

**Return of Allotment of Shares**Company Name: **USNOOP LIMITED**Company Number: **11797870**Received for filing in Electronic Format on the: **14/02/2022**

XAXUGNE8

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	24/01/2022	

Class of Shares: **ORDINARY****Currency:** **GBP**Number allotted **250**Nominal value of each share **0.005**Amount paid: **2.28**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	GROWTH	Number allotted	66250
	SHARES	Aggregate nominal value:	331.25

Currency: **GBP**

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 Shares:	ORDINARY	Number allotted	3160769
Currency:	GBP	Aggregate nominal value:	15803.845

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.

Class of Shares:	SERIES	Number allotted	5362720
	A1	Aggregate nominal value:	26813.6
	PREFERRED		

Currency: **GBP**

Prescribed particulars

EACH SERIES A1 PREFERRED SHARE CARRIES ONE VOTE. 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. 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. THE SERIES A1 PREFERRED SHARES ARE NOT REDEEMABLE.

Class of Shares:	SERIES	Number allotted	4312316
	A2	Aggregate nominal value:	21561.58
	PREFERRED		
Currency:	GBP		
Prescribed particulars			

EACH SERIES A2 PREFERRED SHARE CARRIES ONE VOTE. 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. 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. THE SERIES A2 PREFERRED SHARES ARE NOT REDEEMABLE.

Class of Shares:	SERIES	Number allotted	627192
	SEED 1	Aggregate nominal value:	3135.96
	PREFERRED		
	SHARES		
Currency:	GBP		
Prescribed particulars			

EACH SERIES SEED 1 PREFERRED SHARE CARRIES ONE VOTE. 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. 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.THE
SERIES SEED 1 PREFERRED SHARES ARE NOT REDEEMABLE.

Class of Shares:	SERIES	Number allotted	1410520
	SEED 2	Aggregate nominal value:	7052.6
	PREFERRED		
	SHARES		
Currency:	GBP		
Prescribed particulars			

EACH SERIES SEED 2 PREFERRED SHARE CARRIES ONE VOTE. 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. 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

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SERIES SEED 2 PREFERRED SHARES ARE NOT REDEEMABLE.**

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	14939767
		Total aggregate nominal value:	74698.835
		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.