

**Return of Allotment of Shares**Company Name: **PHLUX TECHNOLOGY LTD**Company Number: **12908876**Received for filing in Electronic Format on the: **19/12/2022**

XBJ6E5SC

Shares Allotted (including bonus shares)

| Date or period during which shares are allotted | From | To |
|----------------------------------------------------|-------------------|----|
| | 24/11/2022 | |

| | | | |
|-------------------------|------------------|-----------------------------|---------------|
| Class of Shares: | SEED | Number allotted | 1 |
| | PREFERRED | Nominal value of each share | 0.0001 |
| Currency: | GBP | Amount paid: | 7 |
| | | Amount unpaid: | 0 |

No shares allotted other than for cash

| | | | |
|-------------------------|------------------|-----------------------------|---------------|
| Class of Shares: | SEED | Number allotted | 22556 |
| | PREFERRED | Nominal value of each share | 0.0001 |
| Currency: | GBP | Amount paid: | 6.65 |
| | | Amount unpaid: | 0 |

No shares allotted other than for cash

Statement of Capital (Share Capital)

| | | | |
|------------------------|----------|--------------------------|--------|
| Class of Shares: | ORDINARY | Number allotted | 688590 |
| Currency: | GBP | Aggregate nominal value: | 68.859 |
| Prescribed particulars | | | |

VOTING: THE ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF ORDINARY SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. **DIVIDENDS:** ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE DEFERRED SHARES AND THE EQUITY SHARES SO THAT THE HOLDERS OF DEFERRED SHARES RECEIVE £1.00 (AS A CLASS) AND THE REMAINDER OF THE AVAILABLE PROFITS WILL BE DISTRIBUTED TO THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. "EQUITY SHARES" MEANS THE ORDINARY SHARES AND SEED PREFERRED SHARES. **INCOME:** ON A DISTRIBUTION OF CAPITAL (I) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; (II) SECOND, IN PAYING A SUM EQUAL TO £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE OF ALL THE SEED PREFERRED SHARES IN ISSUE AT THE RELEVANT TIME PLUS ANY ARREARS ON THE SEED PREFERRED SHARES DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS (THE AMOUNT OF ARREARS PER SEED PREFERRED SHARE BEING THE "SEED PREFERRED SHARE DUE DIVIDEND")) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES HELD BY THEM AND AS TO THE BALANCE TO THE HOLDERS OF THE SEED PREFERRED SHARES SUCH THAT EACH HOLDER OF SEED PREFERRED SHARES RECEIVES IN RESPECT OF EACH SEED PREFERRED SHARE HELD THE ISSUE PRICE OF THAT SEED PREFERRED SHARE PLUS THE AMOUNT OF ANY SEED PREFERRED SHARE DUE DIVIDEND AND PROVIDING THAT, WHERE THERE ARE INSUFFICIENT NET PROCEEDS TO PAY SUCH AMOUNTS, THE NET PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF SEED PREFERRED SHARES AND ORDINARY SHARES PRO RATA TO THE AMOUNT THEY WOULD OTHERWISE HAVE RECEIVED (III) THIRD, THE BALANCE OF THE NET PROCEEDS TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE SEED PREFERRED SHARES PRO RATA ACCORDING TO THE NUMBER OF SEED PREFERRED SHARES HELD BY THEM AND AS TO THE BALANCE TO THE HOLDERS OF THE ORDINARY SHARES ON A PRO-RATA BASIS ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THEM AS IF THEY CONSTITUTED ONE CLASS OF SHARE. **REDEMPTION:** THE ORDINARY SHARES ARE NOT REDEEMABLE.

| | | | |
|-------------------------|------------------|--------------------------|---------------|
| Class of Shares: | SEED | Number allotted | 22557 |
| | PREFERRED | Aggregate nominal value: | 2.2557 |
| Currency: | GBP | | |
| Prescribed particulars | | | |

VOTING: THE SEED PREFERRED SHARES SHALL CONFER ON EACH HOLDER OF SEED PREFERRED SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDENDS: ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE DEFERRED SHARES AND THE EQUITY SHARES SO THAT THE HOLDERS OF DEFERRED SHARES RECEIVE £1.00 (AS A CLASS) AND THE REMAINDER OF THE AVAILABLE PROFITS WILL BE DISTRIBUTED TO THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. "EQUITY SHARES" MEANS THE ORDINARY SHARES AND SEED PREFERRED SHARES. INCOME: ON A DISTRIBUTION OF CAPITAL (I) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES; (II) SECOND, IN PAYING A SUM EQUAL TO £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE OF ALL THE SEED PREFERRED SHARES IN ISSUE AT THE RELEVANT TIME PLUS ANY ARREARS ON THE SEED PREFERRED SHARES DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS (THE AMOUNT OF ARREARS PER SEED PREFERRED SHARE BEING THE "SEED PREFERRED SHARE DUE DIVIDEND")) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES HELD BY THEM AND AS TO THE BALANCE TO THE HOLDERS OF THE SEED PREFERRED SHARES SUCH THAT EACH HOLDER OF SEED PREFERRED SHARES RECEIVES IN RESPECT OF EACH SEED PREFERRED SHARE HELD THE ISSUE PRICE OF THAT SEED PREFERRED SHARE PLUS THE AMOUNT OF ANY SEED PREFERRED SHARE DUE DIVIDEND AND PROVIDING THAT, WHERE THERE ARE INSUFFICIENT NET PROCEEDS TO PAY SUCH AMOUNTS, THE NET PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF SEED PREFERRED SHARES AND ORDINARY SHARES PRO RATA TO THE AMOUNT THEY WOULD OTHERWISE HAVE RECEIVED (III) THIRD, THE BALANCE OF THE NET PROCEEDS TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE SEED PREFERRED SHARES PRO RATA ACCORDING TO THE NUMBER OF SEED PREFERRED SHARES HELD BY THEM AND AS TO THE BALANCE TO THE HOLDERS OF THE ORDINARY SHARES ON A PRO-RATA BASIS ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THEM AS IF THEY CONSTITUTED ONE CLASS OF SHARE. REDEMPTION: THE SEED PREFERRED SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|----------------|
| Currency: | GBP | Total number of shares: | 711147 |
| | | Total aggregate nominal value: | 71.1147 |
| | | 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.