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# SH01

## Return of allotment of shares



Companies House



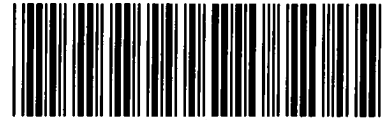
Go online to file this information

[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

✓ **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 for formation of the company or for an allotment of a new share by an unlimited company.

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06/08/2021

#288

COMPANIES HOUSE

### 1 Company details

Company number 1 1 7 9 7 8 7 0

Company name in full USNOOP LIMITED

→ **Filling in this form**  
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by \*

### 2 Allotment dates

From Date 3 0 0 7 2 0 2 1  
To Date

① **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 allotted

Please give details of the shares allotted, including bonus shares.  
(Please use a continuation page if necessary.)

② **Currency**  
If currency details are not completed we will assume currency is in pound sterling.

Currency ②	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
Pounds (£)	Series A1 Preferred Shares	5,362,720	£0.005	£2.90	£0
Pounds (£)	Series A2 Preferred Shares	4,312,316	£0.005	£2.32	£0

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)

## SH01

## Return of allotment of shares

4

## 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
<b>Currency table A</b>				
	Please see continuation sheet.			
		<b>Totals</b>		

<b>Currency table B</b>				
		<b>Totals</b>		

<b>Currency table C</b>				
		<b>Totals</b>		

<b>Totals (including continuation pages)</b>		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		14,939,517	£74,697.585	£0

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

SH01

## Return of allotment of shares

## 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

Prescribed particulars

Each Ordinary Share carries one vote. Each holder of Ordinary Shares shall be entitled to participate in distributions to the extent that the company distributes any available profits in respect of any financial year after the preferred right of the holders of Seed Preferred Shares. Each holder of Ordinary Shares shall be entitled to participate on a return of capital (including a winding up) after the preferred right of the holders of Seed Preferred Shares. The Ordinary Shares are not redeemable.

## 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.

Class of share

Growth

Prescribed particulars

Each Growth Share carries one vote. No rights to participate in income distributions, other than upon an Exit (as specified in the Articles). Limited right to distributions in respect of capital (including on a winding up) with participation if the Hurdle (as specified in the Articles) is met, upon the terms of the Articles. The Growth Shares are not redeemable.

Class of share

Prescribed particulars

Please see continuation sheet.

## Signature

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:  
  
 00A0E58E467E4CE

X

This form may be signed by:

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

## 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.

## Person authorised

Under either section 270 or 274 of the Companies Act 2006.

SH01

## Return of allotment of shares

**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

KXJ/678162

Company name

Macfarlanes LLP

Address

20 Cursitor Street

Post town

County/Region

London

Postcode

E C 4 A 1 L T

Country

United Kingdom

DX

DX No: 138 Chancery Lane

Telephone

+44 (0)20 7849 2064

**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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)

3	Shares allotted
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**2 Currency**  
If currency details are not completed we will assume currency is in pound sterling.

[illegible]

In accordance with  
Section 555 of the  
Companies Act 2006.

## SH01 - continuation page

### Return of allotment of shares

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

Details of non-cash consideration.

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

In accordance with  
Section 555 of the  
Companies Act 2006.

# SH01 - continuation page

## Return of allotment of shares

4

### 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
Pounds (£)	Ordinary Shares	3,160,519	£15,802.595	
Pounds (£)	Growth Shares	66,250	£331.25	
Pounds (£)	Series Seed 1 Preferred Shares	627,192	£3,135.96	
Pounds (£)	Series Seed 2 Preferred Shares	1,410,520	£7,052.60	
Pounds (£)	Series A1 Preferred Shares	5,362,720	£26,813.60	
Pounds (£)	Series A2 Preferred Shares	4,312,316	£21,561.58	
Totals		14,939,517	£74,697.585	£0

In accordance with  
Section 555 of the  
Companies Act 2006.

