In accordance with Section 555 of the Companies Act 2006.

SH01

Return of allotment of shares

Companies House

Go online to file this information
www.gov.uk/companieshouse

✓ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

✗ **What this form is NOT f**
You cannot use this form notice of shares taken by on formation of the comp for an allotment of a new shares by an unlimited co

SATURDAY

A7GZKTTF
A27 20/10/2018 #151
COMPANIES HOUSE

1 Company details

Company number	0 9 2 3 3 8 7 0
Company name in full	FRAUGSTER LIMITED

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Allotment dates ❶

From Date	d 2 d 1	m 0 m 9	y 2 y 0 y 1 y 8
To Date	d d	m m	y y y y

❶ **Allotment date**
If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

❷ **Currency**
If currency details are not completed we will assume currency is in pound sterling.

Currency ❷	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	SERIES B	7,416,748	£0.000001	€0.073076	0
GBP	SERIES B	27,715,614	£0.000001	€0.063253	0
GBP	SERIES B	107,446,005	£0.000001	€0.083763	0

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if necessary.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

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4 Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, $, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, $, etc) Including both the nominal value and any share premium
Currency table A				
	SEE CONTINUATION PAGE			
	Totals			
Currency table B				
	Totals			
Currency table C				
	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	537,818,367	£537.818367	0

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + $10 etc.

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share	
Prescribed particulars ❶	SEE CONTINUATION PAGES
Class of share	
Prescribed particulars ❶	
Class of share	
Prescribed particulars ❶	

❶ Prescribed particulars of rights attached to shares

The particulars are:
a particulars of any voting rights, including rights that arise only in certain circumstances;
b particulars of any rights, as respects dividends, to participate in a distribution;
c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation page
Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature
X X

This form may be signed by:
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ Societas Europaea
If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

❸ Person authorised
Under either section 270 or 274 of the Companies Act 2006.

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

4 Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, $, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, $, etc) Including both the nominal value and any share premium
GBP	ORDINARY	236,590,000	£236.59	
GBP	SEED	41,980,000	£41.98	
GBP	SERIES A	116,670,000	£116.67	
GBP	SERIES B	142,578,367	£142.578367	
	Totals	537,818,367	£537.818367	0

