

**Return of Allotment of Shares**Company Name: **Travel Content Limited**Company Number: **11504751**Received for filing in Electronic Format on the: **18/11/2018**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	27/09/2018	27/09/2018

Class of Shares:	GROWTH	Number allotted	150000
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	0.01
		Amount unpaid:	0.0

Non-cash consideration

**THE TRANSFER OF THE ALLOTTEE'S RESPECTIVE SHARES IN VOLANTI MEDIA
(HOLDINGS) LIMITED**

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	653400
	ORDINARY	Aggregate nominal value:	6534

Currency: **GBP**

Prescribed particulars

VOTING: THE A ORDINARY SHARES AS A CLASS SHALL BE ENTITLED TO THE BALANCE OF THE VOTING RIGHTS ATTACHING TO ALL ORDINARY SHARES (WHICH SHALL UNDER NO CIRCUMSTANCES CONSTITUTE LESS THAN 80% OF SUCH VOTING RIGHTS) AFTER TAKING ACCOUNT OF THE VOTING RIGHTS OF THE B ORDINARY SHARES AND THE C ORDINARY SHARES, SUCH VOTING RIGHTS TO BE HELD BY THE HOLDERS OF THE A ORDINARY SHARES PRO-RATA TO THE NUMBER OF A ORDINARY SHARES HELD DIVIDENDS: AFTER THE PREFERENCE SHARE RETURN, AND TAKING ACCOUNT OF THE DIVIDEND RIGHTS OF THE B ORDINARY SHARES AND THE C ORDINARY SHARES, THE BALANCE OF ANY DIVIDEND IS TO BE PAID TO THE HOLDERS OF THE A ORDINARY SHARES PRO RATA TO THE NUMBER OF A ORDINARY SHARES HELD. CAPITAL RIGHTS: (A) AFTER DISTRIBUTION OF THE CAPITAL RIGHTS OF THE PREFERENCE SHARES, A PREFERENCE SHARES AND B PREFERENCE SHARES, THE HOLDERS OF THE A ORDINARY SHARES ARE ENTITLED TO THE ISSUE PRICE . THIS RIGHT RANKS EQUALLY WITH THE RIGHT OF THE HOLDERS OF THE B ORDINARY SHARES, C ORDINARY SHARES AND THE HOLDERS OF THE GROWTH SHARES WHO ARE NOT LEAVERS TO RECEIVE THE ISSUE PRICE OF THEIR SHARES; (B) AFTER THE DISTRIBUTIONS IN (A) ABOVE AND TAKING ACCOUNT OF THE CAPITAL RIGHTS OF THE B ORDINARY SHARES, THE C ORDINARY SHARES AND THE GROWTH SHARES, THE BALANCE OF THE CAPITAL DISTRIBUTIONS IS TO BE PAID TO THE HOLDERS OF THE A ORDINARY SHARES PRO RATA TO THE NUMBER OF A ORDINARY SHARES HELD.

Class of Shares:	A	Number allotted	24027248
	PREFERENCE	Aggregate nominal value:	2402.7248

Currency: **GBP**

Prescribed particulars

VOTING: THE A PREFERENCE SHARES DO NOT CARRY ANY VOTING RIGHTS. DIVIDENDS: THE HOLDERS OF THE A PREFERENCE SHARES SHALL BE ENTITLED TO A FIXED, CUMULATIVE, PREFERENTIAL COUPON PER A PREFERENCE SHARE HELD EQUAL TO 7% OF THE ISSUE PRICE OF THE RELEVANT A PREFERENCE SHARE HELD (A/B PREFERENCE

