

In accordance with
Section 637 of the
Companies Act 2006.

SH10

Notice of particulars of variation of rights attached to shares



Companies House

☒ **What this form is for**
You may use this form to give notice
of particulars of variation of rights
attached to shares.

☒ **What this form is NOT for**
You cannot use this form to give
notice of particulars of variation
of class rights of members of a
company without share capital. To
do this, please use form SH12.

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

1 Company details

Company number 1 0 9 0 2 8 8 4

Company name in full ZOE LIMITED

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Date of variation of rights

Date of variation
of rights 0 4 0 3 2 0 2 4

3 Details of variation of rights

Please give details of the variation of rights attached to shares.

Variation

Pursuant to article 15.14 of the articles of association of the
Company as adopted on 31 July 2023 (the "Articles"), on the date
hereof, 3,235,172 founder shares of £0.0000001 each in the capital
of the Company have been re-designated as 3,235,172 ordinary
shares of £0.0000001 in the capital of the Company with the rights
set out in the Continuation Sheet.

Continuation pages

Please use a continuation page if
you need to enter more details.

4 Signature

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

Jonathan Wolf

576BD21460024D6...

X

① 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.

② Person authorised

Under either Section 270 or 274 of
the Companies Act 2006.

This form may be signed by:

Director ①, Secretary, Person authorised ②, Administrator, Administrative receiver,
Receiver, Receiver manager, Charity commission receiver and manager, CIC
manager.

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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 **Nethya Sea**

Company name **CMS Cameron McKenna Nabarro**

Olswang LLP

Address **Cannon Place**

78 Cannon Street

Post town **London**

County/Region

Postcode **E C 4 N 6 A F**

Country

DX

Telephone **020 7067 3341**

**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 have entered the date of variation of rights in section 2.
- ☐ You have provided details of the variation of rights in section 3.
- ☐ You have signed the form.

**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.

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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Details of variation of rights

	Please give details of the variation of rights attached to shares.	
Variation	<p>1. Ordinary Shares</p> <p>Voting: right to receive notice of and to attend, speak and vote at all general meetings and to receive and vote on proposed written resolutions.</p> <p>Dividends: Distributed among the holders of the Equity Shares (which means Shares other than Deferred Shares and Growth Shares) <i>pari passu</i> as if the shares constituted one class of share <i>pro rata</i> to their respective holdings of Equity Shares.</p> <p>Winding-up (please refer to the Articles of Association for a detailed description of the liquidation preferences): First, in paying the holders of: (i) the Deferred Shares; and (ii) the Unvested Growth Shares, Second in paying a sum equal to the higher of: (i) X plus £100 (where X is an amount equal to the aggregate Issue Price plus Arrears of all the B2 Shares and B Shares (as if they constituted one class of Shares) in issue at the relevant time) to be distributed as to 0.00005% to the holders of the A Shares, 0.00005% to the holders of the Seed Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares <i>pro-rata</i> according to the number of A Shares, Seed Shares, Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) such that each B2 Shareholder and B Shareholder (as applicable) receives in respect of each B2 Share or B Share (as applicable) held the Issue Price plus Arrears of that B2 Share and B Share (as applicable) (provided that if there are insufficient surplus assets to pay the amounts per B Share or B2 Share (as applicable) equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the B2 Shareholders, B Shareholders, A Shareholders, Seed Shareholders, Founder Shareholders and Ordinary Shareholders <i>pro rata</i> to the amounts which such holders would otherwise have been entitled to receive under the Articles; and (ii) X plus £100 (where X is an amount equal to the aggregate amount to which the B2 Shareholders and B Shareholders would be entitled if the Surplus Assets were distributed among all Equity Shareholders <i>pro rata</i> to the number of Equity Shares held) to be distributed as to 0.00005% to the holders of the A Shares, 0.00005% to the holders of the Seed Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares <i>pro-rata</i> according to the number of A Shares, Seed Shares, Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) <i>pro rata</i> according to the amounts paid up on the B2 Shares and B Shares (including any premium); Third in paying a sum equal to the higher of: (i) X plus £100 (where X is an amount equal to the aggregate Issue Price plus Arrears of all the A Shares and Seed Shares (as if they constituted one class of Shares) in issue at the relevant time) to be distributed as to 0.00005% to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the</p>	

