars are:

- 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.

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

**Continuation page**

Please use a Statement of Capital continuation page if necessary.

**6 Signature**

I am signing this form on behalf of the company.

Signature

Signature

X DocuSigned by:  
Barney Hussey-Yeo  
FC7A9913E1DF4AB

X

This form may be signed by:  
Director ②, Secretary, Person authorised ②, 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.

SH01 - continuation page  
Return of allotment of shares

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Complete the table below to show the issued share capital.  
Complete a separate table for each currency.

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
GBP	Deferred	2,958,001	£29.58001	
GBP	Ordinary	8,015,028	£80.15028	
GBP	Series Seed Preferred	2,134,901	£21.34901	
<b>Totals</b>		13,107,930	£131.07930	£83,347.66

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Deferred Shares	
Prescribed particulars	<p>relevant Growth Share) having received an amount pursuant to this article equal to 99.9% of the Hurdle Amount of that Growth Share and thereafter, that Growth Share shall participate pari passu with the Ordinary Shares in distributions in excess of such Hurdle Amount such that the Net Proceeds shall be distributed to the Ordinary Shareholders and Growth Shareholders (if any) on a pro rata basis to the number of Ordinary Shares and Growth Shares held by them (as if such shares constituted one and the same class of share); or</p> <p>(b) in the event that all of the Preferred Shares have been converted into Ordinary Shares pursuant to article 3.2:</p> <p>(i) first, in paying to the holders of the Deferred Shares (if any) a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>(ii) thereafter the balance of the Net Proceeds, if any, shall be distributed to each of the holders of the Ordinary Shares and the Growth Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3.2) pro rata to the number of Ordinary Shares and Growth Shares held by them respectively (as if such shares constituted one and the same class), PROVIDED THAT the holders of each Growth Share shall have no entitlement to any Net Proceeds other than to an aggregate amount equal to 0.1% of the Net Proceeds due in respect of each Ordinary Share prior to each such Ordinary Share (which was issued on the date of issue of the relevant Growth Share) having received an amount pursuant to this article equal to 99.9% of the Hurdle Amount of that Growth Share and thereafter, that Growth Share shall participate pari passu with the Ordinary Shares in distributions in excess of such Hurdle Amount such that the Net Proceeds shall be distributed to the Ordinary Shareholders and Growth Shareholders (if any) on a pro rata basis to the number of Ordinary Shares and Growth Shares held by them (as if such shares constituted one and the same class of share).</p>	



In accordance with  
Section 555 of the  
Companies Act 2006.

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Deferred Shares	
Prescribed particulars	<p>The Deferred Shares have attached to them no voting and no dividend rights. They do not confer any rights of redemption.</p> <p>On a return of assets on a liquidation, reduction of capital, Sale, Asset Sale or otherwise the assets of the Company remaining after payment of its liabilities ("Net Proceeds") shall be distributed as follows:</p> <p>(a) in the event that there shall be any Preferred Shares in issue which have not been converted into Ordinary Shares pursuant to article 3.2 (Conversion):</p> <p>(i) first, to the holders of the B Preferred Shares, in priority to all other Shareholders, an amount equal to the relevant Subscription Price for the B Preferred Shares (or in the event of the sub-division and/or redesignation of the B Preferred Shares, the Subscription Price originally paid for each B Preferred Share from which the Shares arising on such sub-division and/or redesignation derive) plus any arrears or accruals of dividend (if any) on the B Preferred Shares (as the case may be) due or declared but unpaid down to the date of the return of assets, provided that if there are insufficient Net Proceeds to pay such amounts to all holders of B Preferred Shares in full, the available Net Proceeds shall be distributed to the holders of B Preferred Shares pro rata to the amounts due to them; (ii) second, to the holders of the A Preferred Shares and the Seed Shares, an amount equal to the respective Subscription Price for the A Preferred Shares and the Seed Shares (or in the event of the sub-division and/or redesignation of the A Preferred Shares or the Seed Shares, the Subscription Price originally paid for each A Preferred Share or Seed Share (as the case may be) from which the Shares arising on such sub-division and/or redesignation derive) plus any arrears or accruals of dividend (if any) on the relevant A Preferred Shares and the Seed Shares (as the case may be) due or declared but unpaid down to the date of the return of assets, provided that if there are insufficient Net Proceeds to pay such amounts to all holders of A Preferred Shares and the Seed Shares in full, the available Net Proceeds shall be distributed to the holders of A Preferred Shares and the Seed Shares pro rata to the amounts due to them; and (iii) third, in paying to the holders of the Deferred Shares (if any) a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and (iv) thereafter the balance of the Net Proceeds, if any, shall be distributed to each of the holders of the Ordinary Shares and the Growth Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3.2) pro rata to the number of Ordinary Shares and Growth Shares held by them respectively (as if such shares constituted one and the same class), PROVIDED THAT the holders of each Growth Share shall have no entitlement to any Net Proceeds other than to an aggregate amount equal to 0.1% of the Net Proceeds due in respect of each Ordinary Share prior to each such Ordinary Share (which was issued on the date of issue of the</p>	

