

**Return of Allotment of Shares**Company Name: **TRUELAYER GROUP HOLDINGS LIMITED**Company Number: **12500702**Received for filing in Electronic Format on the: **19/10/2023**

XCEI3UMX

**Shares Allotted (including bonus shares)**

| Date or period during which<br>shares are allotted | From              | To                |
|--|-------------------|-------------------|
|  | <b>06/07/2023</b> | <b>18/10/2023</b> |

**Class of Shares: ORDINARY****Currency: USD**

|                             |                 |
|-----------------------------|-----------------|
| Number allotted             | <b>2245</b>     |
| Nominal value of each share | <b>0.000001</b> |
| Amount paid:                | <b>291.85</b>   |
| Amount unpaid:              | <b>0</b>        |

No shares allotted other than for cash

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# Statement of Capital (Share Capital)

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|                        |          |                          |          |
|------------------------|----------|--------------------------|----------|
| Class of Shares:       | A        | Number allotted          | 6956     |
|                        | ORDINARY | Aggregate nominal value: | 0.006956 |
| Currency:              | USD      |                          |          |
| Prescribed particulars |          |                          |          |

A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE RIGHT TO DIVIDENDS IN ACCORDANCE WITH THE FOLLOWING: 1 FIRST TO THE E PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE E PREFERENCE SUBSCRIPTION PRICE PER E PREFERENCE SHARE); 2) SECOND PAYING THE D PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE D PREFERENCE SUBSCRIPTION PRICE PER D PREFERENCE SHARE); 3) THIRD PAYING THE C PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE C PREFERENCE SUBSCRIPTION PRICE PER C PREFERENCE SHARE); 4) FOURTH PAYING THE B PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE B PREFERENCE SUBSCRIPTION PRICE PER B PREFERENCE SHARE); ANY SURPLUS AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS, THE SERIES SEED SHAREHOLDERS, THE A PREFERENCE SHAREHOLDERS, THE B PREFERENCE SHAREHOLDERS, THE C PREFERENCE SHAREHOLDERS, THE D PREFERENCE SHAREHOLDERS AND THE E PREFERENCE SHAREHOLDER PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM; C) THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS (WHETHER ON A LIQUIDATION, RETURN OF CAPITAL, ASSET SALE OR PROCEEDS OF SALE), THE DISTRIBUTABLE FUNDS SHALL BE APPLIED AS FOLLOWS: FIRST, IN PAYING TO EACH E PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS E PREFERENCE SHARES, THE E PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE E PREFERENCE SHARES) FOR EACH E PREFERENCE SHARE HELD; SECOND, IN PAYING TO EACH D PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS D PREFERENCE SHARES, THE D PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE D PREFERENCE SHARES) FOR EACH D PREFERENCE SHARE HELD; THIRD, IN PAYING TO EACH C PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS C PREFERENCE SHARES, THE C PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE C PREFERENCE SHARES) FOR EACH C PREFERENCE SHARE HELD; FOURTH, IN PAYING TO EACH B PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS B PREFERENCE SHARES, THE B PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE B PREFERENCE SHARES) FOR EACH B PREFERENCE SHARE HELD; FIFTH, IN PAYING TO EACH A PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS A PREFERENCE SHARES, THE A PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE A PREFERENCE SHARES) FOR EACH A PREFERENCE SHARE HELD; SIXTH, IN PAYING TO EACH SERIES SEED SHAREHOLDER IN RELATION TO ALL OF ITS SERIES SEED SHARES,

THE SERIES SEED SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE SERIES SEED SHARES) FOR EACH SERIES SEED SHARE HELD; SEVENTH, IN PAYING TO THE HOLDERS OF DEFERRED SHARES, IF ANY, A TOTAL OF \$1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND EIGHTH, THE BALANCE OF THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA IN RESPECT OF THE NUMBER OF ORDINARY SHARES AND/OR A ORDINARY SHARES (AS THE CASE MAY BE) HELD. D) THE A ORDINARY SHARES ARE NOT REDEEMABLE.

