

**Return of Allotment of Shares**Company Name: **TRUELAYER LIMITED**Company Number: **10278251**Received for filing in Electronic Format on the: **23/06/2020**

X97S3MO8

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
22/06/2020

Class of Shares: ORDINARYCurrency: **USD**

Number allotted

6969

Nominal value of each share

0.000001

Amount paid:

0.01

Amount unpaid:

0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	6956
	ORDINARY	Aggregate nominal value:	0.006956
Currency:	USD		

Prescribed particulars

A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE A ORDINARY SHAREHOLDERS HAVE NO RIGHT TO RECEIVE ANY PREFERENTIAL DIVIDEND OR DISTRIBUTION OF AVAILABLE PROFITS ANY DISTRIBUTION MAY ONLY BE PAID OUT OF DISTRIBUTABLE ITEMS; C) THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS (WHETHER ON A LIQUIDATION, RETURN OF CAPITAL, ASSET SALE OR PROCEEDS OF SALE), THE DISTRIBUTABLE FUNDS SHALL BE APPLIED AS FOLLOWS: I) FIRST IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE C PREFERENCE SHARES TO THE HOLDERS OF THE C PREFERENCE SHARES PRO RATA TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE C PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE C PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM; II) SECOND IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE B PREFERENCE SHARES TO THE HOLDERS OF THE B PREFERENCE SHARES PRO RATA TO THE NUMBER OF B PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE B PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE B PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF B PREFERENCE SHARES HELD BY THEM; III) THIRD IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE A PREFERENCE SHARES TO THE HOLDERS OF THE A PREFERENCE SHARES PRO RATA TO THE NUMBER OF A PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE A PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE A PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF A PREFERENCE SHARES HELD BY THEM; IV) FOURTH IN PAYING A SUM EQUAL TO THE OF ALL THE SERIES SEED SHARES TO THE HOLDERS OF THE SERIES SEED SHARES PRO RATA TO THE NUMBER OF SERIES SEED SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE

SERIES SEED SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE SERIES SEED SHARES PRO RATA ACCORDING TO THE NUMBER OF SERIES SEED SHARES HELD BY THEM; V) ANY DISTRIBUTABLE FUNDS REMAINING AFTER THE ABOVE SHAREHOLDERS HAVE RECEIVED THEIR DISTRIBUTION WILL DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES AND A ORDINARY SHARES HELD; SAVE THAT, EACH SHAREHOLDER (EXCLUDING THE HOLDERS OF DEFERRED SHARES AND A ORDINARY SHARES) SHALL BE DEEMED TO HAVE CONVERTED SUCH HOLDER'S SHARES INTO ORDINARY SHARES IMMEDIATELY PRIOR TO THE EVENT GIVING RISE TO A DISTRIBUTION IF, AS A RESULT OF AN ACTUAL CONVERSION, SUCH HOLDER WOULD RECEIVE, IN THE AGGREGATE AN AMOUNT GREATER THAN THE AMOUNT THAT WOULD BE DISTRIBUTED TO SUCH SHAREHOLDER IF THEY DID NOT CONVERT THEIR SHARES TO ORDINARY SHARES. D) THE A ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	ORDINARY	Number allotted	1020156
Currency:	USD	Aggregate nominal value:	1.020156

Prescribed particulars

A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE RIGHT TO DIVIDENDS PAID IN PROPORTION TO THE AMOUNTS PAID OR CREDITED AS PAID ON THE ORDINARY SHARES IN ACCORDANCE WITH THE FOLLOWING: 1) FIRST IN PAYING AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE C PREFERENCE SUBSCRIPTION PRICE PER C PREFERENCE SHARE; 2) SECOND IN PAYING AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE B PREFERENCE SUBSCRIPTION PRICE PER B PREFERENCE SHARE; 3) ANY SURPLUS AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS, THE SERIES SEED SHAREHOLDERS, THE A PREFERENCE SHAREHOLDERS, THE B PREFERENCE SHAREHOLDERS AND THE C PREFERENCE SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM; C) THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS (WHETHER ON A LIQUIDATION, RETURN OF CAPITAL, ASSET SALE OR PROCEEDS OF SALE), THE DISTRIBUTABLE FUNDS SHALL BE APPLIED AS FOLLOWS: I) FIRST IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE C PREFERENCE SHARES TO THE HOLDERS OF THE C PREFERENCE SHARES PRO RATA TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE C PREFERENCE SHAREHOLDERS,

THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE C PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM; II) SECOND IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE B PREFERENCE SHARES TO THE HOLDERS OF THE B PREFERENCE SHARES PRO RATA TO THE NUMBER OF B PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE B PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE B PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF B PREFERENCE SHARES HELD BY THEM; III) THIRD IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE A PREFERENCE SHARES TO THE HOLDERS OF THE A PREFERENCE SHARES PRO RATA TO THE NUMBER OF A PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE A PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE A PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF A PREFERENCE SHARES HELD BY THEM; IV) FOURTH IN PAYING A SUM EQUAL TO THE OF ALL THE SERIES SEED SHARES TO THE HOLDERS OF THE SERIES SEED SHARES PRO RATA TO THE NUMBER OF SERIES SEED SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE SERIES SEED SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE SERIES SEED SHARES PRO RATA ACCORDING TO THE NUMBER OF SERIES SEED SHARES HELD BY THEM; V) ANY DISTRIBUTABLE FUNDS REMAINING AFTER THE ABOVE SHAREHOLDERS HAVE RECEIVED THEIR DISTRIBUTION WILL DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES AND A ORDINARY SHARES HELD; SAVE THAT, EACH SHAREHOLDER (EXCLUDING THE HOLDERS OF DEFERRED SHARES AND A ORDINARY SHARES) SHALL BE DEEMED TO HAVE CONVERTED SUCH HOLDER'S SHARES INTO ORDINARY SHARES IMMEDIATELY PRIOR TO THE EVENT GIVING RISE TO A DISTRIBUTION IF, AS A RESULT OF AN ACTUAL CONVERSION, SUCH HOLDER WOULD RECEIVE, IN THE AGGREGATE AN AMOUNT GREATER THAN THE AMOUNT THAT WOULD BE DISTRIBUTED TO SUCH SHAREHOLDER IF THEY DID NOT CONVERT THEIR SHARES TO ORDINARY SHARES. D) THE ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	A	Number allotted	364269
	PREFERENCE	Aggregate nominal value:	0.364269
Currency:	USD		

A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE RIGHT TO DIVIDENDS PAID IN PROPORTION TO THE AMOUNTS PAID OR CREDITED AS PAID ON THE A PREFERENCE SHARES IN ACCORDANCE WITH THE FOLLOWING: 1) FIRST IN PAYING AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE C PREFERENCE SUBSCRIPTION PRICE PER C PREFERENCE SHARE; 2) SECOND IN PAYING AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE B PREFERENCE SUBSCRIPTION PRICE PER B PREFERENCE SHARE; 3) ANY SURPLUS AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS, THE SERIES SEED SHAREHOLDERS, THE A PREFERENCE SHAREHOLDERS, THE B PREFERENCE SHAREHOLDERS AND THE C PREFERENCE SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM; C) THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS (WHETHER ON A LIQUIDATION, RETURN OF CAPITAL, ASSET SALE OR PROCEEDS OF SALE), THE DISTRIBUTABLE FUNDS SHALL BE APPLIED AS FOLLOWS: I) FIRST IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE C PREFERENCE SHARES TO THE HOLDERS OF THE C PREFERENCE SHARES PRO RATA TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE C PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE C PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM; II) SECOND IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE B PREFERENCE SHARES TO THE HOLDERS OF THE B PREFERENCE SHARES PRO RATA TO THE NUMBER OF B PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE B PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE B PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF B PREFERENCE SHARES HELD BY THEM; III) THIRD IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE A PREFERENCE SHARES TO THE HOLDERS OF THE A PREFERENCE SHARES PRO RATA TO THE NUMBER OF A PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE A PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE A PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF A PREFERENCE SHARES HELD BY THEM; IV) FOURTH IN PAYING A SUM EQUAL TO THE OF ALL THE SERIES SEED SHARES TO THE HOLDERS OF THE SERIES SEED SHARES PRO RATA TO THE NUMBER OF SERIES SEED SHARES HELD BY THEM AND

IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE SERIES SEED SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE SERIES SEED SHARES PRO RATA ACCORDING TO THE NUMBER OF SERIES SEED SHARES HELD BY THEM; V) ANY DISTRIBUTABLE FUNDS REMAINING AFTER THE ABOVE SHAREHOLDERS HAVE RECEIVED THEIR DISTRIBUTION WILL DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES AND A ORDINARY SHARES HELD; SAVE THAT, EACH SHAREHOLDER (EXCLUDING THE HOLDERS OF DEFERRED SHARES AND A ORDINARY SHARES) SHALL BE DEEMED TO HAVE CONVERTED SUCH HOLDER'S SHARES INTO ORDINARY SHARES IMMEDIATELY PRIOR TO THE EVENT GIVING RISE TO A DISTRIBUTION IF, AS A RESULT OF AN ACTUAL CONVERSION, SUCH HOLDER WOULD RECEIVE, IN THE AGGREGATE AN AMOUNT GREATER THAN THE AMOUNT THAT WOULD BE DISTRIBUTED TO SUCH SHAREHOLDER IF THEY DID NOT CONVERT THEIR SHARES TO ORDINARY SHARES. D) THE A PREFERENCE SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	531765
	PREFERENCE	Aggregate nominal value:	0.531765
Currency:	USD		

Prescribed particulars

A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE RIGHT TO DIVIDENDS PAID IN PROPORTION TO THE AMOUNTS PAID OR CREDITED AS PAID ON THE B PREFERENCE SHARES IN ACCORDANCE WITH THE FOLLOWING: 1) FIRST IN PAYING AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE C PREFERENCE SUBSCRIPTION PRICE PER C PREFERENCE SHARE; 2) SECOND IN PAYING AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE B PREFERENCE SUBSCRIPTION PRICE PER B PREFERENCE SHARE; 3) ANY SURPLUS AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS, THE SERIES SEED SHAREHOLDERS, THE A PREFERENCE SHAREHOLDERS, THE B PREFERENCE SHAREHOLDERS AND THE C PREFERENCE SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM; C) THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS (WHETHER ON A LIQUIDATION, RETURN OF CAPITAL, ASSET SALE OR PROCEEDS OF SALE), THE DISTRIBUTABLE FUNDS SHALL BE APPLIED AS FOLLOWS: I) FIRST IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE C PREFERENCE SHARES TO THE HOLDERS OF THE C PREFERENCE SHARES PRO RATA TO THE