In accordance with  
Section 555 of the  
Companies Act 2006.

## SH01 - continuation page

### Return of allotment of shares

#### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series Seed Preferred	
Prescribed particulars	<p>respect of each Ordinary Share prior to each such Ordinary Share (which was issued on the date of issue of the relevant Growth Share) having received an amount pursuant to this article equal to 99.9% of the Hurdle Amount of that Growth Share and thereafter, that Growth Share shall participate pari passu with the Ordinary Shares in distributions in excess of such Hurdle Amount such that the Net Proceeds shall be distributed to the Ordinary Shareholders and Growth Shareholders (if any) on a pro rata basis to the number of Ordinary Shares and Growth Shares held by them (as if such shares constituted one and the same class of share); or</p> <p>(b) in the event that all of the Preferred Shares have been converted into Ordinary Shares pursuant to article 3.2:</p> <p>(i) first, in paying to the holders of the Deferred Shares (if any) a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>(ii) thereafter the balance of the Net Proceeds, if any, shall be distributed to each of the holders of the Ordinary Shares and the Growth Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3.2) pro rata to the number of Ordinary Shares and Growth Shares held by them respectively (as if such shares constituted one and the same class), PROVIDED THAT the holders of each Growth Share shall have no entitlement to any Net Proceeds other than to an aggregate amount equal to 0.1% of the Net Proceeds due in respect of each Ordinary Share prior to each such Ordinary Share (which was issued on the date of issue of the relevant Growth Share) having received an amount pursuant to this article equal to 99.9% of the Hurdle Amount of that Growth Share and thereafter, that Growth Share shall participate pari passu with the Ordinary Shares in distributions in excess of such Hurdle Amount such that the Net Proceeds shall be distributed to the Ordinary Shareholders and Growth Shareholders (if any) on a pro rata basis to the number of Ordinary Shares and Growth Shares held by them (as if such shares constituted one and the same class of share).</p>	

# SH01 - continuation page

## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series Seed Preferred
Prescribed particulars	<p>The Seed Shares have attached to them full voting and dividend rights. They do not confer any rights of redemption.</p> <p>On a return of assets on a liquidation, reduction of capital, Sale, Asset Sale or otherwise the assets of the Company remaining after payment of its liabilities ("Net Proceeds") shall be distributed as follows:</p> <p>(a) in the event that there shall be any Preferred Shares in issue which have not been converted into Ordinary Shares pursuant to article 3.2 (Conversion):</p> <p>(i) first, to the holders of the B Preferred Shares, in priority to all other Shareholders, an amount equal to the relevant Subscription Price for the B Preferred Shares (or in the event of the sub-division and/or redesignation of the B Preferred Shares, the Subscription Price originally paid for each B Preferred Share from which the Shares arising on such sub-division and/or redesignation derive) plus any arrears or accruals of dividend (if any) on the B Preferred Shares (as the case may be) due or declared but unpaid down to the date of the return of assets, provided that if there are insufficient Net Proceeds to pay such amounts to all holders of B Preferred Shares in full, the available Net Proceeds shall be distributed to the holders of B Preferred Shares pro rata to the amounts due to them;</p> <p>(ii) second, to the holders of the A Preferred Shares and the Seed Shares, an amount equal to the respective Subscription Price for the A Preferred Shares and the Seed Shares (or in the event of the sub-division and/or redesignation of the A Preferred Shares or the Seed Shares, the Subscription Price originally paid for each A Preferred Share or Seed Share (as the case may be) from which the Shares arising on such sub-division and/or redesignation derive) plus any arrears or accruals of dividend (if any) on the relevant A Preferred Shares and the Seed Shares (as the case may be) due or declared but unpaid down to the date of the return of assets, provided that if there are insufficient Net Proceeds to pay such amounts to all holders of A Preferred Shares and the Seed Shares in full, the available Net Proceeds shall be distributed to the holders of A Preferred Shares and the Seed Shares pro rata to the amounts due to them; and</p> <p>(iii) third, in paying to the holders of the Deferred Shares (if any) a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>(iv) thereafter the balance of the Net Proceeds, if any, shall be distributed to each of the holders of the Ordinary Shares and the Growth Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3.2) pro rata to the number of Ordinary Shares and Growth Shares held by them respectively (as if such shares constituted one and the same class), PROVIDED THAT the holders of each Growth Share shall have no entitlement to any Net Proceeds other than to an aggregate amount equal to 0.1% of the Net Proceeds due in</p>

SH01 - continuation page  
Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars	<p>(iii) third, in paying to the holders of the Deferred Shares (if any) a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and (iv) thereafter the balance of the Net Proceeds, if any, shall be distributed to each of the holders of the Ordinary Shares and the Growth Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3.2) pro rata to the number of Ordinary Shares and Growth Shares held by them respectively (as if such shares constituted one and the same class), PROVIDED THAT the holders of each Growth Share shall have no entitlement to any Net Proceeds other than to an aggregate amount equal to 0.1% of the Net Proceeds due in respect of each Ordinary Share prior to each such Ordinary Share (which was issued on the date of issue of the relevant Growth Share) having received an amount pursuant to this article equal to 99.9% of the Hurdle Amount of that Growth Share and thereafter, that Growth Share shall participate pari passu with the Ordinary Shares in distributions in excess of such Hurdle Amount such that the Net Proceeds shall be distributed to the Ordinary Shareholders and Growth Shareholders (if any) on a pro rata basis to the number of Ordinary Shares and Growth Shares held by them (as if such shares constituted one and the same class of share); or (b) in the event that all of the Preferred Shares have been converted into Ordinary Shares pursuant to article 3.2</p> <p>(i) first, in paying to the holders of the Deferred Shares (if any) a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and (ii) thereafter the balance of the Net Proceeds, if any, shall be distributed to each of the holders of the Ordinary Shares and the Growth Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3.2) pro rata to the number of Ordinary Shares and Growth Shares held by them respectively (as if such shares constituted one and the same class), PROVIDED THAT the holders of each Growth Share shall have no entitlement to any Net Proceeds other than to an aggregate amount equal to 0.1% of the Net Proceeds due in respect of each Ordinary Share prior to each such Ordinary Share (which was issued on the date of issue of the relevant Growth Share) having received an amount pursuant to this article equal to 99.9% of the Hurdle Amount of that Growth Share and thereafter, that Growth Share shall participate pari passu with the Ordinary Shares in distributions in excess of such Hurdle Amount such that the Net Proceeds shall be distributed to the Ordinary Shareholders and Growth Shareholders (if any) on a pro rata basis to the number of Ordinary Shares and Growth Shares held by them (as if such shares constituted one and the same class of share).</p>	

In accordance with  
Section 555 of the  
Companies Act 2006.

## SH01 - continuation page

### Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars	<p>The Ordinary Shares have attached to them full voting and dividend rights. They do not confer any rights of redemption.</p> <p>On a return of assets on a liquidation, reduction of capital, Sale, Asset Sale or otherwise the assets of the Company remaining after payment of its liabilities ("Net Proceeds") shall be distributed as follows:</p> <p>(a) in the event that there shall be any Preferred Shares in issue which have not been converted into Ordinary Shares pursuant to article 3.2 (Conversion):</p> <p>(i) first, to the holders of the B Preferred Shares, in priority to all other Shareholders, an amount equal to the relevant Subscription Price for the B Preferred Shares (or in the event of the sub-division and/or redesignation of the B Preferred Shares, the Subscription Price originally paid for each B Preferred Share from which the Shares arising on such sub-division and/or redesignation derive) plus any arrears or accruals of dividend (if any) on the B Preferred Shares (as the case may be) due or declared but unpaid down to the date of the return of assets, provided that if there are insufficient Net Proceeds to pay such amounts to all holders of B Preferred Shares in full, the available Net Proceeds shall be distributed to the holders of B Preferred Shares pro rata to the amounts due to them;</p> <p>(ii) second, to the holders of the A Preferred Shares and the Seed Shares, an amount equal to the respective Subscription Price for the A Preferred Shares and the Seed Shares (or in the event of the sub-division and/or redesignation of the A Preferred Shares or the Seed Shares, the Subscription Price originally paid for each A Preferred Share or Seed Share (as the case may be) from which the Shares arising on such sub-division and/or redesignation derive) plus any arrears or accruals of dividend (if any) on the relevant A Preferred Shares and the Seed Shares (as the case may be) due or declared but unpaid down to the date of the return of assets, provided that if there are insufficient Net Proceeds to pay such amounts to all holders of A Preferred Shares and the Seed Shares in full, the available Net Proceeds shall be distributed to the holders of A Preferred Shares and the Seed Shares pro rata to the amounts due to them; and</p>	

In accordance with  
Section 555 of the  
Companies Act 2006.

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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B2 Preferred Shares	
Prescribed particulars	<p>(as if such shares constituted one and the same class of share); or</p> <p>(b) in the event that all of the Preferred Shares have been converted into Ordinary Shares pursuant to article 3.2:</p> <p>(i) first, in paying to the holders of the Deferred Shares (if any) a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>(ii) thereafter the balance of the Net Proceeds, if any, shall be distributed to each of the holders of the Ordinary Shares and the Growth Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3.2) pro rata to the number of Ordinary Shares and Growth Shares held by them respectively (as if such shares constituted one and the same class), PROVIDED THAT the holders of each Growth Share shall have no entitlement to any Net Proceeds other than to an aggregate amount equal to 0.1% of the Net Proceeds due in respect of each Ordinary Share prior to each such Ordinary Share (which was issued on the date of issue of the relevant Growth Share) having received an amount pursuant to this article equal to 99.9% of the Hurdle Amount of that Growth Share and thereafter, that Growth Share shall participate pari passu with the Ordinary Shares in distributions in excess of such Hurdle Amount such that the Net Proceeds shall be distributed to the Ordinary Shareholders and Growth Shareholders (if any) on a pro rata basis to the number of Ordinary Shares and Growth Shares held by them (as if such shares constituted one and the same class of share).</p>	

In accordance with  
Section 555 of the  
Companies Act 2006.

## SH01 - continuation page

### Return of allotment of shares

#### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B2 Preferred Shares
Prescribed particulars	<p>not been converted into Ordinary Shares pursuant to article 3.2 (Conversion):</p> <p>(i) first, to the holders of the B Preferred Shares, in priority to all other Shareholders, an amount equal to the relevant Subscription Price for the B Preferred Shares (or in the event of the sub-division and/or redesignation of the B Preferred Shares, the Subscription Price originally paid for each B Preferred Share from which the Shares arising on such sub-division and/or redesignation derive) plus any arrears or accruals of dividend (if any) on the B Preferred Shares (as the case may be) due or declared but unpaid down to the date of the return of assets, provided that if there are insufficient Net Proceeds to pay such amounts to all holders of B Preferred Shares in full, the available Net Proceeds shall be distributed to the holders of B Preferred Shares pro rata to the amounts due to them;</p> <p>(ii) second, to the holders of the A Preferred Shares and the Seed Shares, an amount equal to the respective Subscription Price for the A Preferred Shares and the Seed Shares (or in the event of the sub-division and/or redesignation of the A Preferred Shares or the Seed Shares, the Subscription Price originally paid for each A Preferred Share or Seed Share (as the case may be) from which the Shares arising on such sub-division and/or redesignation derive) plus any arrears or accruals of dividend (if any) on the relevant A Preferred Shares and the Seed Shares (as the case may be) due or declared but unpaid down to the date of the return of assets, provided that if there are insufficient Net Proceeds to pay such amounts to all holders of A Preferred Shares and the Seed Shares in full, the available Net Proceeds shall be distributed to the holders of A Preferred Shares and the Seed Shares pro rata to the amounts due to them; and</p> <p>(iii) third, in paying to the holders of the Deferred Shares (if any) a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>(iv) thereafter the balance of the Net Proceeds, if any, shall be distributed to each of the holders of the Ordinary Shares and the Growth Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3.2) pro rata to the number of Ordinary Shares and Growth Shares held by them respectively (as if such shares constituted one and the same class), PROVIDED THAT the holders of each Growth Share shall have no entitlement to any Net Proceeds other than to an aggregate amount equal to 0.1% of the Net Proceeds due in respect of each Ordinary Share prior to each such Ordinary Share (which was issued on the date of issue of the relevant Growth Share) having received an amount pursuant to this article equal to 99.9% of the Hurdle Amount of that Growth Share and thereafter, that Growth Share shall participate pari passu with the Ordinary Shares in distributions in excess of such Hurdle Amount such that the Net Proceeds shall be distributed to the Ordinary Shareholders and Growth Shareholders (if any) on a pro rata basis to the number of Ordinary Shares and Growth Shares held by them</p>

In accordance with  
Section 555 of the  
Companies Act 2006.

