

**Return of Allotment of Shares**Company Name: **ADLUDIO LIMITED**Company Number: **08227542**Received for filing in Electronic Format on the: **23/05/2023**

XC44JMAP

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	22/03/2023	

Class of Shares:	SERIES B-2	Number allotted	257143
	PREFERRED	Nominal value of each share	0.01
	SHARES	Amount paid:	7
Currency:	GBP	Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	SERIES B-3	Number allotted	28571
	PREFERRED	Nominal value of each share	0.01
	SHARES	Amount paid:	7
Currency:	GBP	Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	252450
Currency:	GBP	Aggregate nominal value:	2524.5

Prescribed particulars

(A) EACH HOLDER OF ORDINARY SHARE HAS THE RIGHT TO ONE VOTE. (B) HOLDERS OF ORDINARY SHARES ARE ENTITLED TO DIVIDENDS PRO RATA AND ON A PARI PASSU BASIS; (C) UPON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, DISSOLUTION, WINDING UP OR A RETURN OF CAPITAL FOR ANY THE SURPLUS ASSETS OF THE COMPANY THE PROCEEDS SHALL BE APPLIED BY THE COMPANY (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, TO THE HOLDERS OF SERIES B-2 AND B-3 PREFERRED SHARES AS SET OUT IN THEIR RESPECTIVE PRESCRIBED PARTICULARS; SECOND, TO THE HOLDERS OF SERIES B AND B-1 PREFERRED SHARES AS SET OUT IN THEIR PRESCRIBED PARTICULARS; THIRD, TO THE HOLDERS OF SERIES A-1 PREFERRED SHARES AS SET OUT IN THEIR PRESCRIBED PARTICULARS; FOURTH, TO THE HOLDERS OF SERIES A PREFERRED SHARES AS SET OUT IN THEIR PRESCRIBED PARTICULARS; FIFTH, TO THE HOLDERS OF PREFERENCE SHARES AS SET OUT IN THEIR PRESCRIBED PARTICULARS AND LAST TO THE HOLDERS OF ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES HELD BY EACH OF THEM. THE HIGHER OF 1 TIMES THE AGGREGATE ISSUE PRICE OF ALL THE ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME OR AN AMOUNT EQUAL TO THE PROPORTION OF THE RESULTING PROCEEDS WHICH WOULD BE DISTRIBUTED TO THE HOLDERS OF ORDINARY SHARES IF THE RESULTING PROCEEDS WERE DISTRIBUTED TO ALL THE SHAREHOLDERS ON A PRO RATA BASIS AND THEREAFTER TO THE OTHER CLASSES OF SHARES AS SET OUT IN THEIR RESPECTIVE PRESCRIBED PARTICULARS (D) THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	SERIES	Number allotted	68968
	A	Aggregate nominal value:	689.68
	PREFERRED		

Currency: **GBP**

Prescribed particulars

(A) EACH HOLDER OF SERIES A PREFERRED SHARE HAS THE RIGHT TO ONE VOTE. (B) HOLDERS OF SERIES A PREFERRED SHARES ARE ENTITLED TO DIVIDENDS PRO RATA AND ON A PARI PASSU BASIS; (C) UPON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, DISSOLUTION, WINDING UP OR A RETURN OF CAPITAL FOR ANY THE SURPLUS ASSETS OF THE COMPANY THE PROCEEDS SHALL BE APPLIED BY THE COMPANY (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, TO THE HOLDERS OF SERIES B-2 AND B-3 PREFERRED SHARES AS SET OUT IN THEIR RESPECTIVE PRESCRIBED PARTICULARS; SECOND, TO THE HOLDERS OF SERIES B AND B-1 PREFERRED SHARES AS SET OUT IN THEIR PRESCRIBED PARTICULARS; THIRD, TO THE HOLDERS OF SERIES A-1 PREFERRED SHARES AS SET OUT IN THEIR RESPECTIVE PARTICULARS; FOURTH, TO THE HOLDERS OF SERIES A PREFERRED SHARES PRO RATA ACCORDING TO THE NUMBER OF SERIES A PREFERRED SHARES HELD BY EACH OF THEM THE HIGHER OF 1 TIMES THE AGGREGATE ISSUE PRICE OF ALL THE SERIES A PREFERRED SHARES IN ISSUE AT THE RELEVANT TIME OR AN AMOUNT EQUAL TO THE PROPORTION OF THE RESULTING PROCEEDS WHICH WOULD BE DISTRIBUTED TO THE HOLDERS OF SERIES A PREFERRED SHARES IF THE RESULTING PROCEEDS WERE DISTRIBUTED TO ALL THE SHAREHOLDERS ON A PRO RATA BASIS AND THEREAFTER TO THE OTHER CLASSES OF SHARES AS SET OUT IN THEIR RESPECTIVE PRESCRIBED PARTICULARS (D) THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	SERIES	Number allotted	184478
	A-1	Aggregate nominal value:	1844.78
	PREFERRED		
Currency:	GBP		
Prescribed particulars			

