

**Return of Allotment of Shares**Company Name: **SPYBIOTECH LIMITED**Company Number: **10649320**Received for filing in Electronic Format on the: **16/05/2022**

XB44BVEB

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	14/03/2022	

Class of Shares:	ORDINARY	Number allotted	39444
Currency:	GBP	Nominal value of each share	0.001
		Amount paid:	0.001
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	4000000
	ORDINARY	Aggregate nominal value:	400

Currency: **GBP**

Prescribed particulars

THE A ORDINARY SHARES HAVE VOTING RIGHTS LIMITED TO 49.9 PER CENT OF THE VOTING RIGHTS. THE A ORDINARY SHARES HAVE FULL DIVIDEND RIGHTS IRRESPECTIVE OF NOMINAL VALUE AND DIVIDENDS AND DISTRIBUTIONS SHALL BE MADE AMONG THE HOLDERS OF THE SERIES A SHARES, THE ORDINARY SHARES AND THE A ORDINARY SHARES AS IF THEY WERE ONE CLASS OF SHARE. ON AN ASSET SALE, A SHARE SALE OR A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF (I) ITS LIABILITIES, AND (II) PAYMENT OF ALL DECLARED BUT UNPAID DIVIDENDS, SHALL BE APPLIED (TO THE EXTENT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, IN PAYING A SUM EQUAL TO THE AGGREGATE ISSUE PRICE ON ALL SERIES A SHARES AS TO 0.001% TO THE HOLDERS OF THE ORDINARY SHARES AND THE A ORDINARY SHARES IN PROPORTION TO THE NUMBER HELD BY THEM RESPECTIVELY; AND 99.999% TO THE HOLDERS OF THE SERIES A SHARES, PRO RATA TO THE AGGREGATE ISSUE PRICE OF THE SERIES A SHARES HELD BY THEM, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY A SUM EQUAL TO THE AGGREGATE ISSUE PRICE ON ALL SERIES A SHARES, ALL REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SERIES A SHARES, THE ORDINARY SHARES AND THE A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE ENTITLEMENTS IN THE ABOVE PROPORTIONS AND SECOND, IN PAYING THE BALANCE OF THE SURPLUS ASSETS (IF ANY) TO THE HOLDERS OF THE ORDINARY SHARES AND A ORDINARY SHARES, PRO RATA TO THE NUMBER OF ORDINARY SHARES AND A ORDINARY SHARES HELD BY THEM (AS IF THEY CONSTITUTED A SINGLE SHARE CLASS).

Class of Shares:	ORDINARY	Number allotted	5039444
Currency:	GBP	Aggregate nominal value:	5039.444

Prescribed particulars

THE ORDINARY SHARES HAVE VOTING RIGHTS LIMITED TO 49.9 PER CENT OF THE VOTING RIGHTS. THE ORDINARY SHARES HAVE FULL DIVIDEND RIGHTS IRRESPECTIVE OF NOMINAL VALUE AND DIVIDENDS AND DISTRIBUTIONS SHALL BE MADE AMONG THE HOLDERS OF THE SERIES A SHARES, THE ORDINARY SHARES AND THE A ORDINARY SHARES AS IF THEY WERE ONE CLASS OF SHARE. ON AN ASSET SALE, A SHARE SALE OR A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF (I) ITS LIABILITIES, AND (II) PAYMENT OF ALL DECLARED BUT UNPAID DIVIDENDS, SHALL BE APPLIED (TO THE EXTENT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, IN PAYING A SUM EQUAL TO THE AGGREGATE ISSUE PRICE ON ALL SERIES A SHARES AS TO 0.001% TO THE HOLDERS OF THE ORDINARY SHARES AND THE A ORDINARY SHARES IN PROPORTION TO THE NUMBER HELD BY THEM RESPECTIVELY; AND 99.999% TO THE HOLDERS OF THE SERIES A SHARES, PRO RATA TO THE AGGREGATE ISSUE PRICE OF THE SERIES A SHARES HELD BY THEM, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY A SUM EQUAL TO THE AGGREGATE ISSUE PRICE ON ALL SERIES A SHARES, ALL REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SERIES A SHARES, THE ORDINARY SHARES AND THE A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE ENTITLEMENTS IN THE ABOVE PROPORTIONS AND SECOND, IN PAYING THE BALANCE OF THE SURPLUS ASSETS (IF ANY) TO THE HOLDERS OF THE ORDINARY SHARES AND A ORDINARY SHARES, PRO RATA TO THE NUMBER OF ORDINARY SHARES AND A ORDINARY SHARES HELD BY THEM (AS IF THEY CONSTITUTED A SINGLE SHARE CLASS).

