



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **BUILD A ROCKET BOY LTD.**

Company Number: **SC537252**



Received for filing in Electronic Format on the: **13/06/2022**

XB61UB8H

Company Name: **BUILD A ROCKET BOY LTD.**

Company Number: **SC537252**

Confirmation **05/06/2022**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	10000000
	A	Aggregate nominal value:	1
Currency:	GBP		

Prescribed particulars

THE ORDINARY A SHARES SHALL CONFER ON EACH HOLDER OF ORDINARY A 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. THE COMPANY MAY, SUBJECT TO THE APPROVAL OF BOTH THE MAJORITY OF THE BOARD AND THE FOUNDER, PAY A FIXED NON-CUMULATIVE CASH PREFERENTIAL DIVIDEND AT THE RATE SET OUT IN ARTICLE 4.10 TO THE HOLDERS OF SERIES C, SERIES B AND SERIES A SHARES IN SUCH ORDER OF PRIORITY AND IN ACCORDANCE WITH SUCH TERMS AS ARE DETERMINED BY THE BOARD. ANY FURTHER DIVIDEND MAY BE DECLARED BY THE COMPANY WITH INVESTOR MAJORITY CONSENT AND THE CONSENT OF THE FOUNDER AND WILL BE DISTRIBUTED AMONG THE HOLDERS OF ALL SHARES IN THE CAPITAL OF THE COMPANY (PARI PASSU) AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES. SUBJECT TO THE SHAREHOLDERS' AGREEMENT RELATED TO THE COMPANY DATED 23 DECEMBER 2021, ON A DISTRIBUTION OF ASSETS ON ANY LIQUIDATION, DISSOLUTION, WINDING UP OF THE COMPANY (A "LIQUIDATION EVENT") OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRST IN PAYING TO EACH OF THE SERIES C SHAREHOLDERS, IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES C 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 SERIES C SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES C SHARES). THE SERIES A, SERIES B OR SERIES C SHARES ARE CONVERTIBLE BY THE HOLDERS THEREOF INTO ORDINARY A SHARES BY WRITTEN NOTICE TO THE COMPANY AND ARE AUTOMATICALLY CONVERTED BY WRITTEN NOTICE GIVEN BY THE INVESTOR MAJORITY OR UPON A QUALIFYING PUBLIC OFFERING, THE EXPRESSIONS USED IN THIS SHARE DESCRIPTION ARE DEFINED IN ARTICLES OF ASSOCIATION ADOPTED ON 23 DECEMBER 2021.

Class of Shares:	SERIES	Number allotted	2605220
	A	Aggregate nominal value:	0.26
Currency:	GBP		

Prescribed particulars

THE SERIES A SHARES SHALL CONFER ON EACH HOLDER OF SERIES A 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. THE COMPANY MAY, SUBJECT TO THE APPROVAL OF BOTH THE MAJORITY OF THE BOARD AND THE FOUNDER, PAY A FIXED NON-CUMULATIVE CASH PREFERENTIAL DIVIDEND AT THE RATE SET OUT IN ARTICLE 4.10 TO THE HOLDERS OF SERIES C, SERIES B AND SERIES A SHARES IN SUCH ORDER OF PRIORITY AND IN ACCORDANCE WITH SUCH TERMS AS ARE DETERMINED BY THE BOARD. ANY FURTHER DIVIDEND MAY BE DECLARED BY THE COMPANY WITH INVESTOR MAJORITY CONSENT AND THE CONSENT OF THE FOUNDER AND WILL BE DISTRIBUTED AMONG THE HOLDERS OF ALL SHARES IN THE CAPITAL OF THE COMPANY (PARI PASSU) AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES. SUBJECT TO THE SHAREHOLDERS' AGREEMENT RELATED TO THE COMPANY DATED 23 DECEMBER 2021, ON A DISTRIBUTION OF ASSETS ON ANY LIQUIDATION, DISSOLUTION, WINDING UP OF THE COMPANY (A "LIQUIDATION EVENT") OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRST IN PAYING TO EACH OF THE SERIES C SHAREHOLDERS, IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES C 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 SERIES C SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES C SHARES). THE SERIES A, SERIES B OR SERIES C SHARES ARE CONVERTIBLE BY THE HOLDERS THEREOF INTO ORDINARY A SHARES BY WRITTEN NOTICE TO THE COMPANY AND ARE AUTOMATICALLY CONVERTED BY WRITTEN NOTICE GIVEN BY THE INVESTOR MAJORITY OR UPON A QUALIFYING PUBLIC OFFERING, THE EXPRESSIONS USED IN THIS SHARE DESCRIPTION ARE DEFINED IN ARTICLES OF ASSOCIATION ADOPTED ON 23 DECEMBER 2021.

