

SH06

Notice of cancellation of shares



Diligent Entities

X What this form is NOT

You cannot use this form to give notice of a cancellation of shares held by a public company under section 663 of the Companies Act 2006. To do this, please use form SH07.

THURSDAY



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A11

03/02/2022

#77

COMPANIES HOUSE

1 Company details

Company number	1	1	0	9	3	7	8	3
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Company name in full	SPILSBURY HOLDINGS LIMITED
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→ 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 cancellation
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Date of cancellation	d_2	d_2	m_1	m_2	y_2	y_0	y_2	y_1
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3 Shares cancelled

[illegible]

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Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	See attached schedule			
Totals				
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares 20,087,254	Total aggregate nominal value ❶ £200.87254	Total aggregate amount unpaid ❶ £0.00

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share	A Ordinary
Prescribed particulars ①	See attached schedule
Class of share	Ordinary
Prescribed particulars ①	See attached schedule
Class of share	Seed Preferred
Prescribed particulars ①	See attached schedule

① Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages

Please use a Statement of Capital continuation page if necessary.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

Joe Andrews

F5DF1A7DA2BE4F6...

X

② 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.

③ Person authorised

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

This form may be signed by:

Director^②, Secretary, Person authorised^③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

In accordance with
Section 708 of the
Companies Act 2006.

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Statement of capital

Complete the table below to show the issued share capital.

Complete a separate table for each currency.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
GBP	A Ordinary	800,000	£8.00	
GBP	Ordinary	5,956,710	£59.5671	
GBP	Seed Preferred	5,155,361	£51.55361	
GBP	Series A Preferred	8,175,183	£81.75183	
Totals		20,087,254	£200.87254	£0.00

In accordance with
Section 708 of the
Companies Act 2006.

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Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	A Ordinary
Prescribed particulars	<p>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. 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.</p> <p>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</p>

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

In accordance with
Section 708 of the
Companies Act 2006.

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Statement of capital (prescribed particulars of rights attached to shares) ¹

Class of share	A Ordinary (Continued)	
Prescribed particulars	<p>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 A Ordinary shares are not redeemable.</p>	<p>¹ Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

In accordance with
Section 708 of the
Companies Act 2006.

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5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Ordinary
Prescribed particulars	<p>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. 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.</p> <p>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</p>

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

In accordance with
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Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Ordinary (Continued)	
Prescribed particulars	<p>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 Ordinary shares are not redeemable.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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5	Statement of capital (prescribed particulars of rights attached to shares) ^①	
Class of share	Seed Preferred	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>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. 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</p>	

In accordance with
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5 Statement of capital (prescribed particulars of rights attached to shares) ❶

Class of share	Seed Preferred (Continued)
Prescribed particulars	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 Seed Preferred shares are not redeemable.

- ❶ Prescribed particulars of rights attached to shares
The particulars are:
- a. particulars of any voting rights, including rights that arise only in certain circumstances;
 - b. particulars of any rights, as respects dividends, to participate in a distribution;
 - c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
 - d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

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Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Series A Preferred	
Prescribed particulars	<p>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</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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5 Statement of capital (prescribed particulars of rights attached to shares) ❶

Class of share	Series A Preferred (Continued)	
Prescribed particulars	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.	<p>❶ Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none">a. particulars of any voting rights, including rights that arise only in certain circumstances;b. particulars of any rights, as respects dividends, to participate in a distribution;c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); andd. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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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

Company name

WITHERS LLP

Address

THIRD FLOOR

20 OLD BAILEY

Post town

LONDON

County/Region

Postcode

E

C

4

M

7

A

N

Country

United Kingdom

DX

160 LONDON CHANCERY LANE

Telephone

**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 completed section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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