(A) EACH HOLDER OF SERIES A-1 PREFERRED SHARE HAS THE RIGHT TO ONE VOTE. (B) HOLDERS OF SERIES A-1 PREFERRED SHARES ARE ENTITLED TO DIVIDENDS PRO RATA AND ON A PARI PASSU BASIS; (C) UPON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, DISSOLUTION, WINDING UP OR A RETURN OF CAPITAL FOR ANY THE SURPLUS ASSETS OF THE COMPANY THE PROCEEDS SHALL BE APPLIED BY THE COMPANY (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, TO THE HOLDERS OF SERIES B-2 AND B-3 PREFERRED SHARES AS SET OUT IN THEIR RESPECTIVE PRESCRIBED PARTICULARS; SECOND, TO THE HOLDERS OF SERIES B AND B-1 PREFERRED SHARES; THIRD, TO THE HOLDERS OF SERIES A-1 PREFERRED SHARES PRO RATA ACCORDING TO THE NUMBER OF SERIES A-1 PREFERRED SHARES HELD BY EACH OF THEM THE HIGHER OF 2 TIMES THE AGGREGATE ISSUE PRICE OF ALL THE SERIES A-1 PREFERRED SHARES IN ISSUE AT THE RELEVANT TIME OR AN AMOUNT EQUAL TO THE PROPORTION OF THE RESULTING PROCEEDS WHICH WOULD BE DISTRIBUTED TO THE HOLDERS OF SERIES A-1 PREFERRED SHARES IF THE RESULTING PROCEEDS WERE DISTRIBUTED TO ALL THE SHAREHOLDERS ON A PRO RATA BASIS AND THEREAFTER TO THE OTHER CLASSES OF SHARES AS SET OUT IN THEIR RESPECTIVE PRESCRIBED PARTICULARS (D) THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	SERIES	Number allotted	325482
	B	Aggregate nominal value:	3254.82
	PREFERRED		
Currency:	GBP		
Prescribed particulars			

(A) EACH HOLDER OF SERIES B PREFERRED SHARE HAS THE RIGHT TO ONE VOTE. (B) HOLDERS OF SERIES B PREFERRED SHARES ARE ENTITLED TO DIVIDENDS PRO RATA AND ON A PARI PASSU BASIS; (C) UPON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, DISSOLUTION, WINDING UP OR A RETURN OF CAPITAL FOR ANY THE SURPLUS ASSETS OF THE COMPANY THE PROCEEDS SHALL BE APPLIED BY THE COMPANY (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, TO THE HOLDERS OF SERIES B-2 AND B-3 PREFERRED SHARES AS SET OUT IN THEIR RESPECTIVE PRESCRIBED PARTICULARS; SECOND,, AN AMOUNT EQUAL TO 1.5X THE AGGREGATE SERIES B ISSUE PRICE OF ALL THE SERIES B AND B-1 PREFERRED SHARES IN ISSUE AT THE RELEVANT TIME PRO RATA TO THE INDIVIDUAL SERIES B ISSUE PRICE PAID BY EACH HOLDER OF SERIES B AND B-1 PREFERRED SHARES IN RESPECT OF THE SERIES B AND B-1 PREFERRED SHARES HELD BY THEM PLUS AFTER DEDUCTING THE SURPLUS PROCEEDS FROM THE AMOUNT DISTRIBUTED ABOVE, THE RESULTING PROCEEDS WOULD BE DISTRIBUTED TO THE HOLDERS OF SERIES B AND B-1 PREFERRED SHARES, IF THE BALANCE OF THE PROCEEDS WERE DISTRIBUTED TO ALL SHAREHOLDERS ON A PRO RATA BASIS (AS IF ALL SHARES CONSTITUTED ONE AND THE SAME CLASS OF SHARE); SECOND AND THEREAFTER TO THE OTHER CLASSES OF SHARES AS SET OUT IN THEIR RESPECTIVE PRESCRIBED PARTICULARS.

