

**Return of Allotment of Shares**Company Name: **ADLUDIO LIMITED**Company Number: **08227542**Received for filing in Electronic Format on the: **29/11/2023**

XCHCLXV7

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>03/05/2023</b>	<b>18/05/2023</b>

<b>Class of Shares:</b>	<b>SERIES B-2</b>	Number allotted	<b>2143</b>
	<b>PREFERRED</b>	Nominal value of each share	<b>0.01</b>
Currency:	<b>GBP</b>	Amount paid:	<b>7</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

<b>Class of Shares:</b>	<b>SERIES B-2</b>	Number allotted	<b>7143</b>
	<b>PREFERRED</b>	Nominal value of each share	<b>0.01</b>
Currency:	<b>GBP</b>	Amount paid:	<b>7</b>
		Amount unpaid:	<b>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>DEFERRED</b>	Number allotted	<b>49077</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>490.77</b>

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).

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>252450</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>2524.5</b>

Prescribed particulars

(A) ANY HOLDER OF SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, HAVE ONE VOTE FOR EACH SHARE OF WHICH HE IS THE HOLDER. (B) ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL, SUBJECT TO THE CONSENT OF A MAJORITY OF INVESTORS AND THAT OF BOTH SERIES A INVESTOR DIRECTORS, BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES THEN IN ISSUE PRO RATA AND PARI PASSU. (C) UPON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, DISSOLUTION, WINDING UP OR A RETURN OF CAPITAL FOR ANY REASON (WHETHER FOLLOWING THE SALE OF ALL OR SUBSTANTIALLY OF THE COMPANY'S ASSETS OR THE GRANTING OF AN EXCLUSIVE LICENCE OVER ALL OR SUBSTANTIALLY ALL OF THE COMPANY'S INTELLECTUAL PROPERTY BY THE COMPANY BUT EXCLUDING ANY CONVERSION, REDEMPTION, SHARE BUY-BACK OR PAYMENT OF DIVIDEND) OR UPON A SALE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES, OR THE PROCEEDS OF ANY SALE, SHALL BE APPLIED BY THE COMPANY (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, TO THE HOLDERS OF SERIES A PREFERRED SHARES AN AMOUNT CALCULATED AS SET OUT IN THE PRESCRIBED PARTICULARS OF THE RIGHTS ATTACHED TO THE SERIES A PREFERRED SHARES ABOVE, SECONDLY, IN PAYING TO THE HOLDERS OF PREFERENCE SHARES AN AMOUNT CALCULATED AS SET OUT IN THE PRESCRIBED PARTICULARS OF THE RIGHTS ATTACHED TO THE PREFERENCE SHARES ABOVE; AND THEREAFTER: (I) IF THERE ARE SUFFICIENT SURPLUS ASSETS OR PROCEEDS OF THE SALE FOR ALL ORDINARY SHAREHOLDERS TO RECEIVE AT LEAST THE AGGREGATE ISSUE PRICE PAID IN RESPECT OF THE ORDINARY SHARES HELD BY EACH OF THEM, THEN THE REMAINING SURPLUS ASSETS OR THE PROCEEDS OF THE SALE SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE SHAREHOLDINGS; OR, (II) IF THERE ARE INSUFFICIENT SURPLUS ASSETS OR PROCEEDS OF THE SALE FOR ALL ORDINARY SHAREHOLDERS TO RECEIVE THE AGGREGATE ISSUE PRICE PAID IN RESPECT OF THE ORDINARY SHARES HELD BY EACH OF THEM, THEN THE REMAINING SURPLUS ASSETS OR THE PROCEEDS OF THE SALE SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS PRO RATA TO THE AGGREGATE ISSUE PRICE PAID BY EACH ORDINARY SHAREHOLDER IN RESPECT OF THE ORDINARY SHARES HELD BY THEM. (D) THE SHARES ARE NOT REDEEMABLE.