Class of Shares:	SERIES	Number allotted	7900387
	A1	Aggregate nominal value:	790.0387
Currency:	GBP		
Prescribed particulars			

THE SERIES A1 SHARES HAVE VOTING RIGHTS LIMITED TO 49.9 PER CENT OF THE VOTING RIGHTS. THE SERIES A1 SHARES HAVE FULL DIVIDEND RIGHTS IRRESPECTIVE OF NOMINAL VALUE AND DIVIDENDS AND DISTRIBUTIONS SHALL BE MADE AMONG THE HOLDERS OF THE SERIES A SHARES, THE ORDINARY SHARES AND THE A ORDINARY SHARES AS IF THEY WERE ONE CLASS OF SHARE. ON AN ASSET SALE, A SHARE SALE OR A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF (I) ITS LIABILITIES, AND (II) PAYMENT OF ALL DECLARED BUT UNPAID DIVIDENDS, SHALL BE APPLIED (TO THE EXTENT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, IN PAYING A SUM EQUAL TO THE AGGREGATE ISSUE PRICE ON ALL SERIES A SHARES AS TO 0.001% TO THE HOLDERS OF THE ORDINARY SHARES AND THE A ORDINARY SHARES IN PROPORTION TO THE NUMBER HELD BY THEM RESPECTIVELY; AND 99.999% TO THE HOLDERS OF THE SERIES A SHARES, PRO RATA TO THE AGGREGATE ISSUE PRICE OF THE SERIES A SHARES HELD BY THEM, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY A SUM EQUAL TO THE AGGREGATE ISSUE PRICE ON ALL SERIES A SHARES, ALL REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SERIES A SHARES, THE ORDINARY SHARES AND THE A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE ENTITLEMENTS IN THE ABOVE PROPORTIONS AND SECOND, IN PAYING THE BALANCE OF THE SURPLUS ASSETS (IF ANY) TO THE HOLDERS OF THE ORDINARY SHARES AND A ORDINARY SHARES, PRO RATA TO THE NUMBER OF ORDINARY SHARES AND A ORDINARY SHARES HELD BY THEM (AS IF THEY CONSTITUTED A SINGLE SHARE CLASS). ON AN IPO, THE COMPANY SHALL ISSUE TO EACH HOLDER OF SERIES A SHARES SUCH NUMBER (IF ANY) OF ORDINARY SHARES SUCH THAT THE PROPORTION WHICH THE SHARES HELD BY THAT SHAREHOLDER BEARS TO THE ISSUE SHARES FOLLOWING THE COMPLETION OF ALL SUCH ISSUES AND THE CONVERSION OF ALL SERIES A SHARES SHALL BE EQUAL TO THE PROPORTION THAT THE PROCEEDS THAT SHAREHOLDER WOULD HAVE BEEN ENTITLED TO RECEIVE ON A SHARE SALE ON THAT DATE WOULD BEAR TO THE VALUATION OF THE COMPANY AT THAT DATE AND THE ADDITIONAL ORDINARY SHARES SHALL BE PAID UP BY THE AUTOMATIC CAPITALISATION OF ANY AMOUNT STANDING TO THE CREDIT OF THE SHARE PREMIUM ACCOUNT OR ANY OTHER AVAILABLE RESERVE OF THE COMPANY AS DETERMINED BY THE DIRECTORS AND THOSE ADDITIONAL ORDINARY SHARES SHALL BE ISSUED AT PAR FULLY PAID. IF THE COMPANY IS NOT LEGALLY PERMITTED TO CARRY OUT THE CAPITALISATION, THE SERIES A SHAREHOLDERS SHALL BE ENTITLED TO SUBSCRIBE IN CASH AT PAR FOR THAT NUMBER OF ADDITIONAL ORDINARY SHARES AS WOULD OTHERWISE HAVE BEEN ISSUED.

