Companies House

SH01 (ef)

Return of Allotment of Shares

Company Name: **COPPER TECHNOLOGIES (UK) LIMITED**
Company Number: **11148681**

Received for filing in Electronic Format on the: **10/10/2022**

XBEBJYMG

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	09/08/2022	**07/09/2022**

Class of Shares:	**ORDINARY**	Number allotted	**28443**
Currency:	**GBP**	Nominal value of each share	**0.00001**
		Amount paid:	**0.1692**
		Amount unpaid:	**0**

No shares allotted other than for cash

Class of Shares:	**ORDINARY**	Number allotted	**223712**
Currency:	**GBP**	Nominal value of each share	**0.00001**
		Amount paid:	**0.23615**
		Amount unpaid:	**0**

No shares allotted other than for cash

Class of Shares:	**SERIES C-2**	Number allotted	**764410**
Currency:	**GBP**	Nominal value of each share	**0.00001**
		Amount paid:	**6.436326**
		Amount unpaid:	**0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	**ORDINARY**	Number allotted	**108540090**
Currency:	**GBP**	Aggregate nominal value:	**1085.4009**

Prescribed particulars

VOTING RIGHTS - SHARES RANK EQUALLY FOR VOTING PURPOSES. ON A SHOW OF HANDS EACH MEMBER SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER SHALL HAVE ONE VOTE PER SHARE HELD. DIVIDEND RIGHTS - EACH SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. DISTRIBUTION RIGHTS ON A WINDING UP - EACH SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON A WINDING UP. REDEEMABLE SHARES - THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	**GROWTH SHARES**	Number allotted	**1691797**
		Aggregate nominal value:	**16.91797**
Currency:	**GBP**		

Prescribed particulars

THE HOLDERS OF GROWTH SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND, TO SPEAK OR TO VOTE AT ANY GENERAL MEETING OF THE COMPANY. THE HOLDERS OF GROWTH SHARES RECEIVE £1.00 (AS A CLASS) AFTER THE HOLDERS OF THE SERIES B, SERIES A, ORDINARY AND DEFERRED SHARES HAVE RECEIVED THE PREFERENCE AMOUNT FOR EACH SHARE HELD. GROWTH SHARES PARTICIPATE IN DISTRIBUTIONS WITH REFERENCE TO THEIR RESPECTIVE HURDLE AMOUNT ALONG ORDINARY SHARES AFTER SERIES B, SERIES A AND DEFERRED SHARES. THE GROWTH SHARES SHALL CONSTITUTE A SINGLE CLASS OF SHARE, NOTWITHSTANDING THAT DIFFERENT HURDLE AMOUNTS MAY APPLY TO DIFFERENT GROWTH SHARES.

Class of Shares:	**SERIES A**	Number allotted	**35461000**
		Aggregate nominal value:	**354.61**
Currency:	**GBP**		

Prescribed particulars

THE SERIES A SHARES CARRY RIGHTS TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS AND VOTE ON PROPOSED WRITTEN RESOLUTIONS. ONE SHARE CARRIES ONE VOTE. RIGHTS TO DIVIDENDS - FIRSTLY, THE SERIES A SHARES (OTHER THAN THE HOLDERS OF EIS SHARES) RECEIVE DIVIDENDS IN PREFERENCE OVER THE ORDINARY SHARES UNTIL THE SERIES A SHARES HAVE RECEIVED THEIR SUBSCRIPTION AMOUNT; SECONDLY, THE ORDINARY SHARES RECEIVE DIVIDENDS UNTIL THEY HAVE RECEIVED THEIR SUBSCRIPTION AMOUNT; THEREAFTER, TO THE HOLDERS OF THE EQUITY SECURITIES (PARI PASSU AS IF THE EQUITY SECURITIES CONSTITUTED ONE CLASS OF SHARE) PRO RATA. CAPITAL DISTRIBUTIONS - THE SERIES A SHARES RECEIVE RETURN IN PREFERENCE OVER THE ORDINARY SHARES UNTIL SERIES A SHARES HAVE RECEIVED THEIR SUBSCRIPTION AMOUNT LESS ANY AMOUNTS PAID OUT AS DIVIDENDS, NO PARTICIPATION THEREAFTER; SERIES A SHARES CAN BE CONVERTED TO ORDINARY SHARES AT 1:1 RATIO, AT THE OPTION OF THE SHAREHOLDER OR PRIOR TO AN IPO. REDEMPTION - THE SHARES ARE NOT-REDEEMABLE.

