

Notice of cancellation of shares



Companies House

For further information, please refer to our guidance at www.gov.uk/companieshouse

All fields are mandatory unless specified or indicated by *

[illegible]

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Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium
Currency table A				
GBP	Pre-Seed	1,501	£150.10	
GBP	Ordinary	1,700	£170.00	
Totals		3,201	£320.10	0
Currency table B				
Totals				
Currency table C				
Totals				
Total issued share capital table				
Complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.		Total number of shares	Total aggregate nominal value	Total aggregate amount unpaid ❶
			Show different currencies separately. For example: £100 + €100 + \$10	Show different currencies separately. For example: £100 + €100 + \$10
Grand total		3,201	£320.10	£0.00

❶ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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5 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 .		<p>❶ Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none">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); andd. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p> <p>Continuation pages Please use a Statement of Capital continuation page if necessary.</p>
Class of share	Pre-Seed	
Prescribed particulars ❶	see attached schedule	
Class of share	Ordinary	
Prescribed particulars ❶	see attached schedule	
Class of share		
Prescribed particulars ❶		

6 Signature

I am signing this form on behalf of the company.		<p>❷ 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.</p> <p>❸ Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>
Signature	<div>Signature</div> <div>X</div> <div>DocuSigned by: Charlotte Lang 9B8FC3F87C4B4C5...</div> <div>X</div>	
This form may be signed by: Director❷, Secretary, Person authorised❷, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.		

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

Class of share	Ordinary
Prescribed particulars	<p>Voting. All share classes, consisting of both Ordinary and Pre-Seed (Preferred Ordinary and on an as converted basis) share classes (and for the avoidance of doubt excludes Deferred Shares) carry the right to receive notice of all general meetings of the Company. All share classes (except for Deferred Shares) carry the right to attend, speak and vote at all general meeting of the Company and to receive and vote on proposed written resolutions of the Company. Dividends. Any available profits which the Company may determine with the consent of the majority of the holders of the Pre-Seed Shares ("Investor Majority Consent") to distribute in respect of any Financial Year shall be subject to the class rights of the Pre-Seed Shares and Ordinary Shares pari passu as if the Shares constituted one class of share and pro rata to their respective holdings (on an as converted basis). Return of Capital and Exit. On a distribution of assets on a liquidation or a return of capital (whether an Exit, liquidation, capital reduction or otherwise) the surplus assets of the Company or surplus capital from an Exit (after payment of Company liabilities) shall be applied (a) first, in paying to each of the holders of the Pre-Seed Shares, in priority to any other classes of Shares, an amount per share held equal to the Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the holders of the Pre-Seed Shares pro rata to their respective holdings of Pre-Seed Shares) (b) second, in paying to the holders of the Deferred Shares, if any, a total of £0.01 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares) and (c) the balance of the surplus assets (if any) shall be distributed among the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held. Notwithstanding the above, for purposes of determining the amount each holder of Pre-Seed Shares is entitled to receive, each such holder shall be deemed to have converted (regardless of whether such holder actually converted) such holder's Pre-Seed Shares into</p>

❶ 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.

Ordinary Shares immediately prior to the event giving rise to the distribution if, as a result of an actual conversion, such holder would receive (as determined in good faith by the Board (acting with

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

Class of share	Pre-Seed
Prescribed particulars	<p>Voting. All share classes, consisting of both Ordinary and Pre-Seed (Preferred Ordinary and on an as converted basis) share classes (and for the avoidance of doubt excludes Deferred Shares) carry the right to receive notice of all general meetings of the Company. All share classes (except for Deferred Shares) carry the right to attend, speak and vote at all general meeting of the Company and to receive and vote on proposed written resolutions of the Company. Dividends. Any available profits which the Company may determine with the consent of the majority of the holders of the Pre-Seed Shares ("Investor Majority Consent") to distribute in respect of any Financial Year shall be subject to the class rights of the Pre-Seed Shares and Ordinary Shares pari passu as if the Shares constituted one class of share and pro rata to their respective holdings (on an as converted basis). Return of Capital and Exit. On a distribution of assets on a liquidation or a return of capital (whether an Exit, liquidation, capital reduction or otherwise) the surplus assets of the Company or surplus capital from an Exit (after payment of Company liabilities) shall be applied (a) first, in paying to each of the holders of the Pre-Seed Shares, in priority to any other classes of Shares, an amount per share held equal to the Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount, the remaining surplus assets shall be distributed to the holders of the Pre-Seed Shares pro rata to their respective holdings of Pre-Seed Shares) (b) second, in paying to the holders of the Deferred Shares, if any, a total of £0.01 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares) and (c) the balance of the surplus assets (if any) shall be distributed among the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held. Notwithstanding the above, for purposes of determining the amount each holder of Pre-Seed Shares is entitled to receive, each such holder shall be deemed to have converted (regardless of whether such holder actually converted) such holder's Pre-Seed Shares into</p>

- ❶ 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.

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**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

Company name

Waterfront Solicitors Llp

Address

Unit 2

14 Weller Street

Post town

London

County/Region

Postcode

S

E

1

1

Q

U

Country

United Kingdom

DX

Telephone

**Checklist**

We may return 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 completed section 2.
- ☐ You have completed 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 or email 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