

**Return of Allotment of Shares**Company Name: **ANGEE TECHNOLOGIES LIMITED**Company Number: **10594439**Received for filing in Electronic Format on the: **23/03/2018**

X72D0T57

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
23/11/2017

Class of Shares:	PREFERRED	Number allotted	83432
	ORDINARY	Nominal value of each share	0.01
Currency:	GBP	Amount paid:	1920741.7
		Amount unpaid:	0

Non-cash consideration

**IN CONSIDERATION OF THE CONVERSION OF THE COMPANY'S LOAN NOTES 2017, 53,561
PREFERRED ORDINARY SHARES ARE ALLOTTED TO THE HOLDERS OF SUCH LOAN
NOTES AT A PRICE PER SHARE OF APPROXIMATELY £18.89**

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	100000
	ORDINARY	Aggregate nominal value:	1000
Currency:	GBP		

Prescribed particulars

EACH SHAREHOLDER SHALL BE ENTITLED TO VOTE AT GENERAL MEETINGS OF THE COMPANY SUBJECT TO THE RIGHTS OF THE PREFERRED ORDINARY SHARES, EACH A ORDINARY SHARE IS ENTITLED PARI PASSU TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION ALTHOUGH ANY SUCH DISTRIBUTION SHALL BE AT THE COMPANY'S DISCRETION AS TO WHICH CLASS OR SUB CLASS OF SHARES (IF ANY) SHALL RECEIVE DIVIDENDS WITHOUT OBLIGATION TO THE HOLDERS OF SHARES IN ANY OTHER CLASS SAVE AS EXPRESSLY MENTIONED HEREIN AND IN THE COMPANY'S ARTICLES OF ASSOCIATION, THE A ORDINARY SHARES SHALL IN ALL RESPECTS BE PARI PASSU WITH ALL OTHER CLASSES OF SHARE. THE HOLDERS OF A MAJORITY OF THE A ORDINARY SHARES MAY FROM TIME TO TIME APPOINT ANY TWO INDIVIDUALS TO BE DIRECTORS EACH WITH THE TITLE OF A SHAREHOLDER DIRECTOR (WHICH EXPRESSION SHALL, WHERE THE CONTEXT SO PERMITS, INCLUDE A DULY APPOINTED ALTERNATE OF SUCH A DIRECTOR) AND FROM TIME TO TIME REMOVE ANY A SHAREHOLDER DIRECTOR APPOINTED BY THE SAID MAJORITY, FROM OFFICE. THE CHAIRMAN OF THE COMPANY SHALL BE AN A SHAREHOLDER DIRECTOR, WHO SHALL HAVE A CASTING VOTE. IN ANY CASE WHERE, AS A RESULT OF DEATH OR BANKRUPTCY, THE COMPANY HAS NO HOLDER OF A MAJORITY OF THE A ORDINARY SHARES WITH THE CAPACITY TO ACT AND NO DIRECTORS, THE SHAREHOLDER(S) HOLDING A ORDINARY SHARES WITH CAPACITY SHALL HAVE THE RIGHT NOTWITHSTANDING ARTICLE 27(3) OF THE MODEL ARTICLES, BY NOTICE IN WRITING, TO APPOINT A NATURAL PERSON, WHO IS WILLING TO ACT AND IS PERMITTED TO DO SO, TO BE AN A SHAREHOLDER DIRECTOR. NO A SHAREHOLDER DIRECTOR SHALL BE REMOVED WITHOUT THE PRIOR CONSENT OF THE HOLDERS OF A MAJORITY OF THE A ORDINARY SHARES. ANY APPOINTMENT OR REMOVAL OF AN A SHAREHOLDER DIRECTOR SHALL BE IN WRITING SERVED ON THE COMPANY AND SIGNED BY OR ON BEHALF OF THE HOLDERS OF A MAJORITY OF THE HOLDERS OF THE A ORDINARY SHARES AND (WHERE THE HOLDERS OF A MAJORITY OF THE A ORDINARY SHARES IS OR INCLUDES A CORPORATION) BY ANY ONE OF ITS DIRECTORS OR SOME OTHER PERSON DULY AUTHORISED FOR THE PURPOSE. UPON ANY RESOLUTION OF THE MEMBERS OF THE COMPANY (OTHER THAN CLASS RESOLUTIONS) TO APPROVE ANY OF

THE MATTERS SET OUT BELOW THE HOLDERS OF A MAJORITY OF THE SHARES OF ANY CLASS VOTING AGAINST ANY SUCH RESOLUTION (WHETHER ON A SHOW OF HANDS, A POLL OR ON A WRITTEN RESOLUTION) SHALL BE ENTITLED TO CAST SUCH NUMBER OF VOTES AS SHALL BE NECESSARY TO DEFEAT SUCH RESOLUTION. FOR THE PURPOSES OF WRITTEN RESOLUTIONS OF THE MEMBERS, THE FAILURE OF A MAJORITY OF THE HOLDERS OF SHARES OF ANY SUCH CLASS TO VOTE IN FAVOUR OF THE RESOLUTION SHALL BE DEEMED TO BE A VOTE AGAINST IT. THE MATTERS SUBJECT TO THESE RIGHTS OF VETO ARE AS FOLLOWS: 1. ANY AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY CHANGING THE RIGHTS OF ANY CLASS OF SHARES; AND 2. ANY APPROVAL OF ANY TRANSACTION INVOLVING ONE OR MORE OF THE DIRECTORS OF THE COMPANY.

