

**Return of Allotment of Shares**Company Name: **Secret Escapes Limited**Company Number: **07026107**Received for filing in Electronic Format on the: **27/09/2023**

XCCXFSGI

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>01/09/2023</b>	<b>01/09/2023</b>

<b>Class of Shares:</b>	<b>SERIES D</b>	Number allotted	<b>142</b>
	<b>PREFERRED</b>	Nominal value of each share	<b>0.001</b>
Currency:	<b>GBP</b>	Amount paid:	<b>0.001</b>
		Amount unpaid:	<b>0.0</b>

No shares allotted other than for cash

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## Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>45997</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>45.997</b>

Currency: **GBP**

Prescribed particulars

**THE A ORDINARY SHARES DO NOT HAVE VOTING OR DIVIDEND RIGHTS ATTACHED TO THEM, AND THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. THE A ORDINARY SHARES HAVE THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF CAPITAL ABOVE THE A THRESHOLD VALUE (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) IN PROPORTION TO THE NUMBER OF A ORDINARY SHARES AND ORDINARY SHARES HELD, BUT SUBJECT TO THE RIGHTS ATTACHING TO THE ORDINARY SHARES, SERIES B-1 PREFERRED SHARES, SERIES B-2 PREFERRED SHARES, SERIES C PREFERRED SHARES, SERIES D PREFERRED SHARES AND SERIES E PREFERRED SHARES**

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>39318</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>39.318</b>

Currency: **GBP**

Prescribed particulars

**THE B ORDINARY SHARES DO NOT HAVE VOTING OR DIVIDEND RIGHTS ATTACHED TO THEM, AND THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. THE B ORDINARY SHARES HAVE THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF CAPITAL. ABOVE THE B THRESHOLD VALUE (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) IN PROPORTION TO THE NUMBER OF B ORDINARY SHARES, A ORDINARY SHARES AND ORDINARY SHARES HELD, BUT SUBJECT TO THE RIGHTS ATTACHING TO THE ORDINARY SHARES, SERIES B-1 PREFERRED SHARES, SERIES B-2 PREFERRED SHARES, SERIES C PREFERRED SHARES, SERIES D PREFERRED SHARES AND SERIES E PREFERRED SHARES.**

<b>Class of Shares:</b>	<b>C</b>	Number allotted	<b>11051</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>11.051</b>

Currency: **GBP**

Prescribed particulars

THE C ORDINARY SHARES DO NOT HAVE VOTING OR DIVIDEND RIGHTS ATTACHED TO THEM, AND THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. THE C ORDINARY SHARES HAVE THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF CAPITAL ABOVE THE C THRESHOLD VALUE (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) IN PROPORTION TO THE NUMBER OF C ORDINARY SHARES, B ORDINARY SHARES, A ORDINARY SHARES AND ORDINARY SHARES HELD, BUT SUBJECT TO THE RIGHTS ATTACHING TO THE ORDINARY SHARES, SERIES B-1 PREFERRED SHARES, SERIES B-2 PREFERRED SHARES, SERIES C PREFERRED SHARES, SERIES D PREFERRED SHARES AND SERIES E PREFERRED SHARES.

Class of Shares:	D	Number allotted	125
	ORDINARY	Aggregate nominal value:	0.125
Currency:	GBP		

Prescribed particulars

THE D ORDINARY SHARES DO NOT HAVE VOTING OR DIVIDEND RIGHTS ATTACHED TO THEM, AND THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. THE D ORDINARY SHARES HAVE THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF CAPITAL ABOVE THE D THRESHOLD VALUE (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION) IN PROPORTION TO THE NUMBER OF D ORDINARY, C ORDINARY SHARES, B ORDINARY SHARES, A ORDINARY SHARES AND ORDINARY SHARES HELD, BUT SUBJECT TO THE RIGHTS ATTACHING TO THE ORDINARY SHARES, SERIES B-1 PREFERRED SHARES, SERIES B-2 PREFERRED SHARES, SERIES C PREFERRED SHARES, SERIES D PREFERRED SHARES AND SERIES E PREFERRED SHARES.

