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SH01

Return of allotment of shares



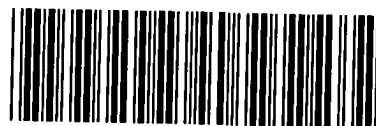
Companies House

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☒ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

☐ **What this form is NOT for**
You cannot use this form to give notice of shares taken by a company on formation of the company or for an allotment of a new class of shares by an unlimited company.

TUESDAY



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22/02/2022

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COMPANIES HOUSE

1 Company details

Company number 1 1 1 9 8 0 5 0

Company name in full Celsius Network Limited

Filing in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Allotment dates

	d	d	m	m	y	y	y	y
From Date	0	2	0	2	2	0	2	2
To Date	d	d	m	m	y	y	y	y

Allotment date

If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allottedPlease give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)**Currency**

If currency details are not completed we will assume currency is in pound sterling.

Currency	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP and USD	Series B Preferred	292	£0.00001	\$20,469	Nil

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Continuation page

Please use a continuation page if necessary.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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	Ordinary B Shares	100000	1	
Totals		100000	1	Nil

Currency table B				
GBP	Series A Preferred	14771	0.14771	
Totals		14771	0.14771	Nil

Currency table C				
GBP	Series A1 Preferred	6144	0.06144	
Totals		6144	0.06144	nil

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
153,097	1.53097	nil

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

In accordance with
Section 555 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	Series B Preferred	32,182	0.32182		
Totals		32,182	0.32182		

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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

Ordinary B Shares

Prescribed particulars
①

Shares have ten votes per share, subject to the articles. Each share ranks equally for any dividend distribution. On a winding up of capital shares rank in accordance with the articles of association. The shares are not redeemable.

Class of share

Series A Preferred Shares

Prescribed particulars
①

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. Each share ranks equally for any dividend distribution. On a winding up of capital shares rank in accordance with the articles of association. The shares are not redeemable.

Class of share

Series A1 Preferred Shares

Prescribed particulars
①

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. Each share ranks equally for any dividend distribution. On a winding up of capital shares rank in accordance with the articles of association. The shares are not redeemable.

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 page

Please use a Statement of Capital continuation page if necessary.

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Signature

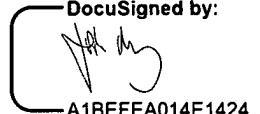
I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:



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X

This form may be signed by:

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

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.

In accordance with
Section 555 of the
Companies Act 2006.

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

Class of share	Series B Preferred Shares	
Prescribed particulars	<p>Shares have ten votes per share, subject to the articles. On a show of hands each member shall have one vote and on a poll each member shall have one vote per share held. Each share ranks equally for any dividend distribution. On a winding up of capital shares rank in accordance with the articles of association. The shares are not redeemable.</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

Angus Baird

Company name

Latham & Watkins (London) LLP

Address

99 Bishopsgate

Post town

London

County/Region

Postcode

E C 2 M 3 X F

Country

DX

Telephone

+44 20 7866 2701

**Checklist**

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in 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