

**Return of Allotment of Shares**Company Name: **AUTIFONY THERAPEUTICS LIMITED**Company Number: **07543962**Received for filing in Electronic Format on the: **18/01/2021**

X9WG4F00

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
18/01/2021

Class of Shares:	ORDINARY	Number allotted	330000
Currency:	GBP	Nominal value of each share	0.001
		Amount paid:	0.001
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	2078736
Currency:	GBP	Aggregate nominal value:	2078.736

Prescribed particulars

VOTING RIGHTS: EACH ORDINARY SHARE CARRIES, ON A POLL. ONE VOTE PER SHARE. THE HOLDERS OF ORDINARY SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING. DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE

Class of Shares:	A	Number allotted	1400000
	ORDINARY	Aggregate nominal value:	1400

Currency: **GBP**

Prescribed particulars

VOTING RIGHTS EACH A ORDINARY SHARE CARRIES, ON A POLL, ONE VOTE PER SHARE. THE HOLDERS OF A ORDINARY SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING. DIVIDEND RIGHTS EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION). A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING (THE "PREFERRED DIVIDEND"). CAPITAL RIGHTS UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS: 1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND 2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE

HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS. REDEMPTION RIGHTS THE A ORDINARY SHARES ARE NOT REDEEMABLE. THE RIGHTS ATTACHED TO THE A ORDINARY SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Class of Shares:	SERIES	Number allotted	13021429
	A	Aggregate nominal value:	13021.429
	PREFERRED		

Currency: **GBP**

Prescribed particulars

VOTING RIGHTS: EACH SERIES A PREFERRED SHARE CARRIES, ON A POLL, ONE VOTE PER SHARE. SUCH VOTES TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITORS DETERMINATION. THE HOLDERS OF SERIES A PREFERRED SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING. DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO I

Class of Shares:	SERIES	Number allotted	1300000
	A-2 NV	Aggregate nominal value:	1300
	PREFERRED		

Currency: **GBP**

Prescribed particulars

VOTING RIGHTS THE SERIES A-2 (NV) PREFERRED SHARES DO NOT CARRY THE RIGHT TO RECEIVE NOTICE OF, OR TO ATTEND AND VOTE AT, ANY GENERAL MEETING OR SIGN ANY WRITTEN RESOLUTION OF THE COMPANY. DIVIDEND RIGHTS EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION). A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING (THE "PREFERRED DIVIDEND"). CAPITAL RIGHTS UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A

DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS: 1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND 2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS. REDEMPTION RIGHTS THE SERIES A-2 (NV) PREFERRED SHARES ARE NOT REDEEMABLE. THE RIGHTS ATTACHED TO THE SERIES A-2(NV) PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Class of Shares:	SERIES	Number allotted	1698418
	A-2	Aggregate nominal value:	1698.418
	PREFERRED		

Currency: GBP

Prescribed particulars

VOTING RIGHTS EACH SERIES A-2 PREFERRED SHARE CARRIES, ON A POLL, ONE VOTE PER SHARE. SUCH VOTES TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION. THE HOLDERS OF SERIES A-2 PREFERRED SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A MEETING. DIVIDEND RIGHTS EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION). A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING (THE "PREFERRED DIVIDEND"). CAPITAL RIGHTS UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS:

1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND 2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS. REDEMPTION RIGHTS THE SERIES A-2 PREFERRED SHARES ARE NOT REDEEMABLE. THE RIGHTS ATTACHED TO THE SERIES A-2 PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Class of Shares:	SERIES	Number allotted	783333
	A-3 NV	Aggregate nominal value:	783.333
	PREFERRED		