Class of Shares:	DEFERRED	Number allotted	5389141
Currency:	GBP	Aggregate nominal value:	5389.141

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM NO VOTING, DIVIDEND OR CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	E	Number allotted	260914
	ORDINARY	Aggregate nominal value:	260.914

Currency: **GBP**

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM NO VOTING RIGHTS, DIVIDEND RIGHTS OF 0.0001% OF ANY DISTRIBUTION AND PREFERRED CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS, AFTER PAYMENT TO THE DEFERRED SHARES; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

**Class of Shares: ORDINARY**

Number allotted **1448692**

Currency: **GBP**

Aggregate nominal value: **1448.692**

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING AND DIVIDEND RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (1) FIRST, IN PAYING TO EACH OF THE SERIES E SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE RELEVANT SERIES E ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES E SHARE HELD. (2) SECOND, IN PAYING TO EACH OF THE SERIES D SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE RELEVANT SERIES D ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES D SHARE HELD. (3) THIRD, IN PAYING TO EACH OF THE SERIES C SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE RELEVANT SERIES C ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES C SHARE HELD. (4) FOURTH, IN PAYING A SUM EQUAL TO £W PLUS £1,000 (WHERE W IS AN AMOUNT EQUAL TO THE SERIES B-2 ISSUE PRICE MULTIPLIED BY THE NUMBER OF SERIES B-2 PREFERRED SHARES IN ISSUE, PLUS THE AMOUNT OF ANY ARREARS ON THE SERIES B-2 PREFERRED SHARES IN ISSUE) TO BE DISTRIBUTED (5) FIFTH, IN PAYING A SUM EQUAL TO £W PLUS £1,000 (WHERE W IS AN AMOUNT EQUAL TO THE SERIES B-1 ISSUE PRICE MULTIPLIED BY THE NUMBER OF SERIES B-1 PREFERRED SHARES IN ISSUE, PLUS THE AMOUNT OF ANY ARREARS ON THE SERIES B-1 PREFERRED SHARES IN ISSUE) TO BE DISTRIBUTED. (6) SIXTH, AFTER SETTLEMENT IN FULL OF THE AMOUNTS PAYABLE PURSUANT TO ARTICLES 5.1(A)(1) TO 5.1(A)(III) (INCLUSIVE), IN PAYING A SUM EQUAL TO £Y PLUS £1,000 (WHERE Y IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PAID OR DEEMED TO HAVE BEEN PAID IN RESPECT OF ALL OF THE ORDINARY SHARES IN ISSUE, PLUS THE AMOUNT OF ANY ARREARS ON THE ORDINARY SHARES IN ISSUE) TO BE DISTRIBUTED: (7) SEVENTH, AFTER SETTLEMENT IN FULL OF THE AMOUNTS PAYABLE PURSUANT TO ARTICLES 5.1(A)(1) TO 5.1(A)(IV) (INCLUSIVE) ABOVE, IN PAYING: A. TO THE HOLDERS OF ORDINARY SHARES, AN AMOUNT ("P") CALCULATED AS FOLLOWS:  $P = RP - TR$  WHERE: P=THE AMOUNT TO BE DISTRIBUTED IN RESPECT OF SUCH PRE-SERIES B/A ORDINARY SHARE PURSUANT TO THIS ARTICLE 5.1(A)(V); RP=THE SERIES A ISSUE PRICE; AND TR =THE TOTAL AMOUNT DISTRIBUTED IN RESPECT OF SUCH PRE-SERIES B/A ORDINARY SHARE PURSUANT TO ARTICLES 5.1(A)(1) TO 5.1(A)(IV) (INCLUSIVE); AND B. TO THE HOLDERS OF ORDINARY SHARES, £0.0001 IN RESPECT OF EACH ORDINARY SHARE HELD WHICH IS NOT A PRE-SERIES B/A ORDINARY SHARE, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE

**DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD.**

<b>Class of Shares:</b>	<b>SERIES</b>	Number allotted	<b>441278</b>
	<b>B-1</b>	Aggregate nominal value:	<b>441.278</b>
	<b>PREFERRED</b>		
Currency:	<b>GBP</b>		
Prescribed particulars			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING AND DIVIDEND RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (1) FIRST, IN PAYING TO EACH OF THE SERIES E SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE RELEVANT SERIES E ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES E SHARE HELD. (2) SECOND, IN PAYING TO EACH OF THE SERIES D SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE RELEVANT SERIES D ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES D SHARE HELD. (3) THIRD, IN PAYING TO EACH OF THE SERIES C SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE RELEVANT SERIES C ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES C SHARE HELD. (4) FOURTH, IN PAYING A SUM EQUAL TO £W PLUS £1,000 (WHERE W IS AN AMOUNT EQUAL TO THE SERIES B-2 ISSUE PRICE MULTIPLIED BY THE NUMBER OF SERIES B-2 PREFERRED SHARES IN ISSUE, PLUS THE AMOUNT OF ANY ARREARS ON THE SERIES B-2 PREFERRED SHARES IN ISSUE) TO BE DISTRIBUTED (5) FIFTH, IN PAYING A SUM EQUAL TO £W PLUS £1,000 (WHERE W IS AN AMOUNT EQUAL TO THE SERIES B-1 ISSUE PRICE MULTIPLIED BY THE NUMBER OF SERIES B-1 PREFERRED SHARES IN ISSUE, PLUS THE AMOUNT OF ANY ARREARS ON THE SERIES B-1 PREFERRED SHARES IN ISSUE) TO BE DISTRIBUTED. (6) SIXTH, AFTER SETTLEMENT IN FULL OF THE AMOUNTS PAYABLE PURSUANT TO ARTICLES 5.1(A)(1) TO 5.1(A)(III) (INCLUSIVE), IN PAYING A SUM EQUAL TO £Y PLUS £1,000 (WHERE Y IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PAID OR DEEMED TO HAVE BEEN PAID IN RESPECT OF ALL OF THE ORDINARY SHARES IN ISSUE, PLUS THE AMOUNT OF ANY ARREARS ON THE ORDINARY SHARES IN ISSUE) TO BE DISTRIBUTED: (7) SEVENTH, AFTER SETTLEMENT IN FULL OF THE AMOUNTS PAYABLE PURSUANT TO ARTICLES 5.1(A)(1) TO 5.1(A)(IV) (INCLUSIVE) ABOVE, IN PAYING: A. TO THE HOLDERS OF ORDINARY SHARES, AN AMOUNT ("P") CALCULATED AS FOLLOWS:  $P = RP - TR$  WHERE: P=THE AMOUNT TO BE DISTRIBUTED IN RESPECT OF SUCH PRE-SERIES B/A ORDINARY SHARE PURSUANT TO THIS ARTICLE 5.1(A)(V); RP=THE SERIES A ISSUE PRICE; AND TR =THE TOTAL AMOUNT DISTRIBUTED IN RESPECT OF SUCH PRE-SERIES B/A ORDINARY SHARE PURSUANT TO ARTICLES 5.1(A)(1) TO 5.1(A)(IV) (INCLUSIVE); AND B. TO THE HOLDERS OF ORDINARY SHARES, £0.0001 IN RESPECT OF EACH ORDINARY SHARE HELD WHICH IS NOT A PRE-SERIES B/A ORDINARY SHARE, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE

**DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD.**

<b>Class of Shares:</b>	<b>SERIES</b>	Number allotted	<b>95900</b>
	<b>B-2</b>	Aggregate nominal value:	<b>95.9</b>
	<b>PREFERRED</b>		
Currency:	<b>GBP</b>		
Prescribed particulars			



