

**Return of Allotment of Shares**Company Name: **SPILSBURY HOLDINGS LIMITED**Company Number: **11093783**

XCCE9EN6

Received for filing in Electronic Format on the: **19/09/2023****Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>18/09/2023</b>	<b>18/09/2023</b>

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>11524</b>
	<b>SHARES</b>	Nominal value of each share	<b>0.00001</b>
Currency:	<b>GBP</b>	Amount paid:	<b>0.0001</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

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# Statement of Capital (Share Capital)

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Class of Shares:	ORDINARY	Number allotted	800000
	A	Aggregate nominal value:	8
Currency:	GBP		
Prescribed particulars			

**VOTING - THE A ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF A ORDINARY 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. DIVIDENDS - ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH LEAD INVESTOR CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR; WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PAN PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARES) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (A) FIRST IN PAYING TO EACH OF THE SEED PREFERRED SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SEED PREFERRED SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SEED PREFERRED SHAREHOLDERS PRO RATA TO THE AMOUNTS PAID UP ON THE SEED PREFERRED SHARES); (B) SECOND IN PAYING TO EACH OF THE HOLDERS OF THE A ORDINARY SHARES AN AMOUNT PER SHARE EQUAL TO THE ISSUE PRICE FOR ALL OF THE A ORDINARY SHARES HELD BY THAT HOLDER, PROVIDED THAT, IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNT PER SHARE EQUAL TO THE ISSUE PRICE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES; (C) THIRD IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD. REDEMPTION - THE A ORDINARY SHARES ARE NOT REDEEMABLE.**

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>5369442</b>
	<b>SHARES</b>	Aggregate nominal value:	<b>53.69442</b>
<b>Currency:</b>	<b>GBP</b>		

Prescribed particulars

**VOTING - THE ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF ORDINARY 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. DIVIDENDS - ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH LEAD INVESTOR CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR; WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PAN PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARES) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (A) FIRST IN PAYING TO EACH OF THE SEED PREFERRED SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SEED PREFERRED SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SEED PREFERRED SHAREHOLDERS PRO RATA TO THE AMOUNTS PAID UP ON THE SEED PREFERRED SHARES); (B) SECOND IN PAYING TO EACH OF THE HOLDERS OF THE A ORDINARY SHARES AN AMOUNT PER SHARE EQUAL TO THE ISSUE PRICE FOR ALL OF THE A ORDINARY SHARES HELD BY THAT HOLDER, PROVIDED THAT, IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNT PER SHARE EQUAL TO THE ISSUE PRICE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES; (C) THIRD IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD. REDEMPTION - THE ORDINARY SHARES ARE NOT REDEEMABLE.**

<b>Class of Shares:</b>	<b>SEED</b>	Number allotted	<b>4955530</b>
	<b>PREFERRED</b>	Aggregate nominal value:	<b>49.5553</b>
<b>Currency:</b>	<b>GBP</b>		

Prescribed particulars

**VOTING - THE SEED PREFERRED SHARES SHALL CONFER ON EACH HOLDER OF SEED PREFERRED 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. DIVIDENDS - ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH LEAD INVESTOR CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR; WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PAN PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARES) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (A) FIRST IN PAYING TO EACH OF THE SEED PREFERRED SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SEED PREFERRED SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SEED PREFERRED SHAREHOLDERS PRO RATA TO THE AMOUNTS PAID UP ON THE SEED PREFERRED SHARES); (B) SECOND IN PAYING TO EACH OF THE HOLDERS OF THE A ORDINARY SHARES AN AMOUNT PER SHARE EQUAL TO THE ISSUE PRICE FOR ALL OF THE A ORDINARY SHARES HELD BY THAT HOLDER, PROVIDED THAT, IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNT PER SHARE EQUAL TO THE ISSUE PRICE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES; (C) THIRD IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD. REDEMPTION - THE SEED PREFERRED SHARES ARE NOT REDEEMABLE.**

<b>Class of Shares:</b>	<b>SERIES</b>	<b>Number allotted</b>	<b>8175183</b>
	<b>A</b>	<b>Aggregate nominal value:</b>	<b>81.75183</b>
	<b>PREFERRED</b>		
<b>Currency:</b>	<b>GBP</b>		