Class of Shares:	SERIES	Number allotted	25001
	B-1	Aggregate nominal value:	250.01
	PREFERRED		
Currency:	GBP		
Prescribed particulars			

(A) EACH HOLDER OF SERIES B-1 PREFERRED SHARE HAS THE RIGHT TO ONE VOTE. (B) HOLDERS OF SERIES B-1 PREFERRED SHARE ARE ENTITLED TO DIVIDENDS PRO RATA AND ON A PARI PASSU BASIS; (C) UPON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, DISSOLUTION, WINDING UP OR A RETURN OF CAPITAL FOR ANY THE SURPLUS ASSETS OF THE COMPANY THE PROCEEDS SHALL BE APPLIED BY THE COMPANY (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, TO THE HOLDERS OF SERIES B-2 AND B-3 PREFERRED SHARES AS SET OUT IN THEIR RESPECTIVE PRESCRIBED PARTICULARS; SECOND, AN AMOUNT EQUAL TO 1.5X THE AGGREGATE SERIES B ISSUE PRICE OF ALL THE SERIES B AND B-1 PREFERRED SHARES IN ISSUE AT THE RELEVANT TIME PRO RATA TO THE INDIVIDUAL SERIES B ISSUE PRICE PAID BY EACH HOLDER OF SERIES B AND B-1 PREFERRED SHARES IN RESPECT OF THE SERIES B AND B-1 PREFERRED SHARES HELD BY THEM PLUS AFTER DEDUCTING THE SURPLUS PROCEEDS FROM THE AMOUNT DISTRIBUTED ABOVE, THE RESULTING PROCEEDS WOULD BE DISTRIBUTED TO THE HOLDERS OF SERIES B AND B-1 PREFERRED SHARES, IF THE BALANCE OF THE PROCEEDS WERE DISTRIBUTED TO ALL SHAREHOLDERS ON A PRO RATA BASIS (AS IF ALL SHARES CONSTITUTED ONE AND THE SAME CLASS OF SHARE); SECOND AND THEREAFTER TO THE OTHER CLASSES OF SHARES AS SET OUT IN THEIR RESPECTIVE PRESCRIBED PARTICULARS.

Class of Shares:	PREFERENCE	Number allotted	24773
Currency:	GBP	Aggregate nominal value:	247.73
Prescribed particulars			

(A) EACH HOLDER OF PREFERENCE SHARE HAS THE RIGHT TO ONE VOTE. (B) HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO DIVIDENDS PRO RATA AND ON A PARI PASSU BASIS; (C) UPON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, DISSOLUTION, WINDING UP OR A RETURN OF CAPITAL FOR ANY THE SURPLUS ASSETS OF THE COMPANY THE PROCEEDS SHALL BE APPLIED BY THE COMPANY (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, TO THE HOLDERS OF SERIES B-2 AND B-3 PREFERRED SHARES AS SET OUT IN THEIR RESPECTIVE PRESCRIBED PARTICULARS; SECOND, TO THE HOLDERS OF SERIES B AND B-1 PREFERRED SHARES AS SET OUT IN THEIR PRESCRIBED PARTICULARS; THIRD, TO THE HOLDERS OF SERIES A-1 PREFERRED SHARES AS SET OUT IN THEIR PRESCRIBED PARTICULARS; FOURTH, TO THE HOLDERS OF SERIES A PREFERRED SHARES AS SET OUT IN THEIR PRESCRIBED PARTICULARS; FIFTH, TO THE HOLDERS OF PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF PREFERENCE SHARES HELD BY EACH OF THEM. THE HIGHER OF 1 TIMES THE AGGREGATE ISSUE PRICE OF ALL THE PREFERENCE SHARES IN ISSUE AT THE RELEVANT TIME OR AN AMOUNT EQUAL TO THE PROPORTION OF THE RESULTING PROCEEDS WHICH WOULD BE DISTRIBUTED TO THE HOLDERS OF PREFERENCE SHARES IF THE RESULTING PROCEEDS WERE DISTRIBUTED TO ALL THE SHAREHOLDERS ON A PRO RATA BASIS AND THEREAFTER TO THE OTHER CLASSES OF SHARES AS SET OUT IN THEIR RESPECTIVE PRESCRIBED PARTICULARS (D) THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	DEFERRED	Number allotted	49077
Currency:	GBP	Aggregate nominal value:	490.77
Prescribed particulars			

THE HOLDERS OF DEFERRED SHARES (BY VIRTUE OF THEIR HOLDING OF DEFERRED SHARES) SHALL NOT BE ENTITLED TO RECEIVE ANY DIVIDEND OR DISTRIBUTION IN RELATION TO THE COMPANY AND SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF, NOR HAVE THE RIGHT TO ATTEND, SPEAK OR VOTE AT, ANY GENERAL MEETING OF THE COMPANY. ON A RETURN OF ASSETS, WHETHER ON LIQUIDATION OR OTHERWISE, THE DEFERRED SHARES SHALL ENTITLE THE HOLDERS OF DEFERRED SHARES TO THE REPAYMENT OF AMOUNTS PAID UP ON SUCH DEFERRED SHARES (INCLUDING ANY PREMIUM) AFTER REPAYMENT OF THE CAPITAL PAID UP ON THE SHARES (EXCLUDING DEFERRED SHARES) PLUS THE PAYMENT OF £10,000,000 ON EACH OF THE SHARES (EXCLUDING DEFERRED SHARES) , AND THE HOLDERS OF DEFERRED SHARES (BY VIRTUE OF THEIR HOLDING OF DEFERRED SHARES) SHALL NOT BE ENTITLED TO ANY FURTHER PARTICIPATION IN THE ASSETS OR PROFITS OF THE COMPANY. THE DEFERRED SHARES SHALL NOT BE TRANSFERABLE (OTHER THAN AS SPECIFIED IN THE ARTICLES) NOR SHALL THE HOLDERS OF DEFERRED SHARES BE ENTITLED TO MORTGAGE, PLEDGE, CHARGE OR OTHERWISE ENCUMBER THEM OR CREATE OR DISPOSE OF OR AGREE TO CREATE OR DISPOSE OF ANY INTEREST WHATSOEVER IN ANY DEFERRED SHARES.