Class of Shares:	**SERIES B**	Number allotted	**45252000**
		Aggregate nominal value:	**452.52**
Currency:	**GBP**		

Prescribed particulars

THE SERIES B SHARES HAVE FULL VOTING RIGHTS. DIVIDENDS - FIRST, TO THE HOLDERS OF THE SERIES B SHARES UP TO THE PREFERENCE AMOUNT; SECOND, TO THE HOLDERS OF THE SERIES A SHARES (OTHER THAN THE HOLDERS OF EIS SHARES) UP TO THE PREFERENCE AMOUNT; THIRD, TO THE HOLDERS OF THE ORDINARY SHARES UP TO THE PREFERENCE AMOUNT; THEREAFTER, AMONG THE HOLDERS OF THE DEFERRED SHARES AND THE HOLDERS OF THE EQUITY SHARES, SO THAT THE HOLDERS OF DEFERRED SHARES RECEIVE #1.00 AND THE REMAINDER WILL BE DISTRIBUTED TO 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 - FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF ONE PENNY FOR THE ENTIRE CLASS OF DEFERRED SHARES; SECOND TO SERIES B SHARES THE AN AMOUNT THAT IS THE HIGHER OF (I) THE PREFERENCE AMOUNT FOR THE SERIES B SHARES LESS ANY AMOUNT RECEIVED AS A DIVIDEND AND (II) THE AMOUNT THAT WOULD BE PAID PER SERIES B SHARE IF THE SURPLUS ASSETS WERE TO BE DISTRIBUTED AMONG THE HOLDERS OF ALL EQUITY SHARES PRO-RATA. THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	**SERIES C-1 SHARES**	Number allotted	**3747109**
		Aggregate nominal value:	**37.47109**
Currency:	**GBP**		

Prescribed particulars

THE SERIES C-1 SHARES HAVE FULL VOTING RIGHTS. DIVIDENDS - WILL BE DISTRIBUTED PARI PASSU AMONG THE HOLDERS OF THE DEFERRED SHARES, THE GROWTH SHARES, THE ORDINARY SHARES, THE NON-VOTING ORDINARY SHARES, THE SERIES A SHARES, THE SERIES B SHARES AND THE SERIES C SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES, SAVE THAT (I) THE HOLDERS OF DEFERRED SHARES SHALL RECEIVE £1.00 (AS A CLASS), PAYMENT OF WHICH MAY BE MADE TO ANY HOLDER OF DEFERRED SHARES ON BEHALF OF THE CLASS AND (II) THE HOLDERS OF GROWTH SHARES SHALL RECEIVE £1.00 (AS A CLASS), PAYMENT OF WHICH MAY BE MADE TO ANY HOLDER OF GROWTH SHARES ON BEHALF OF THE CLASS. CAPITAL DISTRIBUTION - FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF ONE PENNY FOR THE ENTIRE CLASS OF DEFERRED SHARES; SECOND, TO SERIES C-1, SERIES C-2 AND SERIES C-3 SHARES AN AMOUNT THAT IS THE HIGHER OF (I) THE PREFERENCE AMOUNT FOR THE RESPECTIVE SHARES (C-1 $6.671801; C-2 $7.849178; C-3 $4.617165); AND (II) THE AMOUNT THAT WOULD BE PAID PER SERIES C-1, SERIES C-2 AND SERIES C-3 SHARES IF THE SURPLUS ASSETS WERE TO BE DISTRIBUTED AMONG THE HOLDERS OF ALL EQUITY SHARES PRO-RATA. THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	**SERIES C-2 SHARES**	Number allotted	**23089616**
		Aggregate nominal value:	**230.89616**
Currency:	**GBP**		