# SH01 - continuation page

## Return of allotment of shares

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

Class of share	Series Seed 1 Preferred Shares	
Prescribed particulars	<p>Each Series Seed 1 Preferred Share carries one vote.</p> <p>To the extent that the company distributes any available profits in respect of any financial year, each holder of Series Seed 1 Preferred Shares shall be entitled to receive in respect of each Series Seed 1 Preferred Share held, in priority to all other classes of share in the capital of the Company (except the Preferred Shares), an amount equal to the product of (i) the Starting Price of such Series Seed 1 Preferred Shares multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant Financial Year that such Series Seed 1 Preferred Shares will have been in issue and divided by (iv) the total number of days in the relevant Financial Year, provided that (i) if the amounts distributed in the relevant Financial Year are insufficient to pay such amounts to the holders of the Preferred Shares in full, the amounts to be distributed shall be apportioned between the holders of the Preferred Shares pro rata; and (ii) if the Series Seed 1 Preferred Shares, the Series Seed 2 Preferred Shares, the Series A1 Preferred Shares and/or the Series A2 Preferred Shares would have received a larger distribution if such Preferred Shares had been Ordinary Shares immediately prior to the first distribution of profits in respect of that financial year, those Preferred Shares will instead participate in any further distribution of profits (in respect of the same financial year) on the same basis as, and pari passu in all respects with, the Ordinary Shares on an as converted basis.</p> <p>On a return of capital (including a winding up), each holder of Series Seed 1 Preferred Shares shall be entitled to receive in respect of each Series Seed 1 Preferred Share held, subject only to the rights of the Series A Preferred Shares but in priority to all other classes of share in the capital of the Company (except Series Seed 2 Preferred Shares), the Starting Price of that Series Seed 1 Preferred Share plus any dividends thereon which have been declared but unpaid provided that, if there is a shortfall of assets remaining to satisfy such payments in full, the proceeds shall be distributed to the holders of Series Seed 1 Preferred Shares and Series Seed 2 Preferred Shares pro rata and (iii) if the Series Seed 1 Preferred Shares, the Series Seed 2 Preferred Shares, the Series A1 Preferred Shares and/or the Series A2 Preferred Shares would have received a larger distribution if they had been Ordinary Shares, they will instead participate in any return of capital on the same basis as and pari passu in all respects with the Ordinary Shares on an as converted basis.</p> <p>The Series Seed 1 Preferred Shares are not redeemable.</p>	



SH01 - continuation page  
Return of allotment of shares**5 Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	Series Seed 2 Preferred Shares	
Prescribed particulars	<p>Each Series Seed 2 Preferred Share carries one vote.</p> <p>To the extent that the company distributes any available profits in respect of any financial year, each holder of Series Seed 2 Preferred Shares shall be entitled to receive in respect of each Series Seed 2 Preferred Share held, in priority to all other classes of share in the capital of the Company (except the Preferred Shares), an amount equal to the product of (i) the Starting Price of such Series Seed 2 Preferred Shares multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant Financial Year that such Series Seed 1 Preferred Shares will have been in issue and divided by (iv) the total number of days in the relevant Financial Year, provided that (i) if the amounts distributed in the relevant Financial Year are insufficient to pay such amounts to the holders of the Preferred Shares in full, the amounts to be distributed shall be apportioned between the holders of the Preferred Shares pro rata; and (ii) if the Series Seed 1 Preferred Shares, the Series Seed 2 Preferred Shares, the Series A1 Preferred Shares and/or the Series A2 Preferred Shares would have received a larger distribution if such Preferred Shares had been Ordinary Shares immediately prior to the first distribution of profits in respect of that financial year, those Preferred Shares will instead participate in any further distribution of profits (in respect of the same financial year) on the same basis as, and pari passu in all respects with, the Ordinary Shares on an as converted basis.</p> <p>On a return of capital (including a winding up), each holder of Series Seed 2 Preferred Shares shall be entitled to receive in respect of each Series Seed 2 Preferred Share held, subject only to the rights of the Series A Preferred Shares but in priority to all other classes of share in the capital of the Company (except Series Seed 1 Preferred Shares), the Starting Price of that Series Seed 2 Preferred Share plus any dividends thereon which have been declared but unpaid provided that, if there is a shortfall of assets remaining to satisfy such payments in full, the proceeds shall be distributed to the holders of Series Seed 1 Preferred Shares and Series Seed 2 Preferred Shares pro rata and (iii) if the Series Seed 1 Preferred Shares, the Series Seed 2 Preferred Shares, the Series A1 Preferred Shares and/or the Series A2 Preferred Shares would have received a larger distribution if they had been Ordinary Shares, they will instead participate in any return of capital on the same basis as and pari passu in all respects with the Ordinary Shares on an as converted basis.</p> <p>The Series Seed 2 Preferred Shares are not redeemable.</p>	

In accordance with  
Section 555 of the  
Companies Act 2006.

