

**Return of Allotment of Shares**Company Name: **ORBUS CAPITAL LIMITED**Company Number: **13877732**Received for filing in Electronic Format on the: **10/05/2022**

XB3QVGFT

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	03/03/2022	

Class of Shares:	A ORDINARY	Number allotted	66438
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	0.01
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	A ORDINARY	Number allotted	8462
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	0
		Amount unpaid:	0

Non-cash consideration

THE TRANSFER OF SHARES IN THE CAPITAL OF COGNITE COMMUNICATIONS LIMITED TO THE COMPANY

Class of Shares:	B ORDINARY	Number allotted	9000
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	PREFERENCE	Number allotted	18098462
Currency:	GBP	Nominal value of each share	1
		Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	PREFERENCE	Number allotted	2301538
Currency:	GBP	Nominal value of each share	1
		Amount paid:	0
		Amount unpaid:	0

Non-cash consideration

THE TRANSFER OF SHARES IN THE CAPITAL OF COGNITE COMMUNICATIONS LIMITED

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	74900
	ORDINARY	Aggregate nominal value:	749

Currency: **GBP**

Prescribed particulars

RIGHT TO RECEIVE NOTICE OF, AND TO ATTEND, SPEAK AND VOTE AT GENERAL MEETINGS OF THE COMPANY. RIGHTS TO THE PAYMENT OF DIVIDENDS AMONGST THE HOLDERS OF THE A SHARES AND THE B SHARES AS IF THEY CONSTITUTED ONE CLASS OF SHARES AFTER THE PAYMENT OF ALL PREFERENCE DIVIDENDS AND SUBJECT TO THE REDEMPTION OF ANY PREFERENCE SHARES DUE FOR REDEMPTION OR AN EXIT EVENT. ON A RETURN OF CAPITAL, IF THE REALISATION VALUE IS LESS THAN OR EQUAL TO THE REALISATION HURDLE, THE DISTRIBUTION SHALL BE APPLIED FIRSTLY BY PAYING TO THE HOLDERS OF THE A SHARES AND THE B SHARES (AS IF ONE CLASS), THE AMOUNTS CREDITED AS PAID UP ON ALL A SHARES AND B SHARES AND THEN BY PAYING TO THE HOLDERS OF THE A SHARES AND THE B SHARES ANY BALANCE WHICH SHALL BE APPORTIONED BETWEEN THE A SHAREHOLDERS AND THE B SHAREHOLDERS PRO-RATA ACCORDING TO THEIR HOLDINGS OF A SHARES AND B SHARES (AS IF ONE CLASS), AND IF THE REALISATION VALUE IS GREATER THAN THE REALISATION HURDLE THEN, (A) AS REGARDS THAT PART OF THE REALISATION VALUE UP TO THE REALISATION HURDLE, THE FOREGOING SHALL APPLY, (B) AS REGARDS THE REALISATION VALUE ABOVE THE REALISATION HURDLE, SUCH AMOUNT SHALL BE ALLOCATED (I) FIRSTLY TO B SHAREHOLDERS TOGETHER WITH AN ADDITIONAL AMOUNT EQUAL TO TEN PER CENT OF THE REALISATION EXCESS; AND (II) THE REALISATION EXCESS REMAINING AFTER THE APPLICATION OF (I), SHALL BE PAID TO THE A SHAREHOLDERS, TO BE APPORTIONED BETWEEN THEM ON THE BASIS OF THE NUMBER OF A SHARES HOLD BY THEM.

Class of Shares:	B	Number allotted	9000
	ORDINARY	Aggregate nominal value:	9

Currency: **GBP**

Prescribed particulars

RIGHT TO RECEIVE NOTICE OF, AND TO ATTEND, SPEAK AND VOTE AT GENERAL MEETINGS OF THE COMPANY. RIGHTS TO THE PAYMENT OF DIVIDENDS AMONGST THE HOLDERS OF THE A SHARES AND THE B SHARES AS IF THEY CONSTITUTED ONE CLASS OF SHARES AFTER THE PAYMENT OF ALL PREFERENCE DIVIDENDS AND SUBJECT TO THE REDEMPTION OF ANY PREFERENCE SHARES DUE FOR REDEMPTION OR AN EXIT EVENT. ON A RETURN OF CAPITAL, IF THE REALISATION VALUE IS LESS THAN OR EQUAL TO THE REALISATION HURDLE, THE DISTRIBUTION SHALL BE APPLIED FIRSTLY BY PAYING TO THE HOLDERS OF THE A SHARES AND THE B SHARES (AS IF ONE CLASS), THE AMOUNTS CREDITED AS PAID UP ON ALL A SHARES AND B SHARES AND THEN BY PAYING TO THE HOLDERS OF THE A SHARES AND THE B SHARES ANY BALANCE WHICH SHALL BE APPORTIONED BETWEEN THE A SHAREHOLDERS AND THE B SHAREHOLDERS PRO-RATA ACCORDING TO THEIR HOLDINGS OF A SHARES AND B SHARES (AS IF ONE CLASS), AND IF THE REALISATION VALUE IS GREATER THAN THE REALISATION HURDLE THEN, (A) AS REGARDS THAT PART OF THE REALISATION VALUE UP TO THE REALISATION HURDLE, THE FOREGOING SHALL APPLY, (B) AS REGARDS THE REALISATION VALUE ABOVE THE REALISATION HURDLE, SUCH AMOUNT SHALL BE ALLOCATED (I) FIRSTLY TO B SHAREHOLDERS TOGETHER WITH AN ADDITIONAL AMOUNT EQUAL TO TEN PER CENT OF THE REALISATION EXCESS; AND (II) THE REALISATION EXCESS REMAINING AFTER THE APPLICATION OF (I), SHALL BE PAID TO THE A SHAREHOLDERS, TO BE APPORTIONED BETWEEN THEM ON THE BASIS OF THE NUMBER OF A SHARES HOLD BY THEM.

Class of Shares:	PREFERENCE	Number allotted	20400000
Currency:	GBP	Aggregate nominal value:	20400000

Prescribed particulars

RIGHT TO RECEIVE NOTICE OF, AND TO ATTEND AND SPEAK AT GENERAL MEETINGS OF THE COMPANY BUT SHALL NOT BE ENTITLED TO VOTE. RIGHTS TO PREFERENCE DIVIDENDS IN PRIORITY TO ANY PAYMENT BY WAY OF DIVIDEND TO THE HOLDERS OF ANY OTHER CLASS OF SHARES. UNLESS ALREADY REDEEMED, THE COMPANY SHALL REDEEM FOR CASH ALL OF THE PREFERENCE SHARES: (A) ON 31 DECEMBER 2028 OR (B) IF EARLIER, IMMEDIATELY PRIOR TO AN EXIT EVENT.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	20483900
		Total aggregate nominal value:	20400758
		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.