

**Return of Allotment of Shares**Company Name: **F & W Networks Ltd**Company Number: **11514559**Received for filing in Electronic Format on the: **07/02/2024**

XCWCJ177

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	18/01/2024	18/01/2024

Class of Shares:	B ORDINARY	Number allotted	514279
Currency:	GBP	Nominal value of each share	1
		Amount paid:	2.5
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	B	Number allotted	4954279
	ORDINARY	Aggregate nominal value:	4954279
Currency:	GBP		

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS AND RIGHTS TO DIVIDEND AND THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. THE HOLDERS OF B ORDINARY SHARES BENEFIT FROM ANTI-DILUTION PROVISIONS IN THE EVENT OF A DOWN-ROUND. 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 AND ANY FEES OWED (THE “NET PROCEEDS”) SHALL BE APPLIED: (A) IF ON A DISTRIBUTION OF THE NET PROCEEDS, THE IMPLIED PRICE PER SHARE IS EQUAL TO OR LESS THAN THE PRICE PAID FOR THAT SHARE (THE “B HURDLE VALUE”) THEN HOLDERS OF B ORDINARY SHARES RECEIVE AN AMOUNT PER SHARE HELD BY THEM EQUAL TO THE B HURDLE VALUE LESS ANY DIVIDEND PAID ON THAT SHARE; (B) IF ON A DISTRIBUTION OF THE NET PROCEEDS, THE IMPLIED PRICE PER SHARE IS EQUAL TO OR LESS THAN THE B HURDLE VALUE THEN FIRST, HOLDERS OF B ORDINARY SHARES RECEIVE AN AMOUNT PER SHARE HELD BY THEM EQUAL TO THE B HURDLE VALUE LESS ANY DIVIDEND PAID ON THAT SHARE AND SECOND, HOLDERS OF B ORDINARY SHARES RECEIVE AN AMOUNT PER SHAR EQUAL TO THE IMPLIED PRICE PER SHARE MINUS THE B HURDLE VALUE, LESS ANY DIVIDEND PAID ON THAT SHARE. THEREFORE, THE BALANCE IS TO BE PAID TO HOLDERS OF ORDINARY SHARES ON A PRO-RATA BASIS ACCORDING TO THE NUMBER OF SHARES HELD BY THEM.

Class of Shares:	ORDINARY	Number allotted	39116581
Currency:	GBP	Aggregate nominal value:	39116581
Prescribed particulars			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS AND RIGHTS TO DIVIDEND AND THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. 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 AND ANY FEES OWED (THE "NET PROCEEDS") SHALL BE APPLIED: (A) IF ON A DISTRIBUTION OF THE NET PROCEEDS, THE IMPLIED PRICE PER SHARE IS EQUAL TO OR LESS THAN THE PRICE PAID FOR THAT SHARE (THE "B HURDLE VALUE") THEN HOLDERS OF B ORDINARY SHARES RECEIVE AN AMOUNT PER SHARE HELD BY THEM EQUAL TO THE B HURDLE VALUE LESS ANY DIVIDEND PAID ON THAT SHARE; (B) IF ON A DISTRIBUTION OF THE NET PROCEEDS, THE IMPLIED PRICE PER SHARE IS EQUAL TO OR LESS THAN THE B HURDLE VALUE THEN FIRST, HOLDERS OF B ORDINARY SHARES RECEIVE AN AMOUNT PER SHARE HELD BY THEM EQUAL TO THE B HURDLE VALUE LESS ANY DIVIDEND PAID ON THAT SHARE AND SECOND, HOLDERS OF B ORDINARY SHARES RECEIVE AN AMOUNT PER SHARE EQUAL TO THE IMPLIED PRICE PER SHARE MINUS THE B HURDLE VALUE, LESS ANY DIVIDEND PAID ON THAT SHARE. THEREFORE, THE BALANCE IS TO BE PAID TO HOLDERS OF ORDINARY SHARES ON A PRO-RATA BASIS ACCORDING TO THE NUMBER OF SHARES HELD BY THEM.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	44070860
		Total aggregate nominal value:	44070860
		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.