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	ORDINARY
Prescribed particulars	DISTRIBUTION - LIQUIDATION PREFERENCE. SUBJECT TO § 2.1 AND § 2.4 IN THE EVENT OF (I) A LIQUIDATION, IPO OR SALE OF THE COMPANY OR (II) UPON A DISTRIBUTION OF PROFITS OR UPON A CAPITAL DECREASE OF THE COMPANY ((I) AND (II) EACH A "LIQUIDATION EVENT"), THE PROCEEDS, INCLUDING, FOR THE AVOIDANCE OF DOUBT, PROCEEDS RECEIVED BY WAY OF EARN OUT- OR SIMILAR ARRANGEMENTS PROVIDING FOR DELAYED COMPENSATION, IF ANY (THE "LIQUIDATION PROCEEDS"), SHALL BE DISTRIBUTED AS FOLLOWS (THE "LIQUIDATION PREFERENCE") (SAVE THAT, IN THE CASE OF A SALE, ANY SHARES NOT SOLD IN CONNECTION WITH SUCH SALE SHALL BE DISREGARDED): (A) FIRST, EACH SERIES B SHAREHOLDER SHALL RECEIVE THE HIGHER OF I. THE ORIGINAL PURCHASE PRICE FOR THE SERIES B SHARES HELD BY THE SERIES B SHAREHOLDER CALCULATED BY MULTIPLYING THE NUMBER OF SERIES B SHARES HELD BY THE SERIES B SHAREHOLDER WITH THE SUBSCRIPTION PRICE; AND II. THE AMOUNT THAT THE SERIES B SHAREHOLDER WOULD RECEIVE ON ACCOUNT OF HIS SERIES B SHARES IF THE LIQUIDATION PROCEEDS WERE DISTRIBUTED AMONG ALL SHAREHOLDERS PRO RATA BASED ON THEIR SHAREHOLDINGS IN THE COMPANY IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT ("LEVEL 1"); AND B) SECOND, AFTER THE PAYMENT IN FULL OF ANY PAYMENTS DUE ON LEVEL 1, EACH SERIES A SHAREHOLDER SHALL RECEIVE THE HIGHER OF I. THE ORIGINAL PURCHASE PRICE FOR THE SERIES A SHARES HELD BY THE SERIES A SHAREHOLDER CALCULATED BY MULTIPLYING THE NUMBER OF SERIES A SHARES HELD BY THE SERIES A SHAREHOLDER WITH THE SUBSCRIPTION PRICE; AND II. THE AMOUNT THAT THE SERIES A SHAREHOLDER WOULD RECEIVE ON ACCOUNT OF HIS SERIES A SHARES IF THE LIQUIDATION PROCEEDS WERE DISTRIBUTED AMONG ALL SHAREHOLDERS PRO RATA BASED ON THEIR SHAREHOLDINGS IN THE COMPANY IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT ("LEVEL 2"); AND (C) THIRD, AFTER THE PAYMENT IN FULL OF ANY PAYMENTS DUE ON LEVEL 1 AND LEVEL 2, EACH HOLDER OF SEED SHARES SHALL RECEIVE OUT OF THE REMAINING LIQUIDATION PROCEEDS THE HIGHER OF I. THE CUMULATIVE INVESTMENT MADE INTO THE COMPANY FOR THE RESPECTIVE SEED SHARES AS PART OF THE FINANCING ROUND OF NOVEMBER 27, 2015, INCLUDING ANY NOMINAL AMOUNTS, SHAREHOLDER CONTRIBUTIONS INTO EQUITY (GESELLSCHAFTERZUSCHÜSSE) AND SURPLUS AMOUNTS (AGIO); AND II. THE AMOUNT THAT THE HOLDER OF SEED SHARES WOULD RECEIVE ON ACCOUNT OF HIS SEED SHARES IF THE LIQUIDATION PROCEEDS WERE DISTRIBUTED AMONG ALL SHAREHOLDERS PRO RATA BASED ON THEIR SHAREHOLDINGS IN THE COMPANY IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT ("LEVEL 3"); AND

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	ORDINARY (CONTINUED)
Prescribed particulars	(D) FOURTH, AFTER THE PAYMENT IN FULL OF ANY PAYMENTS DUE ON LEVEL 1 AND LEVEL 2 AND LEVEL 3, ANY REMAINING LIQUIDATION PROCEEDS SHALL BE DISTRIBUTED AMONG ALL HOLDERS OF ORDINARY SHARES IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT PRO RATA TO THEIR RESPECTIVE NUMBER OF ORDINARY SHARES HELD ("COMMON LEVEL"). VOTING - THE HOLDERS OF ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, AND TO ATTEND AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDENDS - THE ORDINARY SHARES SHALL RANK PARI PASSU IN RESPECT OF DIVIDEND PAYMENTS (SUBJECT THAT IF THERE ARE NIL PAID OR PARTLY PAID SHARE(S), ANY HOLDER OF SUCH SHARE(S) SHALL ONLY BE ENTITLED, IN CASE OF ANY DIVIDEND PAYMENT, TO BE PAID AN AMOUNT EQUAL TO THE AMOUNT OF THE DIVIDEND PAYMENT MULTIPLIED BY THE PERCENTAGE OF THE AMOUNT THAT IS PAID UP (IF ANY) ON SUCH SHARE(S) DURING ANY PORTION OR PORTIONS OF THE PERIOD IN RESPECT OF WHICH A DIVIDEND IS PAID). REDEMPTION - THE ORDINARY SHARES ARE NOT REDEEMABLE.