THE SHARES HAVE ATTACHED TO THEM FULL VOTING AND DIVIDEND RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (1) FIRST, IN PAYING TO EACH OF THE SERIES E SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE RELEVANT SERIES E ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES E SHARE HELD. (2) SECOND, IN PAYING TO EACH OF THE SERIES D SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE RELEVANT SERIES D ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES D SHARE HELD. (3) THIRD, IN PAYING TO EACH OF THE SERIES C SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE RELEVANT SERIES C ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES C SHARE HELD. (4) FOURTH, IN PAYING A SUM EQUAL TO £W PLUS £1,000 (WHERE W IS AN AMOUNT EQUAL TO THE SERIES B-2 ISSUE PRICE MULTIPLIED BY THE NUMBER OF SERIES B-2 PREFERRED SHARES IN ISSUE, PLUS THE AMOUNT OF ANY ARREARS ON THE SERIES B-2 PREFERRED SHARES IN ISSUE) TO BE DISTRIBUTED (5) FIFTH, IN PAYING A SUM EQUAL TO £W PLUS £1,000 (WHERE W IS AN AMOUNT EQUAL TO THE SERIES B-1 ISSUE PRICE MULTIPLIED BY THE NUMBER OF SERIES B-1 PREFERRED SHARES IN ISSUE, PLUS THE AMOUNT OF ANY ARREARS ON THE SERIES B-1 PREFERRED SHARES IN ISSUE) TO BE DISTRIBUTED. (6) SIXTH, AFTER SETTLEMENT IN FULL OF THE AMOUNTS PAYABLE PURSUANT TO ARTICLES 5.1(A)(1) TO 5.1(A)(III) (INCLUSIVE), IN PAYING A SUM EQUAL TO £Y PLUS £1,000 (WHERE Y IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PAID OR DEEMED TO HAVE BEEN PAID IN RESPECT OF ALL OF THE ORDINARY SHARES IN ISSUE, PLUS THE AMOUNT OF ANY ARREARS ON THE ORDINARY SHARES IN ISSUE) TO BE DISTRIBUTED: (7) SEVENTH, AFTER SETTLEMENT IN FULL OF THE AMOUNTS PAYABLE PURSUANT TO ARTICLES 5.1(A)(1) TO 5.1(A)(IV) (INCLUSIVE) ABOVE, IN PAYING: A. TO THE HOLDERS OF ORDINARY SHARES, AN AMOUNT ("P") CALCULATED AS FOLLOWS:  $P = RP - TR$  WHERE: P=THE AMOUNT TO BE DISTRIBUTED IN RESPECT OF SUCH PRE-SERIES B/A ORDINARY SHARE PURSUANT TO THIS ARTICLE 5.1(A)(V); RP=THE SERIES A ISSUE PRICE; AND TR =THE TOTAL AMOUNT DISTRIBUTED IN RESPECT OF SUCH PRE-SERIES B/A ORDINARY SHARE PURSUANT TO ARTICLES 5.1(A)(1) TO 5.1(A)(IV) (INCLUSIVE); AND B. TO THE HOLDERS OF ORDINARY SHARES, £0.0001 IN RESPECT OF EACH ORDINARY SHARE HELD WHICH IS NOT A PRE-SERIES B/A ORDINARY SHARE, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE

**DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD.**

<b>Class of Shares:</b>	<b>SERIES</b>	Number allotted	<b>462471</b>
	<b>C</b>	Aggregate nominal value:	<b>462.471</b>
	<b>PREFERRED</b>		
Currency:	<b>GBP</b>		
Prescribed particulars			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING AND DIVIDEND RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (1) FIRST, IN PAYING TO EACH OF THE SERIES E SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE RELEVANT SERIES E ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES E SHARE HELD. (2) SECOND, IN PAYING TO EACH OF THE SERIES D SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE RELEVANT SERIES D ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES D SHARE HELD. (3) THIRD, IN PAYING TO EACH OF THE SERIES C SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE RELEVANT SERIES C ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES C SHARE HELD. (4) FOURTH, IN PAYING A SUM EQUAL TO  $\text{£}W$  PLUS  $\text{£}1,000$  (WHERE  $W$  IS AN AMOUNT EQUAL TO THE SERIES B-2 ISSUE PRICE MULTIPLIED BY THE NUMBER OF SERIES B-2 PREFERRED SHARES IN ISSUE, PLUS THE AMOUNT OF ANY ARREARS ON THE SERIES B-2 PREFERRED SHARES IN ISSUE) TO BE DISTRIBUTED (5) FIFTH, IN PAYING A SUM EQUAL TO  $\text{£}W$  PLUS  $\text{£}1,000$  (WHERE  $W$  IS AN AMOUNT EQUAL TO THE SERIES B-1 ISSUE PRICE MULTIPLIED BY THE NUMBER OF SERIES B-1 PREFERRED SHARES IN ISSUE, PLUS THE AMOUNT OF ANY ARREARS ON THE SERIES B-1 PREFERRED SHARES IN ISSUE) TO BE DISTRIBUTED. (6) SIXTH, AFTER SETTLEMENT IN FULL OF THE AMOUNTS PAYABLE PURSUANT TO ARTICLES 5.1(A)(1) TO 5.1(A)(III) (INCLUSIVE), IN PAYING A SUM EQUAL TO  $\text{£}Y$  PLUS  $\text{£}1,000$  (WHERE  $Y$  IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PAID OR DEEMED TO HAVE BEEN PAID IN RESPECT OF ALL OF THE ORDINARY SHARES IN ISSUE, PLUS THE AMOUNT OF ANY ARREARS ON THE ORDINARY SHARES IN ISSUE) TO BE DISTRIBUTED: (7) SEVENTH, AFTER SETTLEMENT IN FULL OF THE AMOUNTS PAYABLE PURSUANT TO ARTICLES 5.1(A)(1) TO 5.1(A)(IV) (INCLUSIVE) ABOVE, IN PAYING: A. TO THE HOLDERS OF ORDINARY SHARES, AN AMOUNT ("P") CALCULATED AS FOLLOWS:  $P = RP - TR$  WHERE: P=THE AMOUNT TO BE DISTRIBUTED IN RESPECT OF SUCH PRE-SERIES B/A ORDINARY SHARE PURSUANT TO THIS ARTICLE 5.1(A)(V); RP=THE SERIES A ISSUE PRICE; AND TR =THE TOTAL AMOUNT DISTRIBUTED IN RESPECT OF SUCH PRE-SERIES B/A ORDINARY SHARE PURSUANT TO ARTICLES 5.1(A)(1) TO 5.1(A)(IV) (INCLUSIVE); AND B. TO THE HOLDERS OF ORDINARY SHARES,  $\text{£}0.0001$  IN RESPECT OF EACH ORDINARY SHARE HELD WHICH IS NOT A PRE-SERIES B/A ORDINARY SHARE, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE

DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD.

