

**Return of Allotment of Shares**Company Name: **FARMSTAND LIMITED**Company Number: **09899173**Received for filing in Electronic Format on the: **22/08/2018**

X7CUXMMI

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
11/07/2018

Class of Shares:	SERIES A	Number allotted	889760
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	0.5327
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	SERIES	Number allotted	3798135
	A	Aggregate nominal value:	37981.35

Currency: **GBP**

Prescribed particulars

I) THE SERIES A SHARES SHALL CONFER ON EACH HOLDER OF SERIES A 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. II) EACH SERIES A SHARE AND EACH A ORDINARY SHARE SHALL ENTITLE THE SERIES A SHAREHOLDER AND THE A SHAREHOLDER (RESPECTIVELY) TO ONE (1) VOTE ON ANY RESOLUTION OF THE MEMBERS. III) THE COMPANY MAY, WITH INVESTOR MAJORITY CONSENT, UPON THE RECOMMENDATION OF THE DIRECTORS, DECLARE A FINAL DIVIDEND WHICH WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE SHARES (PARI PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES, BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. IV) ANY HOLDER OF SERIES A SHARES (OTHER THAN AN EIS INVESTOR) SHALL BE ENTITLED, BY NOTICE IN WRITING TO THE COMPANY, TO REQUIRE CONVERSION INTO ORDINARY SHARES OF ALL OF THE FULLY PAID SERIES A SHARES HELD BY THEM AT ANY TIME AND THOSE SERIES A SHARES SHALL CONVERT AUTOMATICALLY ON THE DATE OF SUCH NOTICE (THE "CONVERSION DATE"), PROVIDED THAT THE HOLDER MAY IN SUCH NOTICE, STATE THAT CONVERSION OF ITS SERIES A SHARES INTO A ORDINARY SHARES IS CONDITIONAL UPON THE OCCURRENCE OF ONE OR MORE EVENTS (THE "CONDITIONS"). V) SERIES A SHARES MAY ONLY BE VARIED OR ABROGATED (EITHER WHILST THE COMPANY IS A GOING CONCERN OR DURING OR IN CONTEMPLATION OF A LIQUIDATION) WITH INVESTOR MAJORITY CONSENT. VI) THE ORDER OF PRIORITY FOR THE DISTRIBUTION OF THE PROCEEDS OF SALE (FOR THE PURPOSES OF ARTICLE 7.1),OR THE SURPLUS ASSETS (FOR THE PURPOSES OF ARTICLE 7.2.1 OR ARTICLE 7.2.2) (IN EACH CASE, THE "LIQUIDATION PROCEEDS") IS AS FOLLOWS: (1) FIRST, IN PAYING A SUM EQUAL TO THE HIGHER OF: (A) £X PLUS £100 (WHERE X IS AN AMOUNT PER SERIES A SHARE EQUAL TO THE AGGREGATE PREFERENCE AMOUNT OF ALL THE SERIES A SHARES IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES HELD BY THEM AND AS TO THE BALANCE TO THE HOLDERS OF THE SERIES A SHARES SUCH

THAT EACH HOLDER OF SERIES A SHARES RECEIVES IN RESPECT OF EACH SERIES A SHARE HELD THE PREFERENCE AMOUNT OF THAT SERIES A SHARE (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SERIES A SHARE EQUAL TO THE PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE UNDER THIS ARTICLE 13.1.1(A)(I)); AND (B) £X PLUS £100 (WHERE X IS AN AMOUNT PER SERIES A SHARE EQUAL TO THE AGGREGATE AMOUNT PER SHARE TO WHICH THE SERIES A SHAREHOLDERS WOULD BE ENTITLED IF THE SERIES A SHARES WERE CONVERTED INTO ORDINARY SHARES IN ACCORDANCE WITH THESE ARTICLES AND LIQUIDATION PROCEEDS WERE DISTRIBUTED AMONG ALL HOLDERS OF SHARES PRO RATA TO THE NUMBER OF SHARES HELD) TO BE DISTRIBUTED AS TO 0.0001% TO HOLDERS OF ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES HELD BY THEM AND AS TO THE BALANCE TO THE HOLDERS OF THE SERIES A SHARE PRO RATA ACCORDING TO THE AMOUNTS PAID UP ON THE SERIES A SHARE (INCLUDING ANY PREMIUM); AND (2) THEREAFTER, THE BALANCE OF THE LIQUIDATION PROCEEDS (IF ANY) SHALL BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE SERIES A SHARES PRO-RATA ACCORDING TO THE NUMBER OF SERIES A SHARES HELD BY THEM AND AS TO THE BALANCE TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD.