NUMBER OF C PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE C PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE C PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM; II) SECOND IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE B PREFERENCE SHARES TO THE HOLDERS OF THE B PREFERENCE SHARES PRO RATA TO THE NUMBER OF B PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE B PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE B PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF B PREFERENCE SHARES HELD BY THEM; III) THIRD IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE A PREFERENCE SHARES TO THE HOLDERS OF THE A PREFERENCE SHARES PRO RATA TO THE NUMBER OF A PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE A PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE A PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF A PREFERENCE SHARES HELD BY THEM; IV) FOURTH IN PAYING A SUM EQUAL TO THE OF ALL THE SERIES SEED SHARES TO THE HOLDERS OF THE SERIES SEED SHARES PRO RATA TO THE NUMBER OF SERIES SEED SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE SERIES SEED SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE SERIES SEED SHARES PRO RATA ACCORDING TO THE NUMBER OF SERIES SEED SHARES HELD BY THEM; V) ANY DISTRIBUTABLE FUNDS REMAINING AFTER THE ABOVE SHAREHOLDERS HAVE RECEIVED THEIR DISTRIBUTION WILL DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES AND A ORDINARY SHARES HELD; SAVE THAT, EACH SHAREHOLDER (EXCLUDING THE HOLDERS OF DEFERRED SHARES AND A ORDINARY SHARES) SHALL BE DEEMED TO HAVE CONVERTED SUCH HOLDER'S SHARES INTO ORDINARY SHARES IMMEDIATELY PRIOR TO THE EVENT GIVING RISE TO A DISTRIBUTION IF, AS A RESULT OF AN ACTUAL CONVERSION, SUCH HOLDER WOULD RECEIVE, IN THE AGGREGATE AN AMOUNT GREATER THAN THE AMOUNT THAT WOULD BE DISTRIBUTED TO SUCH SHAREHOLDER IF THEY DID NOT CONVERT THEIR SHARES TO ORDINARY SHARES. D) THE B PREFERENCE SHARES ARE NOT REDEEMABLE.

Class of Shares:	C	Number allotted	881168
	PREFERENCE	Aggregate nominal value:	0.881168
Currency:	USD		

Prescribed particulars

A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE RIGHT TO DIVIDENDS PAID IN PROPORTION TO THE AMOUNTS PAID OR CREDITED AS PAID ON THE C PREFERENCE SHARES IN ACCORDANCE WITH THE FOLLOWING: 1) FIRST IN PAYING AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE C PREFERENCE SUBSCRIPTION PRICE PER C PREFERENCE SHARE; 2) SECOND IN PAYING AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE B PREFERENCE SUBSCRIPTION PRICE PER B PREFERENCE SHARE; 3) ANY SURPLUS AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS, THE SERIES SEED SHAREHOLDERS, THE A PREFERENCE SHAREHOLDERS, THE B PREFERENCE SHAREHOLDERS AND THE C PREFERENCE SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM; C) THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS (WHETHER ON A LIQUIDATION, RETURN OF CAPITAL, ASSET SALE OR PROCEEDS OF SALE), THE DISTRIBUTABLE FUNDS SHALL BE APPLIED AS FOLLOWS: I) FIRST IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE C PREFERENCE SHARES TO THE HOLDERS OF THE C PREFERENCE SHARES PRO RATA TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE C PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE C PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM; II) SECOND IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE B PREFERENCE SHARES TO THE HOLDERS OF THE B PREFERENCE SHARES PRO RATA TO THE NUMBER OF B PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE B PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE B PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF B PREFERENCE SHARES HELD BY THEM; III) THIRD IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE A PREFERENCE SHARES TO THE HOLDERS OF THE A PREFERENCE SHARES PRO RATA TO THE NUMBER OF A PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE A PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE A PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER

OF A PREFERENCE SHARES HELD BY THEM; IV) FOURTH IN PAYING A SUM EQUAL TO THE OF ALL THE SERIES SEED SHARES TO THE HOLDERS OF THE SERIES SEED SHARES PRO RATA TO THE NUMBER OF SERIES SEED SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE SERIES SEED SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE SERIES SEED SHARES PRO RATA ACCORDING TO THE NUMBER OF SERIES SEED SHARES HELD BY THEM; V) ANY DISTRIBUTABLE FUNDS REMAINING AFTER THE ABOVE SHAREHOLDERS HAVE RECEIVED THEIR DISTRIBUTION WILL DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES AND A ORDINARY SHARES HELD; SAVE THAT, EACH SHAREHOLDER (EXCLUDING THE HOLDERS OF DEFERRED SHARES AND A ORDINARY SHARES) SHALL BE DEEMED TO HAVE CONVERTED SUCH HOLDER'S SHARES INTO ORDINARY SHARES IMMEDIATELY PRIOR TO THE EVENT GIVING RISE TO A DISTRIBUTION IF, AS A RESULT OF AN ACTUAL CONVERSION, SUCH HOLDER WOULD RECEIVE, IN THE AGGREGATE AN AMOUNT GREATER THAN THE AMOUNT THAT WOULD BE DISTRIBUTED TO SUCH SHAREHOLDER IF THEY DID NOT CONVERT THEIR SHARES TO ORDINARY SHARES. D) THE C PREFERENCE SHARES ARE NOT REDEEMABLE.