Class of Shares:	SERIES	Number allotted	3702431
	B	Aggregate nominal value:	0.37
Currency:	GBP		

Prescribed particulars

THE SERIES B SHARES SHALL CONFER ON EACH HOLDER OF SERIES B 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. THE COMPANY MAY, SUBJECT TO THE APPROVAL OF BOTH THE MAJORITY OF THE BOARD AND THE FOUNDER, PAY A FIXED NON-CUMULATIVE CASH PREFERENTIAL DIVIDEND AT THE RATE SET OUT IN ARTICLE 4.10 TO THE HOLDERS OF SERIES C, SERIES B AND SERIES A SHARES IN SUCH ORDER OF PRIORITY AND IN ACCORDANCE WITH SUCH TERMS AS ARE DETERMINED BY THE BOARD. ANY FURTHER DIVIDEND MAY BE DECLARED BY THE COMPANY WITH INVESTOR MAJORITY CONSENT AND THE CONSENT OF THE FOUNDER AND WILL BE DISTRIBUTED AMONG THE HOLDERS OF ALL SHARES IN THE CAPITAL OF THE COMPANY (PARI PASSU) AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES. SUBJECT TO THE SHAREHOLDERS' AGREEMENT RELATED TO THE COMPANY DATED 23 DECEMBER 2021, ON A DISTRIBUTION OF ASSETS ON ANY LIQUIDATION, DISSOLUTION, WINDING UP OF THE COMPANY (A "LIQUIDATION EVENT") OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRST IN PAYING TO EACH OF THE SERIES C SHAREHOLDERS, IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES C 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 SERIES C SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES C SHARES). THE SERIES A, SERIES B OR SERIES C SHARES ARE CONVERTIBLE BY THE HOLDERS THEREOF INTO ORDINARY A SHARES BY WRITTEN NOTICE TO THE COMPANY AND ARE AUTOMATICALLY CONVERTED BY WRITTEN NOTICE GIVEN BY THE INVESTOR MAJORITY OR UPON A QUALIFYING PUBLIC OFFERING, THE EXPRESSIONS USED IN THIS SHARE DESCRIPTION ARE DEFINED IN ARTICLES OF ASSOCIATION ADOPTED ON 23 DECEMBER 2021.

Class of Shares:	SERIES	Number allotted	7622638
	C	Aggregate nominal value:	0.76
Currency:	GBP		

Prescribed particulars

THE SERIES C SHARES SHALL CONFER ON EACH HOLDER OF SERIES C 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. THE COMPANY MAY, SUBJECT TO THE APPROVAL OF BOTH THE MAJORITY OF THE . BOARD AND THE FOUNDER, PAY A FIXED NON-CUMULATIVE CASH PREFERENTIAL DIVIDEND AT THE RATE SET OUT IN ARTICLE 4.10 TO THE HOLDERS OF SERIES C, SERIES B AND SERIES A SHARES IN SUCH ORDER OF PRIORITY AND LN ACCORDANCE WITH SUCH TERMS AS ARE DETERMINED BY THE BOARD. ANY FURTHER DIVIDEND MAY BE DECLARED BY THE COMPANY WITH INVESTOR MAJORITY CONSENT AND THE CONSENT OF THE FOUNDER AND WILL BE DISTRIBUTED AMONG THE HOLDERS OF ALL SHARES IN THE CAPITAL OF THE COMPANY (PARI PASSU) AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES. SUBJECT TO THE SHAREHOLDERS' AGREEMENT RELATED TO THE COMPANY DATED 23 DECEMBER 2021, ON A DISTRIBUTION OF ASSETS ON ANY LIQUIDATION, DISSOLUTION, WINDING UP OF THE COMPANY (A "LIQUIDATION EVENT") OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRST IN PAYING TO EACH OF THE SERIES C SHAREHOLDERS, IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES C 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 SERIES C SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES C SHARES). THE SERIES C SHARES ARE CONVERTIBLE BY THE HOLDERS THEREOF OR BY THE SERIES C INVESTOR MAJORITY INTO ORDINARY A SHARES BY WRITTEN NOTICE*TO THE COMPANY AND ARE AUTOMATICALLY CONVENED UPON A QUALIFYING PUBLIC OFFERING. THE TERMS USED BUT NOT DEFINED IN THIS SHARE DESCRIPTION ARE DEFINED IN ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED BY SPECIAL RESOLUTION PASSED ON 23 DECEMBER 2021.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	23930289
		Total aggregate nominal value:	2.39
		Total aggregate amount	0
		unpaid:	

Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1: **1000000 ORDINARY A shares held as at the date of this confirmation statement**

Name: **LESLIE PETER BENZIES**

Shareholding 2: **906344 SERIES A shares held as at the date of this confirmation statement**

Name: **MAKERS UNITED LIMITED**

Shareholding 3: **305424 SERIES A shares held as at the date of this confirmation statement**

Name: **CAIC, LLC**

Shareholding 4: **33936 SERIES A shares held as at the date of this confirmation statement**

Name: **CAA VENTURES I L.P.**

Shareholding 5: **453172 SERIES A shares held as at the date of this confirmation statement**

Name: **NEW INSIGHT INCENTIVE PLAN COMPANY LIMITED**

Shareholding 6: **906344 SERIES A shares held as at the date of this confirmation statement**

Name: **NETEASE INTERACTIVE ENTERTAINMENT PTE. LTD.**

Shareholding 7: **1730769 SERIES B shares held as at the date of this confirmation statement**

Name: **NETEASE INTERACTIVE ENTERTAINMENT PTE. LTD.**

Shareholding 8: **120446 SERIES B shares held as at the date of this confirmation statement**

Name: **NEW INSIGHT INCENTIVE PLAN COMPANY LIMITED**

Shareholding 9: **1851216 SERIES B shares held as at the date of this confirmation statement**

Name: **GALAXY EOS VC FUND LP**

Shareholding 10: **1465797 SERIES C shares held as at the date of this confirmation statement**

Name: **LESLIE BENZIES**

Shareholding 11: **1465798 SERIES C shares held as at the date of this confirmation statement**

Name: **NETEASE INTERACTIVE ENTERTAINMENT PTE. LTD.**

Shareholding 12: **299387 SERIES C shares held as at the date of this confirmation statement**
Name: **GALAXY EOS VC FUND LP**

Shareholding 13: **1800000 SERIES C shares held as at the date of this confirmation statement**
Name: **ARCHPOINT BARB LP**

Shareholding 14: **1300000 SERIES C shares held as at the date of this confirmation statement**
Name: **ARIZONA PARTNERS, LLC**

Shareholding 15: **295000 SERIES C shares held as at the date of this confirmation statement**
Name: **ALIGNMENT GROWTH FUND I, L.P.**

Shareholding 16: **29000 SERIES C shares held as at the date of this confirmation statement**
Name: **ALUMNI VENTURES - BUILD A ROCKET BOY TRUST**

Shareholding 17: **273900 SERIES C shares held as at the date of this confirmation statement**
Name: **RMG SPV 1 LLC**

Shareholding 18: **81104 SERIES C shares held as at the date of this confirmation statement**
Name: **GALAXY INTERACTIVE FUND I LP**

Shareholding 19: **16215 SERIES C shares held as at the date of this confirmation statement**
Name: **ONEFOOTBALL GMBH**

Shareholding 20: **91157 SERIES C shares held as at the date of this confirmation statement**
Name: **GOLDENCOIN TS CAYMAN LLC**

Shareholding 21: **239509 SERIES C shares held as at the date of this confirmation statement**
Name: **GALAXY INTERACTIVE SPV II LP**

Shareholding 22: **60771 SERIES C shares held as at the date of this confirmation statement**
Name: **REALM METAVERSE REAL ESTATE INC.**

Shareholding 23: **58000 SERIES C shares held as at the date of this confirmation statement**
Name: **BARB PARTNERS, LLC**

Shareholding 24: **87000 SERIES C shares held as at the date of this confirmation statement**

Name: **BARB GLOBAL PARTNERS, LLC**

Shareholding 25: **60000 SERIES C shares held as at the date of this confirmation statement**

Name: **SIGNUM GROWTH - BARB, A SERIES OF SIGNUM GROWTH, LLC**

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor