

In accordance with
Section 555 of the
Companies Act 2006.

SH01

Return of allotment of shares



Companies House



Go online to file this information
www.gov.uk/companieshouse

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is NOT for**
You cannot use this form to give
notice of shares taken by subscrip-
tion on formation of the company
for an allotment of a new class of
shares by an unlimited company.

WEDNESDAY



SAXZJI8G

SCT

16/02/2022

#43

COMPANIES HOUSE

1 Company details

Company number

S	C	5	3	7	2	5	2
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Company name in full **BUILD A ROCKET BOY LTD.**

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date

d	2	d	0	m	0	m	1	y	2	y	0	y	2	y	2
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

To Date

d	2	d	6	m	0	m	1	y	2	y	0	y	2	y	2
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

1 Allotment date
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

2 Currency
If currency details are not
completed we will assume currency
is in pound sterling.

Currency ²	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
	SERIES C	3,409,000	£0.0000001	£12.28	0

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if
necessary.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

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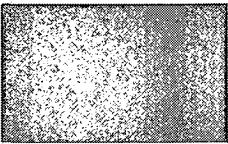
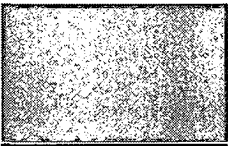
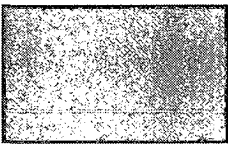
4

Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
	PLEASE SEE STATEMENT OF			
	CAPITAL IN SECTION 4.			
Totals				
Currency table B				
				
Totals				
Currency table C				
				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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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**.**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.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Class of share

Prescribed particulars
❶

SEE CONTINUATION PAGES.

Class of share

Prescribed particulars
❶

Class of share

Prescribed particulars
❶

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Signature

I am signing this form on behalf of the company.

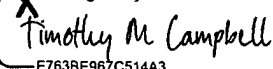
❷ Societas Europaea

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.

Signature

Signature

DocuSigned by:



E763BE967C514A3...

X

This form may be signed by:

Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❸ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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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 REF: BUI47/2

Company name LINDSAYS

Address CALEDONIAN EXCHANGE

19A CANNING STREET

Post town EDINBURGH

County/Region

Postcode E H 3 8 H E

Country

DX ED25

Telephone 0131 229 1212

**Checklist**

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in 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

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Shares allotted

Please give details of the shares allotted, including bonus shares.

② Currency

If currency details are not completed we will assume currency is in pound sterling.

[illegible]

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

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Return of allotment of shares

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Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
£	ORDINARY A	10,000,000	£1.00	
£	SERIES A	2,605,220	£0.26	
£	SERIES B	3,702,431	£0.37	
£	SERIES C	6,340,595	£0.63	
Totals		22,648,246	£2.26	£NIL

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary A	
Prescribed particulars	<p>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.</p> <p>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.</p> <p>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).</p> <p>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.</p>	

Shares allotted

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

[illegible]

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Return of allotment of shares

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

Statement of capital

Complete a separate table for each currency.

Totals

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Series A	
Prescribed particulars	<p>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.</p> <p>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.</p> <p>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).</p> <p>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.</p>	

Shares allotted

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

[illegible]

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Return of allotment of shares

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

Statement of capital

Complete a separate table for each currency.

Totals

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Return of allotment of shares

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

Class of share	Series B	
Prescribed particulars	<p>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.</p> <p>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.</p> <p>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).</p> <p>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.</p>	

Shares allotted

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

[illegible]

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Return of allotment of shares

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

4

Statement of capital

Complete a separate table for each currency.

[illegible]

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Series C	
Prescribed particulars	<p>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.</p>	
	<p>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.</p>	
	<p>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).</p>	
	<p>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 converted 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.</p>	