|                        |          |                          |          |
|------------------------|----------|--------------------------|----------|
| Class of Shares:       | ORDINARY | Number allotted          | 1095253  |
| Currency:              | USD      | Aggregate nominal value: | 1.095253 |
| Prescribed particulars |          |                          |          |

A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE RIGHT TO DIVIDENDS IN ACCORDANCE WITH THE FOLLOWING: 1 FIRST TO THE E PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE E PREFERENCE SUBSCRIPTION PRICE PER E PREFERENCE SHARE); 2) SECOND PAYING THE D PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE D PREFERENCE SUBSCRIPTION PRICE PER D PREFERENCE SHARE); 3) THIRD PAYING THE C PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE C PREFERENCE SUBSCRIPTION PRICE PER C PREFERENCE SHARE); 4) FOURTH PAYING THE B PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE B PREFERENCE SUBSCRIPTION PRICE PER B PREFERENCE SHARE); ANY SURPLUS AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS, THE SERIES SEED SHAREHOLDERS, THE A PREFERENCE SHAREHOLDERS, THE B PREFERENCE SHAREHOLDERS, THE C PREFERENCE SHAREHOLDERS, THE D PREFERENCE SHAREHOLDERS AND THE E PREFERENCE SHAREHOLDER PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM; C) THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS (WHETHER ON A LIQUIDATION, RETURN OF CAPITAL, ASSET SALE OR PROCEEDS OF SALE), THE DISTRIBUTABLE FUNDS SHALL BE APPLIED AS FOLLOWS: FIRST, IN PAYING TO EACH E PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS E PREFERENCE SHARES, THE E PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE E PREFERENCE SHARES) FOR EACH E PREFERENCE SHARE HELD; SECOND, IN PAYING TO EACH D PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS D PREFERENCE SHARES, THE D PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE D PREFERENCE SHARES) FOR EACH D PREFERENCE SHARE HELD; THIRD, IN PAYING TO EACH C PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS C PREFERENCE SHARES, THE C PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE C PREFERENCE SHARES) FOR EACH C PREFERENCE SHARE HELD; FOURTH, IN PAYING TO EACH B PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS B PREFERENCE SHARES, THE B PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE B PREFERENCE SHARES) FOR EACH B PREFERENCE SHARE HELD; FIFTH, IN PAYING TO EACH A PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS A PREFERENCE SHARES, THE A PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE A PREFERENCE SHARES) FOR EACH A PREFERENCE SHARE HELD; SIXTH, IN PAYING TO EACH SERIES SEED SHAREHOLDER IN RELATION TO ALL OF ITS SERIES SEED SHARES,

THE SERIES SEED SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE SERIES SEED SHARES) FOR EACH SERIES SEED SHARE HELD; SEVENTH, IN PAYING TO THE HOLDERS OF DEFERRED SHARES, IF ANY, A TOTAL OF \$1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND EIGHTH, THE BALANCE OF THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA IN RESPECT OF THE NUMBER OF ORDINARY SHARES AND/OR A ORDINARY SHARES (AS THE CASE MAY BE) HELD. D) THE ORDINARY SHARES ARE NOT REDEEMABLE.

|                        |            |                          |          |
|------------------------|------------|--------------------------|----------|
| Class of Shares:       | A          | Number allotted          | 364269   |
|                        | PREFERENCE | Aggregate nominal value: | 0.364269 |
| Currency:              | USD        |                          |          |
| Prescribed particulars |            |                          |          |