Class of Shares:	SERIES	Number allotted	833333
	A2	Aggregate nominal value:	83.3333
Currency:	GBP		
Prescribed particulars			

THE SERIES A2 SHARES HAVE VOTING RIGHTS LIMITED TO 49.9 PER CENT OF THE VOTING RIGHTS. THE SERIES A2 SHARES HAVE FULL DIVIDEND RIGHTS IRRESPECTIVE OF NOMINAL VALUE AND DIVIDENDS AND DISTRIBUTIONS SHALL BE MADE AMONG THE HOLDERS OF THE SERIES A SHARES, THE ORDINARY SHARES AND THE A ORDINARY SHARES AS IF THEY WERE ONE CLASS OF SHARE. ON AN ASSET SALE, A SHARE SALE OR A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF (I) ITS LIABILITIES, AND (II) PAYMENT OF ALL DECLARED BUT UNPAID DIVIDENDS, SHALL BE APPLIED (TO THE EXTENT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, IN PAYING A SUM EQUAL TO THE AGGREGATE ISSUE PRICE ON ALL SERIES A SHARES AS TO 0.001% TO THE HOLDERS OF THE ORDINARY SHARES AND THE A ORDINARY SHARES IN PROPORTION TO THE NUMBER HELD BY THEM RESPECTIVELY; AND 99.999% TO THE HOLDERS OF THE SERIES A SHARES, PRO RATA TO THE AGGREGATE ISSUE PRICE OF THE SERIES A SHARES HELD BY THEM, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY A SUM EQUAL TO THE AGGREGATE ISSUE PRICE ON ALL SERIES A SHARES, ALL REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SERIES A SHARES, THE ORDINARY SHARES AND THE A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE ENTITLEMENTS IN THE ABOVE PROPORTIONS AND SECOND, IN PAYING THE BALANCE OF THE SURPLUS ASSETS (IF ANY) TO THE HOLDERS OF THE ORDINARY SHARES AND A ORDINARY SHARES, PRO RATA TO THE NUMBER OF ORDINARY SHARES AND A ORDINARY SHARES HELD BY THEM (AS IF THEY CONSTITUTED A SINGLE SHARE CLASS). ON AN IPO, THE COMPANY SHALL ISSUE TO EACH HOLDER OF SERIES A SHARES SUCH NUMBER (IF ANY) OF ORDINARY SHARES SUCH THAT THE PROPORTION WHICH THE SHARES HELD BY THAT SHAREHOLDER BEARS TO THE ISSUE SHARES FOLLOWING THE COMPLETION OF ALL SUCH ISSUES AND THE CONVERSION OF ALL SERIES A SHARES SHALL BE EQUAL TO THE PROPORTION THAT THE PROCEEDS THAT SHAREHOLDER WOULD HAVE BEEN ENTITLED TO RECEIVE ON A SHARE SALE ON THAT DATE WOULD BEAR TO THE VALUATION OF THE COMPANY AT THAT DATE AND THE ADDITIONAL ORDINARY SHARES SHALL BE PAID UP BY THE AUTOMATIC CAPITALISATION OF ANY AMOUNT STANDING TO THE CREDIT OF THE SHARE PREMIUM ACCOUNT OR ANY OTHER AVAILABLE RESERVE OF THE COMPANY AS DETERMINED BY THE DIRECTORS AND THOSE ADDITIONAL ORDINARY SHARES SHALL BE ISSUED AT PAR FULLY PAID. IF THE COMPANY IS NOT LEGALLY PERMITTED TO CARRY OUT THE CAPITALISATION, THE SERIES A SHAREHOLDERS SHALL BE ENTITLED TO SUBSCRIBE IN CASH AT PAR FOR THAT NUMBER OF ADDITIONAL ORDINARY SHARES AS WOULD OTHERWISE HAVE BEEN ISSUED.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	17773164
		Total aggregate nominal value:	6312.816
		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.