

**Return of Allotment of Shares**Company Name: **GAIA TECHNOLOGIES PLC**Company Number: **03141826**Received for filing in Electronic Format on the: **04/03/2018**

X70ZYBH7

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
31/07/2017

Class of Shares:	PREFERENCE	Number allotted	108636
Currency:	GBP	Nominal value of each share	1
		Amount paid:	108636
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	4711172
	5P	Aggregate nominal value:	235558.6
	SHARES		
Currency:	GBP		

Prescribed particulars

54. SUBJECT TO ANY RIGHTS OR RESTRICTIONS ATTACHED TO ANY SHARES, ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. 55. IN THE CASE OF JOINT HOLDERS THE VOTE OF THE SENIOR WHO TENDERS A VOTE, WHETHER IN PERSON OR BY PROXY, SHALL BE ACCEPTED TO THE EXCLUSION OF THE VOTES OF THE OTHER JOINT HOLDERS; AND SENIORITY SHALL BE DETERMINED BY THE ORDER IN WHICH THE NAMES OF THE HOLDERS STAND IN THE REGISTER OF MEMBERS. 56. A MEMBER IN RESPECT OF WHOM AN ORDER HAS BEEN MADE BY ANY COURT HAVING JURISDICTION (WHETHER IN THE UNITED KINGDOM OR ELSEWHERE) IN MATTERS CONCERNING MENTAL DISORDER MAY VOTE, WHETHER ON A SHOW OF HANDS OR ON A POLL, BY HIS RECEIVER, CURATOR BONIS OR OTHER PERSON AUTHORISED IN THAT BEHALF APPOINTED BY THAT COURT, AND ANY SUCH RECEIVER, CURATOR BONIS OR OTHER PERSON MAY, ON A POLL, VOTE BY PROXY. EVIDENCE TO THE SATISFACTION OF THE DIRECTORS OF THE AUTHORITY OF THE PERSON CLAIMING TO EXERCISE THE RIGHT TO VOTE SHALL BE DEPOSITED AT THE OFFICE, OR AT SUCH OTHER PLACE AS IS SPECIFIED IN ACCORDANCE WITH THE ARTICLES FOR THE DEPOSIT OF INSTRUMENTS OF PROXY, NOT LESS THAN 48 HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING AT WHICH THE RIGHT TO VOTE IS TO BE EXERCISED AND IN DEFAULT THE RIGHT TO VOTE SHALL NOT BE EXERCISABLE. 57. NO MEMBER SHALL VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE MEETING OF THE HOLDERS OF ANY CLASS OF SHARES IN THE COMPANY, EITHER IN PERSON OR BY PROXY, IN RESPECT OF ANY SHARE HELD BY HIM UNLESS ALL MONEYS PRESENTLY PAYABLE BY HIM IN RESPECT OF THAT SHARE HAVE BEEN PAID. 58. NO OBJECTION SHALL BE RAISED TO THE QUALIFICATION OF ANY VOTER EXCEPT AT THE MEETING OR ADJOURNED MEETING AT WHICH THE VOTE OBJECTED TO IS TENDERED, AND EVERY VOTE NOT DISALLOWED AT THE MEETING SHALL BE VALID. ANY OBJECTION MADE IN DUE

TIME SHALL BE REFERRED TO THE CHAIRMAN WHOSE DECISION SHALL BE FINAL AND CONCLUSIVE. 59. ON A POLL VOTES MAY BE GIVEN EITHER PERSONALLY OR BY PROXY. A MEMBER MAY APPOINT MORE THAN ONE PROXY TO ATTEND ON THE SAME OCCASION. APPOINTMENT OF PROXY TO BE IN WRITING IN ACCORDANCE WITH SECTIONS 60 TO 63 OF TABLE A.

Class of Shares:	REDEEMABLE	Number allotted	1660589
	PREFERENCE	Aggregate nominal value:	1660589
Currency:	GBP		

Prescribed particulars

(A)THE REDEEMABLE PREFERENCE SHARES SHALL NOT ENTITLE THE HOLDERS:
(I)TO VOTE UPON ANY RESOLUTION (OTHER THAN A RESOLUTION FOR WINDING UP THE COMPANY OR REDUCING ITS SHARE CAPITAL OR A RESOLUTION VARYING OR ABROGATING ANY OF THE SPECIAL RIGHTS ATTACHED TO SUCH SHARES) UNLESS AT THE DATE OF THE NOTICE CONVENING THE MEETING AT WHICH SUCH RESOLUTION IS TO BE PROPOSED THE DIVIDEND ON THE REDEEMABLE PREFERENCE SHARES IN SIX MONTHS IN ARREAR; (II)TO ATTEND AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES THE CONSIDERATION OF A RESOLUTION UPON WHICH SUCH HOLDERS ARE ENTITLED TO VOTE, BUT SUBJECT AS AFORESAID ON A SHOW OF HANDS EVERY HOLDER OF REDEEMABLE PREFERENCE SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE OR PROXY SHALL HAVE ONE VOTE AND ON A POLL EVERY HOLDER OF REDEEMABLE PREFERENCE SHARES WHO IS PRESENT IN PERSON OR BY PROXY SHALL HAVE FIVE VOTES FOR EVERY REDEEMABLE PREFERENCE SHARE OF WHICH IT IS THE HOLDER.
(B)ON A VOTE TAKEN AT ANY CLASS MEETING OF THE HOLDERS OF REDEEMABLE PREFERENCE SHARES EVERY SUCH HOLDER WHO(BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE OR PROXY SHALL ON A SHOW OF HANDS HAVE ONE VOTE AND ON A POLL EVERY SUCH HOLDER WHO IS PRESENT IN PERSON OR BY PROXY SHALL HAVE ONE VOTE FOR EACH REDEEMABLE PREFERENCE SHARE OF WHICH HE IS THE HOLDER

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	6371761
		Total aggregate nominal value:	1896147.6
		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.