A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE RIGHT TO DIVIDENDS IN ACCORDANCE WITH THE FOLLOWING: 1 FIRST TO THE E PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE E PREFERENCE SUBSCRIPTION PRICE PER E PREFERENCE SHARE); 2) SECOND PAYING THE D PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE D PREFERENCE SUBSCRIPTION PRICE PER D PREFERENCE SHARE); 3) THIRD PAYING THE C PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE C PREFERENCE SUBSCRIPTION PRICE PER C PREFERENCE SHARE); 4) FOURTH PAYING THE B PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE B PREFERENCE SUBSCRIPTION PRICE PER B PREFERENCE SHARE); ANY SURPLUS AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS, THE SERIES SEED SHAREHOLDERS, THE A PREFERENCE SHAREHOLDERS, THE B PREFERENCE SHAREHOLDERS, THE C PREFERENCE SHAREHOLDERS, THE D PREFERENCE SHAREHOLDERS AND THE E PREFERENCE SHAREHOLDER PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM; C) THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS (WHETHER ON A LIQUIDATION, RETURN OF CAPITAL, ASSET SALE OR PROCEEDS OF SALE), THE DISTRIBUTABLE FUNDS SHALL BE APPLIED AS FOLLOWS: FIRST, IN PAYING TO EACH E PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS E PREFERENCE SHARES, THE E PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE E PREFERENCE SHARES) FOR EACH E PREFERENCE SHARE HELD; SECOND, IN PAYING TO EACH D PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS D PREFERENCE SHARES, THE D PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE D PREFERENCE SHARES) FOR EACH D PREFERENCE SHARE HELD; THIRD, IN PAYING TO EACH C PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS C PREFERENCE SHARES, THE C PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE C PREFERENCE SHARES) FOR EACH C PREFERENCE SHARE HELD; FOURTH, IN PAYING TO EACH B PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS B PREFERENCE SHARES, THE B PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE B PREFERENCE SHARES) FOR EACH B PREFERENCE SHARE HELD; FIFTH, IN PAYING TO EACH A PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS A PREFERENCE SHARES, THE A PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE A PREFERENCE SHARES) FOR EACH A PREFERENCE SHARE HELD; SIXTH, IN PAYING TO EACH SERIES SEED SHAREHOLDER IN RELATION TO ALL OF ITS SERIES SEED SHARES,

THE SERIES SEED SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE SERIES SEED SHARES) FOR EACH SERIES SEED SHARE HELD; SEVENTH, IN PAYING TO THE HOLDERS OF DEFERRED SHARES, IF ANY, A TOTAL OF \$1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND EIGHTH, THE BALANCE OF THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA IN RESPECT OF THE NUMBER OF ORDINARY SHARES AND/OR A ORDINARY SHARES (AS THE CASE MAY BE) HELD. D) THE A PREFERENCE SHARES ARE NOT REDEEMABLE.

|                        |            |                          |          |
|------------------------|------------|--------------------------|----------|
| Class of Shares:       | B          | Number allotted          | 531765   |
|                        | PREFERENCE | Aggregate nominal value: | 0.531765 |
| Currency:              | USD        |                          |          |
| Prescribed particulars |            |                          |          |



A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE RIGHT TO DIVIDENDS IN ACCORDANCE WITH THE FOLLOWING: 1 FIRST TO THE E PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE E PREFERENCE SUBSCRIPTION PRICE PER E PREFERENCE SHARE); 2) SECOND PAYING THE D PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE D PREFERENCE SUBSCRIPTION PRICE PER D PREFERENCE SHARE); 3) THIRD PAYING THE C PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE C PREFERENCE SUBSCRIPTION PRICE PER C PREFERENCE SHARE); 4) FOURTH PAYING THE B PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE B PREFERENCE SUBSCRIPTION PRICE PER B PREFERENCE SHARE); ANY SURPLUS AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS, THE SERIES SEED SHAREHOLDERS, THE A PREFERENCE SHAREHOLDERS, THE B PREFERENCE SHAREHOLDERS, THE C PREFERENCE SHAREHOLDERS, THE D PREFERENCE SHAREHOLDERS AND THE E PREFERENCE SHAREHOLDER PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM; C) THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS (WHETHER ON A LIQUIDATION, RETURN OF CAPITAL, ASSET SALE OR PROCEEDS OF SALE), THE DISTRIBUTABLE FUNDS SHALL BE APPLIED AS FOLLOWS: FIRST, IN PAYING TO EACH E PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS E PREFERENCE SHARES, THE E PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE E PREFERENCE SHARES) FOR EACH E PREFERENCE SHARE HELD; SECOND, IN PAYING TO EACH D PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS D PREFERENCE SHARES, THE D PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE D PREFERENCE SHARES) FOR EACH D PREFERENCE SHARE HELD; THIRD, IN PAYING TO EACH C PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS C PREFERENCE SHARES, THE C PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE C PREFERENCE SHARES) FOR EACH C PREFERENCE SHARE HELD; FOURTH, IN PAYING TO EACH B PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS B PREFERENCE SHARES, THE B PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE B PREFERENCE SHARES) FOR EACH B PREFERENCE SHARE HELD; FIFTH, IN PAYING TO EACH A PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS A PREFERENCE SHARES, THE A PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE A PREFERENCE SHARES) FOR EACH A PREFERENCE SHARE HELD; SIXTH, IN PAYING TO EACH SERIES SEED SHAREHOLDER IN RELATION TO ALL OF ITS SERIES SEED SHARES,

THE SERIES SEED SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE SERIES SEED SHARES) FOR EACH SERIES SEED SHARE HELD; SEVENTH, IN PAYING TO THE HOLDERS OF DEFERRED SHARES, IF ANY, A TOTAL OF \$1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND EIGHTH, THE BALANCE OF THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA IN RESPECT OF THE NUMBER OF ORDINARY SHARES AND/OR A ORDINARY SHARES (AS THE CASE MAY BE) HELD. D) THE B PREFERNCE SHARES ARE NOT REDEEMABLE.

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|------------------------|------------|--------------------------|----------|
| Class of Shares:       | C          | Number allotted          | 1308786  |
|                        | PREFERENCE | Aggregate nominal value: | 1.308786 |
| Currency:              | USD        |                          |          |
| Prescribed particulars |            |                          |          |

A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE RIGHT TO DIVIDENDS IN ACCORDANCE WITH THE FOLLOWING: 1 FIRST TO THE E PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE E PREFERENCE SUBSCRIPTION PRICE PER E PREFERENCE SHARE); 2) SECOND PAYING THE D PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE D PREFERENCE SUBSCRIPTION PRICE PER D PREFERENCE SHARE); 3) THIRD PAYING THE C PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE C PREFERENCE SUBSCRIPTION PRICE PER C PREFERENCE SHARE); 4) FOURTH PAYING THE B PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE B PREFERENCE SUBSCRIPTION PRICE PER B PREFERENCE SHARE); ANY SURPLUS AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS, THE SERIES SEED SHAREHOLDERS, THE A PREFERENCE SHAREHOLDERS, THE B PREFERENCE SHAREHOLDERS, THE C PREFERENCE SHAREHOLDERS, THE D PREFERENCE SHAREHOLDERS AND THE E PREFERENCE SHAREHOLDER PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM; C) THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS (WHETHER ON A LIQUIDATION, RETURN OF CAPITAL, ASSET SALE OR PROCEEDS OF SALE), THE DISTRIBUTABLE FUNDS SHALL BE APPLIED AS FOLLOWS: FIRST, IN PAYING TO EACH E PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS E PREFERENCE SHARES, THE E PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE E PREFERENCE SHARES) FOR EACH E PREFERENCE SHARE HELD; SECOND, IN PAYING TO EACH D PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS D PREFERENCE SHARES, THE D PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE D PREFERENCE SHARES) FOR EACH D PREFERENCE SHARE HELD; THIRD, IN PAYING TO EACH C PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS C PREFERENCE SHARES, THE C PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE C PREFERENCE SHARES) FOR EACH C PREFERENCE SHARE HELD; FOURTH, IN PAYING TO EACH B PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS B PREFERENCE SHARES, THE B PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE B PREFERENCE SHARES) FOR EACH B PREFERENCE SHARE HELD; FIFTH, IN PAYING TO EACH A PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS A PREFERENCE SHARES, THE A PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE A PREFERENCE SHARES) FOR EACH A PREFERENCE SHARE HELD; SIXTH, IN PAYING TO EACH SERIES SEED SHAREHOLDER IN RELATION TO ALL OF ITS SERIES SEED SHARES,

THE SERIES SEED SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE SERIES SEED SHARES) FOR EACH SERIES SEED SHARE HELD; SEVENTH, IN PAYING TO THE HOLDERS OF DEFERRED SHARES, IF ANY, A TOTAL OF \$1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND EIGHTH, THE BALANCE OF THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA IN RESPECT OF THE NUMBER OF ORDINARY SHARES AND/OR A ORDINARY SHARES (AS THE CASE MAY BE) HELD. D) THE C PREFERENCE SHARES ARE NOT REDEEMABLE.

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|------------------------|------------|--------------------------|----------|
| Class of Shares:       | D          | Number allotted          | 1053566  |
|                        | PREFERENCE | Aggregate nominal value: | 1.053566 |
| Currency:              | USD        |                          |          |
| Prescribed particulars |            |                          |          |

A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE RIGHT TO DIVIDENDS PAID IN PROPORTION TO THE AMOUNTS PAID OR CREDITED AS PAID ON THE D PREFERENCE SHARES IN ACCORDANCE WITH THE FOLLOWING: 1) FIRST IN PAYING AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE D PREFERENCE SUBSCRIPTION PRICE PER D PREFERENCE SHARE; 2) SECOND IN PAYING AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE C PREFERENCE SUBSCRIPTION PRICE PER C PREFERENCE SHARE; 3) THIRD IN PAYING AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE B PREFERENCE SUBSCRIPTION PRICE PER B PREFERENCE SHARE 4) ANY SURPLUS AVAILABLE PROFITS SHALL BE DISTRIBUTED TO ALL SHAREHOLDERS PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM; C) THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS (WHETHER ON A LIQUIDATION, RETURN OF CAPITAL, ASSET SALE OR PROCEEDS OF SALE), THE DISTRIBUTABLE FUNDS SHALL BE APPLIED AS FOLLOWS: I) FIRST IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE D PREFERENCE SHARES TO THE HOLDERS OF THE D PREFERENCE SHARES PRO RATA TO THE NUMBER OF D PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE D PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE D PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF D PREFERENCE SHARES HELD BY THEM; II) SECOND IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE C PREFERENCE SHARES TO THE HOLDERS OF THE C PREFERENCE SHARES PRO RATA TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE C PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE C PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM; III) THIRD IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE B PREFERENCE SHARES TO THE HOLDERS OF THE B PREFERENCE SHARES PRO RATA TO THE NUMBER OF B PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE B PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE B PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF B PREFERENCE SHARES HELD BY THEM; IV) FOURTH IN PAYING A SUM EQUAL TO THE AGGREGATE SUBSCRIPTION PRICE OF ALL THE A PREFERENCE SHARES TO THE HOLDERS OF THE A PREFERENCE SHARES PRO RATA TO THE NUMBER OF A PREFERENCE SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE A PREFERENCE SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE A PREFERENCE SHARES PRO