Class of Shares:	SEED	Number allotted	296135
	PREFERENCE	Aggregate nominal value:	0.296135
Currency:	USD		

Prescribed particulars

A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE RIGHT TO DIVIDENDS PAID IN PROPORTION TO THE AMOUNTS PAID OR CREDITED AS PAID ON THE SERIES SEED SHARES IN ACCORDANCE WITH THE FOLLOWING: 1) FIRST IN PAYING AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE C PREFERENCE SUBSCRIPTION PRICE PER C PREFERENCE SHARE; 2) SECOND IN PAYING AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE B PREFERENCE SUBSCRIPTION PRICE PER B PREFERENCE SHARE; 3) ANY SURPLUS AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS, THE SERIES SEED SHAREHOLDERS, THE A PREFERENCE SHAREHOLDERS, THE B PREFERENCE SHAREHOLDERS AND THE C PREFERENCE SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM; C) THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS (WHETHER ON A LIQUIDATION, RETURN OF CAPITAL, ASSET SALE OR PROCEEDS OF

SALE), THE DISTRIBUTABLE FUNDS SHALL BE APPLIED AS FOLLOWS: I) FIRST IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE C PREFERENCE SHARES TO THE HOLDERS OF THE C PREFERENCE SHARES PRO RATA TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE C PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE C PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM; II) SECOND IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE B PREFERENCE SHARES TO THE HOLDERS OF THE B PREFERENCE SHARES PRO RATA TO THE NUMBER OF B PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE B PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE B PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF B PREFERENCE SHARES HELD BY THEM; III) THIRD IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE A PREFERENCE SHARES TO THE HOLDERS OF THE A PREFERENCE SHARES PRO RATA TO THE NUMBER OF A PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE A PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE A PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF A PREFERENCE SHARES HELD BY THEM; IV) FOURTH IN PAYING A SUM EQUAL TO THE OF ALL THE SERIES SEED SHARES TO THE HOLDERS OF THE SERIES SEED SHARES PRO RATA TO THE NUMBER OF SERIES SEED SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE SERIES SEED SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE SERIES SEED SHARES PRO RATA ACCORDING TO THE NUMBER OF SERIES SEED SHARES HELD BY THEM; V) ANY DISTRIBUTABLE FUNDS REMAINING AFTER THE ABOVE SHAREHOLDERS HAVE RECEIVED THEIR DISTRIBUTION WILL DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES AND A ORDINARY SHARES HELD; SAVE THAT, EACH SHAREHOLDER (EXCLUDING THE HOLDERS OF DEFERRED SHARES AND A ORDINARY SHARES) SHALL BE DEEMED TO HAVE CONVERTED SUCH HOLDER'S SHARES INTO ORDINARY SHARES IMMEDIATELY PRIOR TO THE EVENT GIVING RISE TO A DISTRIBUTION IF, AS A RESULT OF AN ACTUAL CONVERSION, SUCH HOLDER WOULD RECEIVE, IN THE AGGREGATE AN AMOUNT GREATER THAN THE AMOUNT THAT WOULD BE DISTRIBUTED TO SUCH SHAREHOLDER IF THEY DID NOT CONVERT THEIR SHARES TO ORDINARY SHARES. D) THE SERIES SEED SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	USD	Total number of shares:	3100449
		Total aggregate nominal value:	3.100449
		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.



Companies House

COMPANY NAME: TRUELAYER LIMITED

COMPANY NUMBER: 10278251

A second filed SH01 was registered on 27/07/2020