## SH01 - continuation page

### Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B1 Preferred Shares	
Prescribed particulars	<p>(as if such shares constituted one and the same class of share); or</p> <p>(b) in the event that all of the Preferred Shares have been converted into Ordinary Shares pursuant to article 3.2:</p> <p>(i) first, in paying to the holders of the Deferred Shares (if any) a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>(ii) thereafter the balance of the Net Proceeds, if any, shall be distributed to each of the holders of the Ordinary Shares and the Growth Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3.2) pro rata to the number of Ordinary Shares and Growth Shares held by them respectively (as if such shares constituted one and the same class), PROVIDED THAT the holders of each Growth Share shall have no entitlement to any Net Proceeds other than to an aggregate amount equal to 0.1% of the Net Proceeds due in respect of each Ordinary Share prior to each such Ordinary Share (which was issued on the date of issue of the relevant Growth Share) having received an amount pursuant to this article equal to 99.9% of the Hurdle Amount of that Growth Share and thereafter, that Growth Share shall participate pari passu with the Ordinary Shares in distributions in excess of such Hurdle Amount such that the Net Proceeds shall be distributed to the Ordinary Shareholders and Growth Shareholders (if any) on a pro rata basis to the number of Ordinary Shares and Growth Shares held by them (as if such shares constituted one and the same class of share).</p>	



In accordance with  
Section 555 of the  
Companies Act 2006.

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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B1 Preferred Shares
Prescribed particulars	<p>not been converted into Ordinary Shares pursuant to article 3.2 (Conversion):</p> <p>(i) first, to the holders of the B Preferred Shares, in priority to all other Shareholders, an amount equal to the relevant Subscription Price for the B Preferred Shares (or in the event of the sub-division and/or redesignation of the B Preferred Shares, the Subscription Price originally paid for each B Preferred Share from which the Shares arising on such sub-division and/or redesignation derive) plus any arrears or accruals of dividend (if any) on the B Preferred Shares (as the case may be) due or declared but unpaid down to the date of the return of assets, provided that if there are insufficient Net Proceeds to pay such amounts to all holders of B Preferred Shares in full, the available Net Proceeds shall be distributed to the holders of B Preferred Shares pro rata to the amounts due to them;</p> <p>(ii) second, to the holders of the A Preferred Shares and the Seed Shares, an amount equal to the respective Subscription Price for the A Preferred Shares and the Seed Shares (or in the event of the sub-division and/or redesignation of the A Preferred Shares or the Seed Shares, the Subscription Price originally paid for each A Preferred Share or Seed Share (as the case may be) from which the Shares arising on such sub-division and/or redesignation derive) plus any arrears or accruals of dividend (if any) on the relevant A Preferred Shares and the Seed Shares (as the case may be) due or declared but unpaid down to the date of the return of assets, provided that if there are insufficient Net Proceeds to pay such amounts to all holders of A Preferred Shares and the Seed Shares in full, the available Net Proceeds shall be distributed to the holders of A Preferred Shares and the Seed Shares pro rata to the amounts due to them; and (iii) third, in paying to the holders of the Deferred Shares (if any) a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and (iv) thereafter the balance of the Net Proceeds, if any, shall be distributed to each of the holders of the Ordinary Shares and the Growth Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3.2) pro rata to the number of Ordinary Shares and Growth Shares held by them respectively (as if such shares constituted one and the same class), PROVIDED THAT the holders of each Growth Share shall have no entitlement to any Net Proceeds other than to an aggregate amount equal to 0.1% of the Net Proceeds due in respect of each Ordinary Share prior to each such Ordinary Share (which was issued on the date of issue of the relevant Growth Share) having received an amount pursuant to this article equal to 99.9% of the Hurdle Amount of that Growth Share and thereafter, that Growth Share shall participate paripassu with the Ordinary Shares in distributions in excess of such Hurdle Amount such that the Net Proceeds shall be distributed to the Ordinary Shareholders and Growth Shareholders (if any) on a pro rata basis to the number of Ordinary Shares and Growth Shares held by them</p>

In accordance with  
Section 555 of the  
Companies Act 2006.