RATA ACCORDING TO THE NUMBER OF A PREFERENCE SHARES HELD BY THEM; V) FIFTH IN PAYING A SUM EQUAL TO THE OF ALL THE SERIES SEED SHARES TO THE HOLDERS OF THE SERIES SEED SHARES PRO RATA TO THE NUMBER OF SERIES SEED SHARES HELD BY THEM AND IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE SUMS DUE TO THE SERIES SEED SHAREHOLDERS, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE SERIES SEED SHARES PRO RATA ACCORDING TO THE NUMBER OF SERIES SEED SHARES HELD BY THEM; VI) ANY DISTRIBUTABLE FUNDS REMAINING AFTER THE ABOVE SHAREHOLDERS HAVE RECEIVED THEIR DISTRIBUTION WILL DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES AND A ORDINARY SHARES HELD; SAVE THAT, EACH SHAREHOLDER (EXCLUDING THE HOLDERS OF DEFERRED SHARES AND A ORDINARY SHARES) SHALL BE DEEMED TO HAVE CONVERTED SUCH HOLDER'S SHARES INTO ORDINARY SHARES IMMEDIATELY PRIOR TO THE EVENT GIVING RISE TO A DISTRIBUTION IF, AS A RESULT OF AN ACTUAL CONVERSION, SUCH HOLDER WOULD RECEIVE, IN THE AGGREGATE AN AMOUNT GREATER THAN THE AMOUNT THAT WOULD BE DISTRIBUTED TO SUCH SHAREHOLDER IF THEY DID NOT CONVERT THEIR SHARES TO ORDINARY SHARES. D) THE D PREFERENCE SHARES ARE NOT REDEEMABLE.

|                         |                   |                          |                 |
|-------------------------|-------------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>E</b>          | Number allotted          | <b>983903</b>   |
|                         | <b>PREFERENCE</b> | Aggregate nominal value: | <b>0.983903</b> |
| Currency:               | <b>USD</b>        |                          |                 |
| Prescribed particulars  |                   |                          |                 |

A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE RIGHT TO DIVIDENDS IN ACCORDANCE WITH THE FOLLOWING: 1 FIRST TO THE E PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE E PREFERENCE SUBSCRIPTION PRICE PER E PREFERENCE SHARE); 2) SECOND PAYING THE D PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE D PREFERENCE SUBSCRIPTION PRICE PER D PREFERENCE SHARE); 3) THIRD PAYING THE C PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE C PREFERENCE SUBSCRIPTION PRICE PER C PREFERENCE SHARE); 4) FOURTH PAYING THE B PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE B PREFERENCE SUBSCRIPTION PRICE PER B PREFERENCE SHARE); ANY SURPLUS AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS, THE SERIES SEED SHAREHOLDERS, THE A PREFERENCE SHAREHOLDERS, THE B PREFERENCE SHAREHOLDERS, THE C PREFERENCE SHAREHOLDERS, THE D PREFERENCE SHAREHOLDERS AND THE E PREFERENCE SHAREHOLDER PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM; C) THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS (WHETHER ON A LIQUIDATION, RETURN OF CAPITAL, ASSET SALE OR PROCEEDS OF SALE), THE DISTRIBUTABLE FUNDS SHALL BE APPLIED AS FOLLOWS: FIRST, IN PAYING TO EACH E PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS E PREFERENCE SHARES, THE E PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE E PREFERENCE SHARES) FOR EACH E PREFERENCE SHARE HELD; SECOND, IN PAYING TO EACH D PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS D PREFERENCE SHARES, THE D PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE D PREFERENCE SHARES) FOR EACH D PREFERENCE SHARE HELD; THIRD, IN PAYING TO EACH C PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS C PREFERENCE SHARES, THE C PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE C PREFERENCE SHARES) FOR EACH C PREFERENCE SHARE HELD; FOURTH, IN PAYING TO EACH B PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS B PREFERENCE SHARES, THE B PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE B PREFERENCE SHARES) FOR EACH B PREFERENCE SHARE HELD; FIFTH, IN PAYING TO EACH A PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS A PREFERENCE SHARES, THE A PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE A PREFERENCE SHARES) FOR EACH A PREFERENCE SHARE HELD; SIXTH, IN PAYING TO EACH SERIES SEED SHAREHOLDER IN RELATION TO ALL OF ITS SERIES SEED SHARES,

THE SERIES SEED SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE SERIES SEED SHARES) FOR EACH SERIES SEED SHARE HELD; SEVENTH, IN PAYING TO THE HOLDERS OF DEFERRED SHARES, IF ANY, A TOTAL OF \$1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND EIGHTH, THE BALANCE OF THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA IN RESPECT OF THE NUMBER OF ORDINARY SHARES AND/OR A ORDINARY SHARES (AS THE CASE MAY BE) HELD. D) THE E PREFERENCE SHARES ARE NOT REDEEMABLE.

|                        |            |                          |          |
|------------------------|------------|--------------------------|----------|
| Class of Shares:       | SEED       | Number allotted          | 212223   |
|                        | PREFERENCE | Aggregate nominal value: | 0.212223 |
| Currency:              | USD        |                          |          |
| Prescribed particulars |            |                          |          |



A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE RIGHT TO DIVIDENDS IN ACCORDANCE WITH THE FOLLOWING: 1 FIRST TO THE E PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE E PREFERENCE SUBSCRIPTION PRICE PER E PREFERENCE SHARE); 2) SECOND PAYING THE D PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE D PREFERENCE SUBSCRIPTION PRICE PER D PREFERENCE SHARE); 3) THIRD PAYING THE C PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE C PREFERENCE SUBSCRIPTION PRICE PER C PREFERENCE SHARE); 4) FOURTH PAYING THE B PREFERENCE SHAREHOLDERS (AT AN ANNUAL NON-CUMULATIVE RATE OF 8% OF THE B PREFERENCE SUBSCRIPTION PRICE PER B PREFERENCE SHARE); ANY SURPLUS AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS, THE SERIES SEED SHAREHOLDERS, THE A PREFERENCE SHAREHOLDERS, THE B PREFERENCE SHAREHOLDERS, THE C PREFERENCE SHAREHOLDERS, THE D PREFERENCE SHAREHOLDERS AND THE E PREFERENCE SHAREHOLDER PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM; C) THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS (WHETHER ON A LIQUIDATION, RETURN OF CAPITAL, ASSET SALE OR PROCEEDS OF SALE), THE DISTRIBUTABLE FUNDS SHALL BE APPLIED AS FOLLOWS: FIRST, IN PAYING TO EACH E PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS E PREFERENCE SHARES, THE E PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE E PREFERENCE SHARES) FOR EACH E PREFERENCE SHARE HELD; SECOND, IN PAYING TO EACH D PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS D PREFERENCE SHARES, THE D PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE D PREFERENCE SHARES) FOR EACH D PREFERENCE SHARE HELD; THIRD, IN PAYING TO EACH C PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS C PREFERENCE SHARES, THE C PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE C PREFERENCE SHARES) FOR EACH C PREFERENCE SHARE HELD; FOURTH, IN PAYING TO EACH B PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS B PREFERENCE SHARES, THE B PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE B PREFERENCE SHARES) FOR EACH B PREFERENCE SHARE HELD; FIFTH, IN PAYING TO EACH A PREFERENCE SHAREHOLDER IN RELATION TO ALL OF ITS A PREFERENCE SHARES, THE A PREFERENCE SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE A PREFERENCE SHARES) FOR EACH A PREFERENCE SHARE HELD; SIXTH, IN PAYING TO EACH SERIES SEED SHAREHOLDER IN RELATION TO ALL OF ITS SERIES SEED SHARES,

THE SERIES SEED SUBSCRIPTION PRICE (PLUS ANY ACCRUED BUT UNPAID DIVIDENDS ON THE SERIES SEED SHARES) FOR EACH SERIES SEED SHARE HELD; SEVENTH, IN PAYING TO THE HOLDERS OF DEFERRED SHARES, IF ANY, A TOTAL OF \$1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND EIGHTH, THE BALANCE OF THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES AND A ORDINARY SHARES PRO RATA IN RESPECT OF THE NUMBER OF ORDINARY SHARES AND/OR A ORDINARY SHARES (AS THE CASE MAY BE) HELD. D) THE SERIES SEED SHARES ARE NOT REDEEMABLE.

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## Statement of Capital (Totals)

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|           |            |                                |                 |
|-----------|------------|--------------------------------|-----------------|
| Currency: | <b>USD</b> | Total number of shares:        | <b>5556721</b>  |
|           |            | Total aggregate nominal value: | <b>5.556721</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.