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Details of variation of rights

	Please give details of the variation of rights attached to shares.	
Variation	<p>held by them; and (ii) X plus £100 (where X is an amount equal to the aggregate amount to which the A Shareholders and Seed Shareholders would be entitled if the Surplus Assets were distributed among all Equity Shareholders pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of B2 Shares, B Shares, Ordinary Shares and Founder Shares (as applicable) held by them</p> <p>(d) fourth (to the extent there are Surplus Assets remaining for distribution after the application of Articles 6.1(a), (b) and (c)), in paying to the holders of the Founder Shares, the Ordinary Shares and the Vested Growth Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares, Ordinary Shares and Vested Growth Shares held by them.</p> <p>Redemption: Non-redeemable.</p> <p>2. Founder Share rights, as set out in the Articles</p> <p>Voting: Right to receive notice of and to attend, speak and vote at all general meetings and to receive and vote on proposed written resolutions.</p> <p>Dividends: Distributed among the holders of the Equity Shares (which means Shares other than Deferred Shares and Growth Shares) pari passu as if the shares constituted one class of share pro rata to their respective holdings of Equity Shares.</p> <p>Winding-up (please refer to the Articles of Association for a detailed description of the liquidation preferences): First, in paying the holders of: (i) the Deferred Shares; and (ii) the Unvested Growth Shares, Second in paying a sum equal to the higher of: (i) X plus £100 (where X is an amount equal to the aggregate Issue Price plus Arrears of all the B2 Shares and B Shares (as if they constituted one class of Shares) in issue at the relevant time) to be distributed as to 0.00005% to the holders of the A Shares, 0.00005% to the holders of the Seed Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of A Shares, Seed Shares, Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) such that each B2 Shareholder and B Shareholder (as applicable) receives in respect of each B2 Share or B Share (as applicable) held the Issue Price plus Arrears of that B2 Share and B Share (as applicable) (provided that if there are insufficient surplus assets to pay the amounts per B Share or B2 Share (as applicable) equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the B2 Shareholders, B Shareholders, A Shareholders, Seed Shareholders, Founder Shareholders and Ordinary Shareholders pro rata to the amounts</p>	

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Notice of particulars of variation of rights attached to shares**3****Details of variation of rights**

	Please give details of the variation of rights attached to shares.	
Variation	<p>which such holders would otherwise have been entitled to receive under the Articles; and</p> <p>(ii) X plus £100 (where X is an amount equal to the aggregate amount to which the B2 Shareholders and B Shareholders would be entitled if the Surplus Assets were distributed among all Equity Shareholders pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to the holders of the A Shares, 0.00005% to the holders of the Seed Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of A Shares, Seed Shares, Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) pro rata according to the amounts paid up on the B2 Shares and B Shares (including any premium);</p> <p>Third in paying a sum equal to the higher of:</p> <p>(i) X plus £100 (where X is an amount equal to the aggregate Issue Price plus Arrears of all the A Shares and Seed Shares (as if they constituted one class of Shares) in issue at the relevant time) to be distributed as to 0.00005% to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of B2 Shares, B Shares, Founder Shares and Ordinary Shares (as applicable) held by them; and (ii) X plus £100 (where X is an amount equal to the aggregate amount to which the A Shareholders and Seed Shareholders would be entitled if the Surplus Assets were distributed among all Equity Shareholders pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of B2 Shares, B Shares, Ordinary Shares and Founder Shares (as applicable) held by them</p> <p>(d) fourth (to the extent there are Surplus Assets remaining for distribution after the application of Articles 6.1(a), (b) and (c)), in paying to the holders of the Founder Shares, the Ordinary Shares and the Vested Growth Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares, Ordinary Shares and Vested Growth Shares held by them.</p> <p>Redemption: Non-redeemable.</p>	