SHARE RETURN) WHICH SHALL ACCRUE ON EACH RELEVANT A PREFERENCE SHARE HELD ON A DAILY BASIS AND COMPOUND ANNUALLY FROM THE DATE OF ISSUE. THE ACCRUED A/B PREFERENCE SHARE RETURN SHALL BE PAID ON AN EXIT EVENT UNLESS THE BOARD DETERMINES OTHERWISE WITH MAJORITY SHAREHOLDER CONSENT (AS DEFINED IN THE ARTICLES) CAPITAL RIGHTS: THE HOLDERS OF THE A PREFERENCE SHARES ARE ENTITLED (AFTER THE PRIORITY CAPITAL RIGHTS OF THE PREFERENCE SHARES BUT AS A PRIORITY TO OTHER SHARE CLASSES) IN RESPECT OF THE PROCEEDS OF LIQUIDATION OR PROCEEDS OF SALE (AS THE CASE MAY BE) IN RESPECT OF EACH A PREFERENCE SHARE HELD THE ISSUE PRICE OF THAT PREFERENCE SHARE AND ANY ACCRUED A/B PREFERENCE SHARE RETURN AND, IF THERE IS A SHORTFALL IN THE PROCEEDS OF LIQUIDATION OR PROCEEDS OF SALE, SUCH DISTRIBUTION SHALL BE PRO RATA TO THE AGGREGATE AMOUNTS DUE ON EACH SUCH A PREFERENCE SHARE HELD. THESE RIGHTS RANK EQUALLY WITH THE CAPITAL RIGHTS OF THE B PREFERENCE SHARES.

Class of Shares:	B	Number allotted	144600
	ORDINARY	Aggregate nominal value:	144600

Currency: GBP

Prescribed particulars

VOTING: EACH HOLDER OF B ORDINARY SHARES HELD AT THE ADOPTION DATE (AS DEFINED IN THE ARTICLES) IS ENTITLED TO 5% OF THE TOTAL VOTING RIGHTS ATTACHING TO ALL ORDINARY SHARES SUBJECT TO THE B ORDINARY SHARES AS A CLASS BEING ENTITLED TO EXERCISE A MAXIMUM 15% OF THE TOTAL VOTES IRRESPECTIVE OF THE NUMBER OF HOLDERS OF B ORDINARY SHARES. UPON ANY TRANSFER OR ALLOTMENT OF ANY B ORDINARY SHARES, THE VOTES ATTACHING TO SUCH TRANSFERRED B ORDINARY SHARES WILL BE CAPABLE OF EXERCISE BY THE TRANSFEREE AND/OR ALLOTTEE (AS THE CASE MAY BE), SAVE THAT ANY B ORDINARY SHARES ACQUIRED AND/OR ISSUED BY A PERSON WHO IS NOT AN ORIGINAL B SHAREHOLDER SHALL ONLY BE ENTITLED TO AN AGGREGATE NUMBER OF VOTES EQUAL TO 15% OF THE TOTAL VOTING RIGHTS LESS THE VOTES ATTACHING TO ALL B ORDINARY SHARES ALREADY IN ISSUE. DIVIDENDS: AFTER THE PREFERENCE SHARE RETURN, 14.46% OF ANY DIVIDEND IS TO BE PAID TO THE HOLDERS OF THE B ORDINARY SHARES (OR SUCH LESSER PERCENTAGE REDUCED ON A PRO RATA BASIS IF THE NUMBER OF ISSUED B ORDINARY SHARES IS LESS THAN 144,600) SUBJECT ALWAYS TO A CAP OF 14.46% FOR THE B ORDINARY SHARES AS A CLASS CAPITAL RIGHTS: (A) AFTER DISTRIBUTION OF THE CAPITAL RIGHTS OF THE PREFERENCE

SHARES, A PREFERENCE SHARES AND B PREFERENCE SHARES, THE HOLDERS OF THE B ORDINARY SHARES ARE ENTITLED TO THE ISSUE PRICE. THIS RIGHT RANKS EQUALLY WITH THE RIGHT OF THE HOLDERS OF THE A ORDINARY SHARES, C ORDINARY SHARES AND THE HOLDERS OF THE GROWTH SHARES WHO ARE NOT LEAVERS TO RECEIVE THE ISSUE PRICE OF THEIR SHARES; (B) AFTER THE DISTRIBUTIONS IN (A) ABOVE, 14.46% OF CAPITAL DISTRIBUTION IS TO BE PAID TO THE HOLDERS OF THE B ORDINARY SHARES (OR SUCH LESSER PERCENTAGE REDUCED ON A PRO RATA BASIS IF THE NUMBER OF ISSUED B ORDINARY SHARES IS LESS THAN 144,600) SUBJECT ALWAYS TO A CAP OF 14.46% FOR THE B ORDINARY SHARES AS A CLASS