Class of Shares:	SERIES	Number allotted	516964
	D	Aggregate nominal value:	516.964
	PREFERRED		
Currency:	GBP		
Prescribed particulars			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING AND DIVIDEND RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (8) FIRST, IN PAYING TO EACH OF THE SERIES E SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE RELEVANT SERIES E ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES E SHARE HELD. (9) SECOND, IN PAYING TO EACH OF THE SERIES D SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE RELEVANT SERIES D ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES D SHARE HELD. (10) THIRD, IN PAYING TO EACH OF THE SERIES C SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE RELEVANT SERIES C ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES C SHARE HELD. (11) FOURTH, IN PAYING A SUM EQUAL TO £W PLUS £1,000 (WHERE W IS AN AMOUNT EQUAL TO THE SERIES B-2 ISSUE PRICE MULTIPLIED BY THE NUMBER OF SERIES B-2 PREFERRED SHARES IN ISSUE, PLUS THE AMOUNT OF ANY ARREARS ON THE SERIES B-2 PREFERRED SHARES IN ISSUE) TO BE DISTRIBUTED (12) FIFTH, IN PAYING A SUM EQUAL TO £W PLUS £1,000 (WHERE W IS AN AMOUNT EQUAL TO THE SERIES B-1 ISSUE PRICE MULTIPLIED BY THE NUMBER OF SERIES B-1 PREFERRED SHARES IN ISSUE, PLUS THE AMOUNT OF ANY ARREARS ON THE SERIES B-1 PREFERRED SHARES IN ISSUE) TO BE DISTRIBUTED. (13) SIXTH, AFTER SETTLEMENT IN FULL OF THE AMOUNTS PAYABLE PURSUANT TO ARTICLES 5.1(A)(1) TO 5.1(A)(III) (INCLUSIVE), IN PAYING A SUM EQUAL TO £Y PLUS £1,000 (WHERE Y IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PAID OR DEEMED TO HAVE BEEN PAID IN RESPECT OF ALL OF THE ORDINARY SHARES IN ISSUE, PLUS THE AMOUNT OF ANY ARREARS ON THE ORDINARY SHARES IN ISSUE) TO BE DISTRIBUTED: (14) SEVENTH, AFTER SETTLEMENT IN FULL OF THE AMOUNTS PAYABLE PURSUANT TO ARTICLES 5.1(A)(1) TO 5.1(A)(IV) (INCLUSIVE) ABOVE, IN PAYING: A. TO THE HOLDERS OF ORDINARY SHARES, AN AMOUNT ("P") CALCULATED AS FOLLOWS:  $P = RP - TR$  WHERE: P=THE AMOUNT TO BE DISTRIBUTED IN RESPECT OF SUCH PRE-SERIES B/A ORDINARY SHARE PURSUANT TO THIS ARTICLE 5.1(A)(V); RP=THE SERIES A ISSUE PRICE; AND TR =THE TOTAL AMOUNT DISTRIBUTED IN RESPECT OF SUCH PRE-SERIES B/A ORDINARY SHARE PURSUANT TO ARTICLES 5.1(A)(1) TO 5.1(A)(IV) (INCLUSIVE); AND B. TO THE HOLDERS OF ORDINARY SHARES, £0.0001 IN RESPECT OF EACH ORDINARY SHARE HELD WHICH IS NOT A PRE-SERIES B/A ORDINARY SHARE, THE BALANCE OF THE SURPLUS

**ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD.**

<b>Class of Shares:</b>	<b>SERIES</b>	Number allotted	<b>1006305</b>
	<b>E</b>	Aggregate nominal value:	<b>1006.305</b>
	<b>PREFERRED</b>		

Currency: **GBP**

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING AND DIVIDEND RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) AND AFTER THE PAYMENT OF £1 TO THE HOLDERS OF THE DEFERRED SHARES (IF ANY) FOR THE ENTIRE CLASS OF DEFERRED SHARES, THE SERIES E PREFERRED SHARES HAVE THE RIGHT TO RECEIVE AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES E ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES E SHARE HELD IN PRIORITY TO ALL OTHER CLASSES OF SHARE AS FURTHER SET OUT IN ARTICLE 5 OF THE COMPANY'S ARTICLES OF ASSOCIATION.**

<b>Class of Shares:</b>	<b>SERIES</b>	Number allotted	<b>579982</b>
	<b>E-2</b>	Aggregate nominal value:	<b>579.982</b>
	<b>PREFERRED</b>		

Currency: **GBP**

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM VOTING AND DIVIDEND RIGHTS AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION ; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR REPURCHASE OF SHARES) AND AFTER THE PAYMENT OF £1 TO THE HOLDERS OF THE DEFERRED SHARES (IF ANY) FOR THE ENTIRE CLASS OF DEFERRED SHARES, THE SERIES E-2 PREFERRED SHARES HAVE THE RIGHT TO RECEIVE AN AMOUNT PER SHARE HELD EQUAL TO THE SERIES E-2 ISSUE PRICE PLUS THE AMOUNT OF ANY ARREARS FOR EACH SERIES E-2 SHARE HELD, RANKED AS FURTHER SET OUT IN THE COMPANY'S ARTICLES OF ASSOCIATION.**

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>10298138</b>
		Total aggregate nominal value:	<b>10298.138</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.