**VOTING - THE SERIES A PREFERRED SHARES SHALL CONFER ON EACH HOLDER OF SERIES A PREFERRED 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. ON A SHOW OF HANDS EACH HOLDER OF SUCH SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE AND ON A POLL EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM. DIVIDENDS - ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH THE LEAD INVESTORS' CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR; WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARES) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (A) FIRST IN PAYING TO EACH OF THE SERIES A PREFERRED SHAREHOLDERS AND SEED PREFERRED SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SERIES A PREFERRED SHARE OR SEED PREFERRED SHARE HELD BY THEM EQUAL TO THE SERIES A PREFERENCE AMOUNT OR SEED PREFERENCE AMOUNT (AS APPLICABLE), PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SERIES A PREFERRED SHARE AND SEED PREFERRED SHARE EQUAL TO THE SERIES A PREFERENCE AMOUNT AND SEED PREFERENCE AMOUNT (AS APPLICABLE), THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO EACH OF THE SERIES A PREFERRED SHAREHOLDERS AND SEED PREFERRED SHAREHOLDERS PRO RATA TO THE AMOUNTS PAID UP ON THE SERIES A PREFERRED SHARES AND SEED PREFERRED SHARES; (B) SECOND, IN PAYING TO EACH OF THE HOLDERS OF THE A ORDINARY SHARES AN AMOUNT PER SHARE EQUAL TO THE ISSUE PRICE FOR ALL OF THE A ORDINARY SHARES HELD BY THAT HOLDER, PROVIDED THAT, IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNT PER SHARE EQUAL TO THE ISSUE PRICE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES; (C) THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (D) FINALLY, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE**

DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD, PROVIDED ALWAYS THAT IF ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), THE HOLDERS OF SERIES A PREFERRED SHARES AND/OR THE HOLDERS OF SEED PREFERRED SHARES WOULD RECEIVE A GREATER SHARE OF THE ASSETS DISTRIBUTED ON AN AS CONVERTED BASIS (AS IF EACH SERIES A PREFERRED SHARE AND/OR SEED PREFERRED SHARE HAD BEEN CONVERTED INTO AN ORDINARY SHARE APPLYING THE CONVERSION RATIO), EACH SUCH SERIES A PREFERRED SHARE AND/OR SEED PREFERRED SHARE SHALL BE DEEMED CONVERTED INTO AN ORDINARY SHARE AT THE THEN APPLICABLE CONVERSION RATIO. REDEMPTION - THE SERIES A PREFERRED SHARES ARE NOT REDEEMABLE.

Class of Shares:	SERIES	Number allotted	4908510
	B	Aggregate nominal value:	49.0851
	PREFERRED		
Currency:	GBP		
Prescribed particulars			



**VOTING - THE SERIES B PREFERRED SHARES SHALL CONFER ON EACH HOLDER OF SERIES B PREFERRED 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. DIVIDENDS - ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH THE LEAD INVESTORS' CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARES) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. CAPITAL DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) : (A) FIRST IN PAYING TO EACH OF THE SERIES B PREFERRED SHAREHOLDERS, THE SERIES A PREFERRED SHAREHOLDERS AND SEED PREFERRED SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SERIES B PREFERRED SHARE SERIES A PREFERRED SHARE OR SEED PREFERRED SHARE HELD BY THEM EQUAL TO THE SERIES B PREFERENCE AMOUNT, SERIES A PREFERENCE AMOUNT AND SEED PREFERENCE AMOUNT (AS APPLICABLE), PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SERIES B PREFERENCE AMOUNT, SERIES A PREFERENCE AMOUNT AND SEED PREFERENCE AMOUNT (AS APPLICABLE), THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO EACH OF THE SERIES B PREFERRED SHAREHOLDERS, SERIES A PREFERRED SHAREHOLDERS AND SEED PREFERRED SHAREHOLDERS PRO RATA TO THE AMOUNTS PAID UP ON THE SERIES B PREFERRED SHARES, SERIES A PREFERRED SHARES AND SEED PREFERRED SHARES (AS APPLICABLE); (B) SECOND, IN PAYING TO EACH OF THE HOLDERS OF THE A ORDINARY SHARES AS AMOUNT PER SHARE EQUAL TO THE ISSUE PRICE FOR ALL OF THE A ORDINARY SHARES HELD BY THAT HOLDER, PROVIDED THAT, IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNT PER SHARE EQUAL TO THE ISSUE PRICE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES; (C) THIRD, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (D) FINALLY, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER**

**OF ORDINARY SHARES HELD. REDEMPTION - THE SERIES B PREFERRED SHARES DO NOT  
CONFER ANY RIGHTS OF REDEMPTION.**

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>24208665</b>
		Total aggregate nominal value:	<b>242.08665</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

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