Class of Shares:	B	Number allotted	3876751
	PREFERENCE	Aggregate nominal value:	387.6751
Currency:	GBP		

Prescribed particulars

VOTING: THE B PREFERENCE SHARES DO NOT CARRY ANY VOTING RIGHTS. **DIVIDENDS:** THE HOLDERS OF THE B PREFERENCE SHARES SHALL BE ENTITLED TO A FIXED, CUMULATIVE, PREFERENTIAL COUPON PER B PREFERENCE SHARE HELD EQUAL TO 7% OF THE ISSUE PRICE OF THE RELEVANT B PREFERENCE SHARE HELD WHICH SHALL ACCRUE ON EACH RELEVANT B PREFERENCE SHARE HELD ON A DAILY BASIS AND COMPOUND ANNUALLY FROM THE DATE OF ISSUE. THE ACCRUED A/B PREFERENCE SHARE RETURN SHALL BE PAID ON AN EXIT EVENT UNLESS THE BOARD DETERMINES OTHERWISE WITH MAJORITY SHAREHOLDER CONSENT (AS DEFINED IN THE ARTICLES). **CAPITAL RIGHTS:** THE HOLDERS OF THE B PREFERENCE SHARES ARE ENTITLED (AFTER THE PRIORITY CAPITAL RIGHTS OF THE PREFERENCE SHARES BUT AS A PRIORITY TO OTHER SHARE CLASSES) IN RESPECT OF THE PROCEEDS OF LIQUIDATION OR PROCEEDS OF SALE (AS THE CASE MAY BE) IN RESPECT OF EACH B PREFERENCE SHARE HELD THE ISSUE PRICE OF THAT PREFERENCE SHARE AND ANY ACCRUED A/B PREFERENCE SHARE RETURN AND, IF THERE IS A SHORTFALL IN THE PROCEEDS OF LIQUIDATION OR PROCEEDS OF SALE, SUCH DISTRIBUTION SHALL BE PRO RATA TO THE AGGREGATE AMOUNTS DUE ON EACH SUCH A PREFERENCE SHARE HELD. THESE RIGHTS RANK EQUALLY WITH THE CAPITAL RIGHTS OF THE A PREFERENCE SHARES.

Class of Shares:	PREFERENCE	Number allotted	14020000
Currency:	GBP	Aggregate nominal value:	1402

VOTING: THE PREFERENCE SHARES DO NOT CARRY ANY VOTING RIGHTS. DIVIDENDS: THE HOLDERS OF THE PREFERENCE SHARES ARE ENTITLED TO A PRIORITY FIXED, CUMULATIVE, PREFERENTIAL COUPON ON EACH PREFERENCE SHARE HELD EQUAL TO SUCH PERCENTAGE OF THE ISSUE PRICE (AS DEFINED IN THE ARTICLES) OF THE RELEVANT PREFERENCE SHARE AS DETERMINED BY THE BOARD WITH MAJORITY SHAREHOLDER CONSENT (PREFERENCE SHARE RETURN) CAPITAL RIGHTS: THE HOLDERS OF THE PREFERENCE SHARES ARE ENTITLED (AS A PRIORITY TO OTHER SHARE CLASSES) IN RESPECT OF THE PROCEEDS OF LIQUIDATION OR PROCEEDS OF SALE (AS THE CASE MAY BE) IN RESPECT OF EACH PREFERENCE SHARE HELD THE ISSUE PRICE OF THAT PREFERENCE SHARE AND ANY ACCRUED PREFERENCE SHARE RETURN AND, IF THERE IS A SHORTFALL IN THE CAPITAL DISTRIBUTION, SUCH DISTRIBUTION SHALL BE PRO RATA TO THE AGGREGATE AMOUNTS DUE ON EACH SUCH PREFERENCE SHARE HELD

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	42721999
		Total aggregate nominal value:	155326.3999
		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.