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Preferred	
Prescribed particulars	<p>held by them respectively (as if such shares constituted one and the same class), PROVIDED THAT the holders of each Growth Share shall have no entitlement to any Net Proceeds other than to an aggregate amount equal to 0.1% of the Net Proceeds due in respect of each Ordinary Share prior to each such Ordinary Share (which was issued on the date of issue of the relevant Growth Share) having received an amount pursuant to this article equal to 99.9% of the Hurdle Amount of that Growth Share and thereafter, that Growth Share shall participate pari passu with the Ordinary Shares in distributions in excess of such Hurdle Amount such that the Net Proceeds shall be distributed to the Ordinary Shareholders and Growth Shareholders (if any) on a pro rata basis to the number of Ordinary Shares and Growth Shares held by them (as if such shares constituted one and the same class of share); or</p> <p>(b) in the event that all of the Preferred Shares have been converted into Ordinary Shares pursuant to article 3.2:</p> <p>(i) first, in paying to the holders of the Deferred Shares (if any) a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>(ii) thereafter the balance of the Net Proceeds, if any, shall be distributed to each of the holders of the Ordinary Shares and the Growth Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3.2) pro rata to the number of Ordinary Shares and Growth Shares held by them respectively (as if such shares constituted one and the same class), PROVIDED THAT the holders of each Growth Share shall have no entitlement to any Net Proceeds other than to an aggregate amount equal to 0.1% of the Net Proceeds due in respect of each Ordinary Share prior to each such Ordinary Share (which was issued on the date of issue of the relevant Growth Share) having received an amount pursuant to this article equal to 99.9% of the Hurdle Amount of that Growth Share and thereafter, that Growth Share shall participate pari passu with the Ordinary Shares in distributions in excess of such Hurdle Amount such that the Net Proceeds shall be distributed to the Ordinary Shareholders and Growth Shareholders (if any) on a pro rata basis to the number of Ordinary Shares and Growth Shares held by them (as if such shares constituted one and the same class of share).</p>	

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Section 555 of the  
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## SH01 - continuation page

### Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Preferred	
Prescribed particulars	<p>not been converted into Ordinary Shares pursuant to article 3.2 (Conversion):</p> <p>(i) first, to the holders of the B Preferred Shares, in priority to all other Shareholders, an amount equal to the relevant Subscription Price for the B Preferred Shares (or in the event of the sub-division and/or redesignation of the B Preferred Shares, the Subscription Price originally paid for each B Preferred Share from which the Shares arising on such sub-division and/or redesignation derive) plus any arrears or accruals of dividend (if any) on the B Preferred Shares (as the case may be) due or declared but unpaid down to the date of the return of assets, provided that if there are insufficient Net Proceeds to pay such amounts to all holders of B Preferred Shares in full, the available Net Proceeds shall be distributed to the holders of B Preferred Shares pro rata to the amounts due to them;</p> <p>(ii) second, to the holders of the A Preferred Shares and the Seed Shares, an amount equal to the respective Subscription Price for the A Preferred Shares and the Seed Shares (or in the event of the sub-division and/or redesignation of the A Preferred Shares or the Seed Shares, the Subscription Price originally paid for each A Preferred Share or Seed Share (as the case may be) from which the Shares arising on such sub-division and/or redesignation derive) plus any arrears or accruals of dividend (if any) on the relevant A Preferred Shares and the Seed Shares (as the case may be) due or declared but unpaid down to the date of the return of assets, provided that if there are insufficient Net Proceeds to pay such amounts to all holders of A Preferred Shares and the Seed Shares in full, the available Net Proceeds shall be distributed to the holders of A Preferred Shares and the Seed Shares pro rata to the amounts due to them; and</p> <p>(iii) third, in paying to the holders of the Deferred Shares (if any) a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>(iv) thereafter the balance of the Net Proceeds, if any, shall be distributed to each of the holders of the Ordinary Shares and the Growth Shares (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of Preferred Shares under article 3.2) pro rata to the number of Ordinary Shares and Growth Shares</p>	