Class of Shares:	ORDINARY	Number allotted	10000000
	B	Aggregate nominal value:	100000
Currency:	GBP		

Prescribed particulars

THE COMPANY MAY FROM TIME TO TIME ISSUE SHARES OF DIFFERENT CLASSES WITH DIFFERENT RIGHTS AND RESTRICTIONS ATTACHED TO THEM. AS OF THE DATE OF INCORPORATION THE COMPANY HAS THE FOLLOWING PREDEFINED SHARE CLASS: ORDINARY "B" SHARES OF £0.01 EACH RANKING PARI PASSU IN ALL RESPECTS, SAVE AS HEREINAFTER PROVIDED: CHANGE OF CONTROL NOTWITHSTANDING ANY OTHER PROVISION IN THESE ARTICLES, NO SALE OR OTHER DISPOSITION OF ANY SHARES SHALL HAVE ANY EFFECT IF IT WOULD RESULT IN A CHANGE OF CONTROL UNLESS BEFORE THE TRANSFER IS LODGED FOR REGISTRATION CONSENT IS OBTAINED FROM THE HOLDERS OF THE ORDINARY "B" SHARES VOTING EACH ORDINARY "B" SHARE SHALL ENTITLE THE HOLDER THEREOF TO FIFTEEN (15) VOTES ON ANY RESOLUTION

OF THE MEMBERS. DIVIDEND SUBJECT TO THE PROVISIONS OF THE COMPANIES ACT 2006, THE DIRECTORS MAY DECLARE AN INTERIM DIVIDEND AND THE COMPANY MAY BY ORDINARY RESOLUTION, UPON THE RECOMMENDATION OF THE DIRECTORS, DECLARE A FINAL DIVIDEND BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. EVERY MEETING OF THE DIRECTORS, A COMMITTEE OF DIRECTORS OR GENERAL MEETING OF THE COMPANY AT WHICH A DIVIDEND IS DECLARED SHALL, BY DIRECTORS' OR ORDINARY RESOLUTION (AS APPROPRIATE), DIRECT THAT SUCH DIVIDEND BE PAID EITHER IN RESPECT OF ONE OR MORE CLASS OF SHARES TO THE EXCLUSION OF THE OTHER CLASS(ES), OR IN RESPECT OF ALL CLASSES OF SHARES. WHERE A DIVIDEND IS DECLARED IN RESPECT OF ALL CLASSES OF SHARES THE COMPANY MAY, BY ORDINARY RESOLUTION, DIFFERENTIATE BETWEEN THE CLASSES AS TO THE AMOUNT OR PERCENTAGE OF DIVIDEND PAYABLE, BUT IN DEFAULT THE SHARES IN EACH SUCH CLASS SHALL BE DEEMED TO RANK PARI PASSU IN ALL RESPECTS AS IF THEY CONSTITUTED ONE CLASS OF SHARE.

Class of Shares:	ORDINARY	Number allotted	6058880
	A	Aggregate nominal value:	60588.8
Currency:	GBP		

Prescribed particulars

ORDINARY SHARES A OF £0.01 EACH; AND ORDINARY SHARES B OF £0.01 EACH, RANKING PARI PASSU IN ALL RESPECTS, SAVE AS HEREINAFTER PROVIDED. UNLESS OTHERWISE DIRECTED BY STEVEN NOVICK, HIS PERSONAL REPRESENTATIVES OR HIS NOMINEES, UPON THE TRANSFER OF ANY 'ORDINARY SHARES B' SUCH SHARES SHALL BE AUTOMATICALLY REDESIGNATED AS 'ORDINARY SHARES A'. EACH 'ORDINARY SHARE A' SHALL ENTITLE THE A SHAREHOLDERS TO ONE (1) VOTE ON ANY RESOLUTION OF THE MEMBERS. SUBJECT TO THE PROVISIONS OF THE ACT, THE DIRECTORS MAY DECLARE AN INTERIM DIVIDEND AND THE COMPANY MAY BY ORDINARY RESOLUTION, UPON THE RECOMMENDATION OF THE DIRECTORS, DECLARE A FINAL DIVIDEND BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. EVERY MEETING OF THE DIRECTORS, A COMMITTEE OF DIRECTORS OR GENERAL MEETING OF THE COMPANY AT WHICH A DIVIDEND IS DECLARED SHALL, BY THE DIRECTORS OR ORDINARY RESOLUTION (AS APPROPRIATE), DIRECT THAT SUCH DIVIDEND BE PAID EITHER IN RESPECT OF ONE OR MORE CLASS OF SHARES TO THE EXCLUSION OF THE OTHER CLASS(ES), OR IN RESPECT OF ALL CLASSES OF SHARES. WHERE A DIVIDEND IS DECLARED IN RESPECT OF ALL CLASSES OF SHARES THE COMPANY MAY, BY ORDINARY

RESOLUTION, DIFFERENTIATE BETWEEN CLASSES AS TO THE AMOUNT OR PERCENTAGE OF DIVIDEND PAYABLE, BUT IN DEFAULT THE SHARES IN EACH SUCH CLASS SHALL BE DEEMED TO RANK PARI PASSU IN ALL RESPECTS AS IF THEY CONSTITUTED ONE CLASS OF SHARE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	19857015
		Total aggregate nominal value:	198570.15
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

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