Currency: **GBP**

Prescribed particulars

VOTING RIGHTS THE SERIES A-3 (NV) PREFERRED SHARES DO NOT CARRY THE RIGHT TO RECEIVE NOTICE OF, OR TO ATTEND AND VOTE AT, ANY GENERAL MEETING OR SIGN ANY WRITTEN RESOLUTION OF THE COMPANY. DIVIDEND RIGHTS EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION). A CUMULATIVE FIXED RATE DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A SHARE SALE OR A QUALIFIED LISTING (THE "PREFERRED DIVIDEND"). CAPITAL RIGHTS UNLESS DIS-APPLIED WITH THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE, A LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS: 1. FIRST IN PAYING THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH SHARES CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND, IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS OF HOLDERS OF PREFERRED

SHARES, THEN IN PROPORTION TO THE AMOUNTS DUE TO EACH SUCH SHARE HELD; AND
2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO THE HOLDERS OF ORDINARY
SHARES, A ORDINARY SHARES AND PREFERRED SHARES PRO RATA (SUCH NUMBER TO
BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS
IF THEY CONSTITUTED ONE AND THE SAME CLASS. REDEMPTION RIGHTS THE SERIES A-3
(NV) PREFERRED SHARES ARE NOT REDEEMABLE. THE RIGHTS ATTACHED TO THE SERIES
A-3 (NV) PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES
OF ASSOCIATION OF THE COMPANY.

Class of Shares:	SERIES	Number allotted	5863459
	A-3	Aggregate nominal value:	5863.459
	PREFERRED		

Currency: **GBP**

Prescribed particulars

**VOTING RIGHTS: EACH SERIES A-3 PREFERRED SHARE CARRIES. ON A POLL. ONE VOTE
PER SHARE. SUCH VOTES TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH
AN AUDITOR'S DETERMINATION. THE HOLDERS OF SERIES A-3 PREFERRED SHARES
ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION OF A SHOW OF HANDS AT A
MEETING. DIVIDEND RIGHTS: EXCEPT AS SET OUT BELOW ALL DIVIDENDS AND OTHER
DISTRIBUTIONS SHALL BE PAID TO ALL SHAREHOLDERS PRO RATA TO THE NUMBER OF
SHARES HELD BY EACH SHAREHOLDER (SUCH NUMBER TO BE ADJUSTED IF NECESSARY
IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION). A CUMULATIVE FIXED RATE
DIVIDEND OF 8% PER ANNUM SHALL ACCRUE ON EACH PREFERRED SHARE FROM THE
DATE ON WHICH THE SHARE WAS FIRST ISSUED UNTIL THE FIRST TO OCCUR OF A
SHARE SALE OR A QUALIFIED LISTING. CAPITAL RIGHTS: UNLESS DISAPPLIED WITH
THE RELEVANT CONSENT ON A DISTRIBUTION OF CAPITAL BY A BUSINESS SALE. A
LIQUIDATION OR OTHERWISE. THE SURPLUS ASSETS AVAILABLE AFTER PAYMENT OF
THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AS FOLLOWS 1. FIRST IN PAYING
THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE
PER PREFERRED SHARE TOGETHER WITH A SUM EQUAL TO ANY ARREARS ON SUCH
SHARES CALCULATED UP TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL
AND. IF THERE IS A SHORTFALL OF ASSETS REMAINING TO SATISFY THE ENTITLEMENTS
OF HOLDERS OF PREFERRED SHARES. THEN IN PROPORTION TO THE AMOUNTS DUE TO
EACH SUCH SHARE HELD, AND 2. THEREAFTER, IN PAYING ANY BALANCE REMAINING TO
THE HOLDERS OF ORDINARY SHARES. A ORDINARY SHARES AND PREFERRED SHARES**

PRO RATA (SUCH NUMBER TO BE ADJUSTED IF NECESSARY IN ACCORDANCE WITH AN AUDITOR'S DETERMINATION) AS IF THEY CONSTITUTED ONE AND THE SAME CLASS. REDEMPTION RIGHTS: THE SERIES A-3 PREFERRED SHARES ARE NOT REDEEMABLE. THE RIGHTS ATTACHED TO THE SERIES A-3 PREFERRED SHARES ARE MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	26145375
		Total aggregate nominal value:	26145.375
		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.