**Class of Shares: PREFERENCE**

**Number allotted**

**24773**

## Prescribed particulars

**(A) ANY HOLDER OF SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, HAVE ONE VOTE FOR EACH SHARE OF WHICH HE IS THE HOLDER. (B) ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL, SUBJECT TO THE CONSENT OF A MAJORITY OF INVESTORS AND THAT OF BOTH SERIES A INVESTOR DIRECTORS, BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES THEN IN ISSUE PRO RATA AND PARI PASSU. (C) UPON A DISTRIBUTION OF ASSETS ON A LIQUIDATION, DISSOLUTION, WINDING UP OR A RETURN OF CAPITAL FOR ANY REASON (WHETHER FOLLOWING THE SALE OF ALL OR SUBSTANTIALLY OF THE COMPANY'S ASSETS OR THE GRANTING OF AN EXCLUSIVE LICENCE OVER ALL OR SUBSTANTIALLY ALL OF THE COMPANY'S INTELLECTUAL PROPERTY BY THE COMPANY BUT EXCLUDING ANY CONVERSION, REDEMPTION, SHARE BUY-BACK OR PAYMENT OF DIVIDEND) OR UPON A SALE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES, OR THE PROCEEDS OF ANY SALE, SHALL BE APPLIED BY THE COMPANY (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, IN PAYING TO THE HOLDERS OF SERIES A PREFERRED SHARES AN AMOUNT CALCULATED AS SET OUT IN THE PRESCRIBED PARTICULARS OF THE RIGHTS ATTACHED TO THE SERIES A PREFERRED SHARES ABOVE; AND, SECONDLY, IN PAYING TO THE HOLDERS OF PREFERENCE SHARES THE HIGHER OF (I) AN AMOUNT PER SHARE HELD EQUAL TO THE ISSUE PRICE IN RESPECT OF THE PREFERENCE SHARES (AS ADJUSTED FOR SHARE SPLITS, DIVIDENDS OR RECAPITALISATIONS) PLUS ANY DECLARED BUT UNPAID DIVIDENDS HELD BY EACH OF THEM; AND (II) THE AMOUNT THEY WOULD RECEIVE IF ALL SHAREHOLDERS RECEIVED THEIR PRO RATA SHARE OF SUCH ASSETS OR PROCEEDS ON AN AS-CONVERTED BASIS, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS OR PROCEEDS OF THE SALE TO PAY THE AMOUNTS PER SHARE EQUAL TO THE ISSUE PRICE, THE REMAINING SURPLUS ASSETS OR PROCEEDS OF SALE SHALL BE DISTRIBUTED TO THE HOLDERS OF PREFERENCE SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF PREFERENCE SHARES. (D) THE SHARES ARE NOT REDEEMABLE**

<b>Class of Shares:</b>	<b>SERIES</b>	Number allotted	<b>68968</b>
	<b>A</b>	Aggregate nominal value:	<b>689.68</b>
	<b>PREFERRED</b>		

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 AND B-1 SHARES AS SET OUT IN THEIR RESPECTIVE PRESCRIBED PARTICULARS; SECOND, TO THE HOLDERS OF SERIES A-1 PREFERRED SHARES AS SET OUT IN THEIR PRESCRIBED PARTICULARS; THIRD, 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.**

<b>Class of Shares:</b>	<b>SERIES</b>	Number allotted	<b>184478</b>
	<b>A-1</b>	Aggregate nominal value:	<b>1844.78</b>
	<b>PREFERRED</b>		

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 AND B-1 SHARES AS SET OUT IN THEIR RESPECTIVE PRESCRIBED PARTICULARS; SECOND, 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:	<b>SERIES</b>	Number allotted	<b>325482</b>
	<b>B</b>	Aggregate nominal value:	<b>3254.82</b>
	<b>PREFERRED</b>		
Currency:	<b>GBP</b>		
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, 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, 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	266429
	B-2	Aggregate nominal value:	2664.29
	PREFERRED		
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.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>1225229</b>
		Total aggregate nominal value:	<b>12252.29</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.