Class of Shares:	PREFERRED	Number allotted	83432
	ORDINARY	Aggregate nominal value:	834.32
Currency:	GBP		

Prescribed particulars

EACH SHAREHOLDER (OTHER THAN A HOLDER OF C ORDINARY SHARES) SHALL BE ENTITLED TO VOTE AT GENERAL MEETINGS OF THE COMPANY EACH SHARE IS ENTITLED PARI PASSU TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION ALTHOUGH ANY SUCH DISTRIBUTION SHALL BE AT THE COMPANY'S DISCRETION AS TO WHICH CLASS OR SUB CLASS OF SHARES (IF ANY) SHALL RECEIVE DIVIDENDS WITHOUT OBLIGATION TO THE HOLDERS OF SHARES IN ANY OTHER CLASS THE PREFERRED ORDINARY SHARES SHOULD RANK UPON ANY SALE OF THE COMPANY OR UPON ANY LISTING WHICH WOULD OTHERWISE VALUE THE PREFERRED ORDINARY SHARES AT LESS THAN THE AGGREGATE VALUE PAID FOR THEM (INCLUDING ANY PREMIUM) AS ENTITLED TO RECEIVE AN AMOUNT OF THE SALE PRICE (OR LISTING PRICE) EQUAL TO THE AGGREGATE VALUE ORIGINALLY PAID FOR THE SAID PREFERRED ORDINARY SHARES. IF ON A WINDING UP OF THE COMPANY THE TOTAL SUM AVAILABLE FOR DISTRIBUTION TO THE MEMBERS SHALL BE LESS THAN THE AGGREGATE VALUE ORIGINALLY PAID FOR THE PREFERRED ORDINARY SHARES (INCLUDING ANY PREMIUM) THEN THE PREFERRED ORDINARY SHARES SHALL BE ENTITLED TO THE SUM TO BE RETURNED TO THE MEMBERS PARI PASSU IN PROPORTION TO THEIR HOLDINGS OF PREFERRED ORDINARY SHARES. IF THE AMOUNT AVAILABLE FOR DISTRIBUTION IN THOSE CIRCUMSTANCES SHALL BE EQUAL TO OR EXCEED THE AGGREGATE VALUE ORIGINALLY PAID FOR THE PREFERRED ORDINARY SHARES (INCLUDING ANY PREMIUM) THEN THE PREFERRED ORDINARY SHARES SHALL BE ENTITLED TO BE PAID THE SAID AGGREGATE AMOUNT

AND THE REMAINING CLASSES OF SHARES SHALL BE ENTITLED TO THE BALANCE OF THE TOTAL AMOUNT RECEIVED OR RECEIVABLE BY THE SHAREHOLDERS OF THE COMPANY. SAVE AS EXPRESSLY MENTIONED HEREIN AND IN THE COMPANY'S ARTICLES OF ASSOCIATION, THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES AND THE PREFERRED ORDINARY SHARES SHALL IN ALL RESPECTS BE PARI PASSU ANY HOLDER OF A MAJORITY OF THE PREFERRED ORDINARY SHARES MAY FROM TIME TO TIME APPOINT ANY ONE INDIVIDUAL TO BE A DIRECTOR OF THE COMPANY WITH THE TITLE OF PREFERRED SHAREHOLDER DIRECTOR (WHICH EXPRESSION SHALL, WHERE THE CONTEXT SO PERMITS, INCLUDE A DULY APPOINTED ALTERNATE OF SUCH A DIRECTOR) AND FROM TIME TO TIME REMOVE ANY PREFERRED SHAREHOLDER DIRECTOR FROM OFFICE IN THE EVENT THAT ANY HOLDERS A ORDINARY SHARES GIVE NOTICE TO THE BOARD THAT THEY WISH TO SELL ANY OF THEIR A ORDINARY SHARES IN THE COMPANY, SUCH A ORDINARY SHARES SHALL BE ALLOCATED FIRSTLY TO THE HOLDERS OF PREFERRED ORDINARY SHARES WHO EXPRESS THEIR DESIRE TO THE BOARD THAT THEY WISH TO BECOME THE HOLDERS OF SUCH A ORDINARY SHARES, IF ANY. IN THE CASE OF COMPETITION BETWEEN THE HOLDERS OF PREFERRED ORDINARY SHARES WHO WISH TO BECOME HOLDERS OF SUCH A ORDINARY SHARES AS MAY BE FOR SALE, THE A ORDINARY SHARES SHALL BE ALLOCATED IN PROPORTION (AS NEARLY AS POSSIBLE WITHOUT INVOLVING FRACTIONS) ACCORDING TO THE NUMBER OF SHARES OF THAT CLASS OF WHICH THE HOLDERS OF PREFERRED ORDINARY SHARES ARE REGISTERED OR ENTITLED TO BE REGISTERED AS HOLDERS.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	183432
		Total aggregate nominal value:	1834.32
		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.