

**Return of Allotment of Shares**Company Name: **CIRCA5000 LTD**Company Number: **11200977**Received for filing in Electronic Format on the: **05/03/2024**

XCY809P4

**Shares Allotted (including bonus shares)**Date or period during which  
shares are allottedFrom  
**05/02/2024**

To

**Class of Shares: SEED**

Number allotted

**634920****SHARES**

Nominal value of each share

**0.0001**

Currency:

**GBP**

Amount paid:

**0.63**

Amount unpaid:

**0**

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	16662050
	SHARES	Aggregate nominal value:	1666.205
Currency:	GBP		

Prescribed particulars

THE ORDINARY SHARES CONFER 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. ANY DIVIDENDS THAT MAY BE PAID OR DISTRIBUTED ARE TO BE PAID TO THE HOLDERS OF EQUITY SHARES (AS DEFINED IN THE ARTICLES) PARI PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARE, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. ON A DISTRIBUTION OF ASSETS, A LIQUIDATION, DISSOLUTION, WINDING UP OR A RETURN OF CAPITAL (EXCEPT UPON THE CONVERSION OR REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY, AFTER THE PAYMENT OF ITS LIABILITIES (THE DISTRIBUTABLE FUNDS), SHALL BE PAID IN THE FOLLOWING ORDER OF PRIORITY: (A) FIRSTLY, IN PAYING TO THE HOLDERS OF THE SEED SHARES AN AMOUNT EQUAL TO THE HIGHER OF (I) THE ACQUISITION AMOUNT (AS DEFINED IN THE ARTICLES) OF THE SEED SHARES AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE ACQUISITION AMOUNT, THEN SUCH DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE SEED SHARES PRO RATA TO THE ACQUISITION AMOUNT IN RELATION TO THE SEED SHARES THEY HOLD; OR (II) THE AMOUNT WHICH WOULD BE PAYABLE TO THE HOLDERS OF THE SEED SHARES IF THE DISTRIBUTABLE FUNDS WERE DISTRIBUTED AMONG ALL EQUITY SHAREHOLDERS (AS DEFINED IN THE ARTICLES) PRO RATA TO THE NUMBER OF EQUITY SHARES HELD, AS IF THE ORDINARY SHARES AND THE SEED SHARES REPRESENTED A SINGLE CLASS OF SHARE; AND (B) SECONDLY, THE BALANCE OF THE DISTRIBUTABLE FUNDS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SHARES HELD. ON A SHARE SALE (AS DEFINED IN THE ARTICLES), ANY PROCEEDS OF SALE (AS, DEFINED IN THE ARTICLES) SHALL BE DISTRIBUTED IN THE ORDER SET OUT IN (A) AND (B) ABOVE AS IF THEY WERE DISTRIBUTABLE FUNDS. PRIOR TO ANY SUCH DISTRIBUTION, THE HOLDERS OF THE DEFERRED SHARES (AS DEFINED IN THE ARTICLES) SHALL BE ENTITLED TO RECEIVE £1 IN AGGREGATE BUT NO FURTHER PROCEEDS OR PAYMENT. THE ORDINARY SHARES ARE NON-REDEEMABLE.

<b>Class of Shares:</b>	<b>SEED</b>	Number allotted	<b>10734517</b>
	<b>SHARES</b>	Aggregate nominal value:	<b>1073.4517</b>
Currency:	<b>GBP</b>		

Prescribed particulars

THE SEED SHARES CONFER 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. ANY DIVIDENDS THAT MAY BE PAID OR DISTRIBUTED ARE TO BE PAID TO THE HOLDERS OF EQUITY SHARES (AS DEFINED IN THE ARTICLES) PARI PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARE, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. ON A DISTRIBUTION OF ASSETS, A LIQUIDATION, DISSOLUTION, WINDING UP OR A RETURN OF CAPITAL (EXCEPT UPON THE CONVERSION OR REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY, AFTER THE PAYMENT OF ITS LIABILITIES (THE DISTRIBUTABLE FUNDS), SHALL BE PAID IN THE FOLLOWING ORDER OF PRIORITY: (A) FIRSTLY, IN PAYING TO THE HOLDERS OF THE SEED SHARES AN AMOUNT EQUAL TO THE HIGHER OF (I) THE ACQUISITION AMOUNT (AS DEFINED IN THE ARTICLES) OF THE SEED SHARES AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE ACQUISITION AMOUNT, THEN SUCH DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE SEED SHARES PRO RATA TO THE ACQUISITION AMOUNT IN RELATION TO THE SEED SHARES THEY HOLD; OR (II) THE AMOUNT WHICH WOULD BE PAYABLE TO THE HOLDERS OF THE SEED SHARES IF THE DISTRIBUTABLE FUNDS WERE DISTRIBUTED AMONG ALL EQUITY SHAREHOLDERS (AS DEFINED IN THE ARTICLES) PRO RATA TO THE NUMBER OF EQUITY SHARES HELD, AS IF THE ORDINARY SHARES AND THE SEED SHARES REPRESENTED A SINGLE CLASS OF SHARE; AND (B) SECONDLY, THE BALANCE OF THE DISTRIBUTABLE FUNDS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SHARES HELD. ON A SHARE SALE (AS DEFINED IN THE ARTICLES), ANY PROCEEDS OF SALE (AS DEFINED IN THE ARTICLES) SHALL BE DISTRIBUTED IN THE ORDER SET OUT IN (A) AND (B) ABOVE AS IF THEY WERE DISTRIBUTABLE FUNDS. PRIOR TO ANY SUCH DISTRIBUTION, THE HOLDERS OF THE DEFERRED SHARES (AS DEFINED IN THE ARTICLES) SHALL BE ENTITLED TO RECEIVE £1 IN AGGREGATE BUT NO FURTHER PROCEEDS OR PAYMENT. THE SEED SHARES ARE NON-REDEEMABLE.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>27396567</b>
		Total aggregate nominal value:	<b>2739.6567</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.