# SH01 - continuation page

## Return of allotment of shares

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

Class of share	Series A1 Preferred Shares	
Prescribed particulars	<p>Each Series A1 Preferred Share carries one vote.</p> <p>To the extent that the company distributes any available profits in respect of any financial year, each holder of Series A1 Preferred Shares shall be entitled to receive in respect of each Series A1 Preferred Share held, in priority to all other classes of share in the capital of the Company (except the Preferred Shares), an amount equal to the product of (i) the Starting Price of such Series A1 Preferred Shares multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant Financial Year that such Series A1 Preferred Shares will have been in issue and divided by (iv) the total number of days in the relevant Financial Year, provided that (i) if the amounts distributed in the relevant Financial Year are insufficient to pay such amounts to the holders of the Preferred Shares in full, the amounts to be distributed shall be apportioned between the holders of the Preferred Shares pro rata; and (ii) if the Series Seed 1 Preferred Shares, the Series Seed 2 Preferred Shares, the Series A1 Preferred Shares and/or the Series A2 Preferred Shares would have received a larger distribution if such Preferred Shares had been Ordinary Shares immediately prior to the first distribution of profits in respect of that financial year, those Preferred Shares will instead participate in any further distribution of profits (in respect of the same financial year) on the same basis as, and pari passu in all respects with, the Ordinary Shares on an as converted basis.</p> <p>On a return of capital (including a winding up), each holder of Series A1 Preferred Shares shall be entitled to receive in respect of each Series A1 Preferred Share held, in priority to all other classes of share in the capital of the Company (except Series A2 Preferred Shares), the Starting Price of that Series A1 Preferred Share plus any dividends thereon which have been declared but unpaid provided that, if there is a shortfall of assets remaining to satisfy such payments in full, the proceeds shall be distributed to the holders of Series A1 Preferred Shares and Series A2 Preferred Shares pro rata and (iii) if the Series Seed 1 Preferred Shares, the Series Seed 2 Preferred Shares, the Series A1 Preferred Shares and/or the Series A2 Preferred Shares would have received a larger distribution if they had been Ordinary Shares, they will instead participate in any return of capital on the same basis as and pari passu in all respects with the Ordinary Shares on an as converted basis.</p> <p>The Series A1 Preferred Shares are not redeemable.</p>	

In accordance with  
Section 555 of the  
Companies Act 2006.

# SH01 - continuation page

## Return of allotment of shares

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

Class of share	Series A2 Preferred Shares	
Prescribed particulars	<p>Each Series A2 Preferred Share carries one vote.</p> <p>To the extent that the company distributes any available profits in respect of any financial year, each holder of Series A2 Preferred Shares shall be entitled to receive in respect of each Series A2 Preferred Share held, in priority to all other classes of share in the capital of the Company (except the Preferred Shares), an amount equal to the product of (i) the Starting Price of such Series A2 Preferred Shares multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant Financial Year that such Series A2 Preferred Shares will have been in issue and divided by (iv) the total number of days in the relevant Financial Year, provided that (i) if the amounts distributed in the relevant Financial Year are insufficient to pay such amounts to the holders of the Preferred Shares in full, the amounts to be distributed shall be apportioned between the holders of the Preferred Shares pro rata; and (ii) if the Series Seed 1 Preferred Shares, the Series Seed 2 Preferred Shares, the Series A1 Preferred Shares and/or the Series A2 Preferred Shares would have received a larger distribution if such Preferred Shares had been Ordinary Shares immediately prior to the first distribution of profits in respect of that financial year, those Preferred Shares will instead participate in any further distribution of profits (in respect of the same financial year) on the same basis as, and pari passu in all respects with, the Ordinary Shares on an as converted basis.</p> <p>On a return of capital (including a winding up), each holder of Series A2 Preferred Shares shall be entitled to receive in respect of each Series A2 Preferred Share held, in priority to all other classes of share in the capital of the Company (except Series A1 Preferred Shares), the Starting Price of that Series A2 Preferred Share plus any dividends thereon which have been declared but unpaid provided that, if there is a shortfall of assets remaining to satisfy such payments in full, the proceeds shall be distributed to the holders of Series A1 Preferred Shares and Series A2 Preferred Shares pro rata and (iii) if the Series Seed 1 Preferred Shares, the Series Seed 2 Preferred Shares, the Series A1 Preferred Shares and/or the Series A2 Preferred Shares would have received a larger distribution if they had been Ordinary Shares, they will instead participate in any return of capital on the same basis as and pari passu in all respects with the Ordinary Shares on an as converted basis.</p> <p>The Series A2 Preferred Shares are not redeemable.</p>	