Prescribed particulars

THE SERIES C-2 SHARES HAVE FULL VOTING RIGHTS. DIVIDENDS - WILL BE DISTRIBUTED PARI PASSU AMONG THE HOLDERS OF THE DEFERRED SHARES, THE GROWTH SHARES, THE ORDINARY SHARES, THE NON-VOTING ORDINARY SHARES, THE SERIES A SHARES, THE SERIES B SHARES AND THE SERIES C SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES, SAVE THAT (I) THE HOLDERS OF DEFERRED SHARES SHALL RECEIVE £1.00 (AS A CLASS), PAYMENT OF WHICH MAY BE MADE TO ANY HOLDER OF DEFERRED SHARES ON BEHALF OF THE CLASS AND (II) THE HOLDERS OF GROWTH SHARES SHALL RECEIVE £1.00 (AS A CLASS), PAYMENT OF WHICH MAY BE MADE TO ANY HOLDER OF GROWTH SHARES ON BEHALF OF THE CLASS. CAPITAL DISTRIBUTION - FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF ONE PENNY FOR THE ENTIRE CLASS OF DEFERRED SHARES; SECOND, TO SERIES C-1, SERIES C-2 AND SERIES C-3 SHARES AN AMOUNT THAT IS THE HIGHER OF (I) THE PREFERENCE AMOUNT FOR THE RESPECTIVE SHARES (C-1 $6.671801; C-2 $7.849178; C-3 $4.617165); AND (II) THE AMOUNT THAT WOULD BE PAID PER SERIES C-1, SERIES C-2 AND SERIES C-3 SHARES IF THE SURPLUS ASSETS WERE TO BE DISTRIBUTED AMONG THE HOLDERS OF ALL EQUITY SHARES PRO-RATA. THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	**SERIES C-3 SHARES**	Number allotted	**3248746**
		Aggregate nominal value:	**32.48746**
Currency:	**GBP**		

Prescribed particulars

THE SERIES C-3 SHARES HAVE FULL VOTING RIGHTS. DIVIDENDS - WILL BE DISTRIBUTED PARI PASSU AMONG THE HOLDERS OF THE DEFERRED SHARES, THE GROWTH SHARES, THE ORDINARY SHARES, THE NON-VOTING ORDINARY SHARES, THE SERIES A SHARES, THE SERIES B SHARES AND THE SERIES C SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES, SAVE THAT (I) THE HOLDERS OF DEFERRED SHARES SHALL RECEIVE £1.00 (AS A CLASS), PAYMENT OF WHICH MAY BE MADE TO ANY HOLDER OF DEFERRED SHARES ON BEHALF OF THE CLASS AND (II) THE HOLDERS OF GROWTH SHARES SHALL RECEIVE £1.00 (AS A CLASS), PAYMENT OF WHICH MAY BE MADE TO ANY HOLDER OF GROWTH SHARES ON BEHALF OF THE CLASS. CAPITAL DISTRIBUTION - FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF ONE PENNY FOR THE ENTIRE CLASS OF DEFERRED SHARES; SECOND, TO SERIES C-1, SERIES C-2 AND SERIES C-3 SHARES AN AMOUNT THAT IS THE HIGHER OF (I) THE PREFERENCE AMOUNT FOR THE RESPECTIVE SHARES (C-1 $6.671801; C-2 $7.849178; C-3 $4.617165); AND (II) THE AMOUNT THAT WOULD BE PAID PER SERIES C-1, SERIES C-2 AND SERIES C-3 SHARES IF THE SURPLUS ASSETS WERE TO BE DISTRIBUTED AMONG THE HOLDERS OF ALL EQUITY SHARES PRO-RATA. THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	**GBP**	Total number of shares:	**221030358**
		Total aggregate nominal value:	**2210.30358**
		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.