Class of Shares:	SERIES	Number allotted	257143
	B-2	Aggregate nominal value:	2571.43
	PREFERRED		
	SHARES		
Currency:	GBP		

Prescribed particulars

(A) EACH HOLDER OF SERIES B-2 PREFERRED SHARE HAS THE RIGHT TO ONE VOTE. (B) HOLDERS OF SERIES B-2 PREFERRED SHARE ARE ENTITLED TO DIVIDENDS PRO RATA AND ON A PARI PASSU BASIS; (C) UPON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, DISSOLUTION, WINDING UP OR A RETURN OF CAPITAL FOR ANY THE SURPLUS ASSETS OF THE COMPANY THE PROCEEDS SHALL BE APPLIED BY THE COMPANY (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, AN AMOUNT EQUAL TO 1.5X THE AGGREGATE ISSUE PRICE OF ALL THE SERIES B-2 AND B-3 PREFERRED SHARES IN ISSUE AT THE RELEVANT TIME PRO RATA TO THE INDIVIDUAL SERIES B-2 ISSUE PRICE PAID BY EACH HOLDER OF SERIES B-2 AND B-3 PREFERRED SHARES IN RESPECT OF THE SERIES B-2 AND B-3 PREFERRED SHARES HELD BY THEM PLUS AFTER DEDUCTING THE SURPLUS PROCEEDS FROM THE AMOUNT DISTRIBUTED ABOVE, THE RESULTING PROCEEDS WOULD BE DISTRIBUTED TO THE HOLDERS OF SERIES B-2 AND B-3 PREFERRED SHARES, IF THE BALANCE OF THE PROCEEDS WERE DISTRIBUTED TO ALL SHAREHOLDERS ON A PRO RATA BASIS (AS IF ALL SHARES CONSTITUTED ONE AND THE SAME CLASS OF SHARE); SECOND AND THEREAFTER TO THE OTHER CLASSES OF SHARES AS SET OUT IN THEIR RESPECTIVE PRESCRIBED PARTICULARS.

Class of Shares:	SERIES	Number allotted	28571
	B-3	Aggregate nominal value:	285.71
	PREFERRED		
Currency:	GBP		
Prescribed particulars			

(A) EACH HOLDER OF SERIES B-3 PREFERRED SHARE HAS THE RIGHT TO ONE VOTE. (B) HOLDERS OF SERIES B-3 PREFERRED SHARE ARE ENTITLED TO DIVIDENDS PRO RATA AND ON A PARI PASSU BASIS; (C) UPON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, DISSOLUTION, WINDING UP OR A RETURN OF CAPITAL FOR ANY THE SURPLUS ASSETS OF THE COMPANY THE PROCEEDS SHALL BE APPLIED BY THE COMPANY (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, AN AMOUNT EQUAL TO 1.5X THE AGGREGATE ISSUE PRICE OF ALL THE SERIES B-2 AND B-3 PREFERRED SHARES IN ISSUE AT THE RELEVANT TIME PRO RATA TO THE INDIVIDUAL SERIES B-3 ISSUE PRICE PAID BY EACH HOLDER OF SERIES B-2 AND B-3 PREFERRED SHARES IN RESPECT OF THE SERIES B-1 AND B-3 PREFERRED SHARES HELD BY THEM PLUS AFTER DEDUCTING THE SURPLUS PROCEEDS FROM THE AMOUNT DISTRIBUTED ABOVE, THE RESULTING PROCEEDS WOULD BE DISTRIBUTED TO THE HOLDERS OF SERIES B-2 AND B-3 PREFERRED SHARES, IF THE BALANCE OF THE PROCEEDS WERE DISTRIBUTED TO ALL SHAREHOLDERS ON A PRO RATA BASIS (AS IF ALL SHARES CONSTITUTED ONE AND THE SAME CLASS OF SHARE); SECOND AND THEREAFTER TO THE OTHER CLASSES OF SHARES AS SET OUT IN THEIR RESPECTIVE PRESCRIBED PARTICULARS.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1215943
		Total aggregate nominal value:	12159.43
		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.