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	SEED
Prescribed particulars	DISTRIBUTION - LIQUIDATION PREFERENCE. SUBJECT TO § 2.1 AND § 2.4 IN THE EVENT OF (I) A LIQUIDATION, IPO OR SALE OF THE COMPANY OR (II) UPON A DISTRIBUTION OF PROFITS OR UPON A CAPITAL DECREASE OF THE COMPANY ((I) AND (II) EACH A "LIQUIDATION EVENT"), THE PROCEEDS, INCLUDING, FOR THE AVOIDANCE OF DOUBT, PROCEEDS RECEIVED BY WAY OF EARN OUT- OR SIMILAR ARRANGEMENTS PROVIDING FOR DELAYED COMPENSATION, IF ANY (THE "LIQUIDATION PROCEEDS"), SHALL BE DISTRIBUTED AS FOLLOWS (THE "LIQUIDATION PREFERENCE") (SAVE THAT, IN THE CASE OF A SALE, ANY SHARES NOT SOLD IN CONNECTION WITH SUCH SALE SHALL BE DISREGARDED): (A) FIRST, EACH SERIES B SHAREHOLDER SHALL RECEIVE THE HIGHER OF I. THE ORIGINAL PURCHASE PRICE FOR THE SERIES B SHARES HELD BY THE SERIES B SHAREHOLDER CALCULATED BY MULTIPLYING THE NUMBER OF SERIES B SHARES HELD BY THE SERIES B SHAREHOLDER WITH THE SUBSCRIPTION PRICE; AND II. THE AMOUNT THAT THE SERIES B SHAREHOLDER WOULD RECEIVE ON ACCOUNT OF HIS SERIES B SHARES IF THE LIQUIDATION PROCEEDS WERE DISTRIBUTED AMONG ALL SHAREHOLDERS PRO RATA BASED ON THEIR SHAREHOLDINGS IN THE COMPANY IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT ("LEVEL 1"); AND B) SECOND, AFTER THE PAYMENT IN FULL OF ANY PAYMENTS DUE ON LEVEL 1, EACH SERIES A SHAREHOLDER SHALL RECEIVE THE HIGHER OF I. THE ORIGINAL PURCHASE PRICE FOR THE SERIES A SHARES HELD BY THE SERIES A SHAREHOLDER CALCULATED BY MULTIPLYING THE NUMBER OF SERIES A SHARES HELD BY THE SERIES A SHAREHOLDER WITH THE SUBSCRIPTION PRICE; AND II. THE AMOUNT THAT THE SERIES A SHAREHOLDER WOULD RECEIVE ON ACCOUNT OF HIS SERIES A SHARES IF THE LIQUIDATION PROCEEDS WERE DISTRIBUTED AMONG ALL SHAREHOLDERS PRO RATA BASED ON THEIR SHAREHOLDINGS IN THE COMPANY IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT ("LEVEL 2"); AND (C) THIRD, AFTER THE PAYMENT IN FULL OF ANY PAYMENTS DUE ON LEVEL 1 AND LEVEL 2, EACH HOLDER OF SEED SHARES SHALL RECEIVE OUT OF THE REMAINING LIQUIDATION PROCEEDS THE HIGHER OF I. THE CUMULATIVE INVESTMENT MADE INTO THE COMPANY FOR THE RESPECTIVE SEED SHARES AS PART OF THE FINANCING ROUND OF NOVEMBER 27, 2015, INCLUDING ANY NOMINAL AMOUNTS, SHAREHOLDER CONTRIBUTIONS INTO EQUITY (GESELLSCHAFTERZUSCHÜSSE) AND SURPLUS AMOUNTS (AGIO); AND II. THE AMOUNT THAT THE HOLDER OF SEED SHARES WOULD RECEIVE ON ACCOUNT OF HIS SEED SHARES IF THE LIQUIDATION PROCEEDS WERE DISTRIBUTED AMONG ALL SHAREHOLDERS PRO RATA BASED ON THEIR SHAREHOLDINGS IN THE COMPANY IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT ("LEVEL 3"); AND

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	SEED (CONTINUED)
Prescribed particulars	(D) FOURTH, AFTER THE PAYMENT IN FULL OF ANY PAYMENTS DUE ON LEVEL 1 AND LEVEL 2 AND LEVEL 3, ANY REMAINING LIQUIDATION PROCEEDS SHALL BE DISTRIBUTED AMONG ALL HOLDERS OF ORDINARY SHARES IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT PRO RATA TO THEIR RESPECTIVE NUMBER OF ORDINARY SHARES HELD ("COMMON LEVEL"). VOTING - THE HOLDERS OF SEED SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, AND TO ATTEND AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDENDS - THE SEED SHARES SHALL RANK PARI PASSU IN RESPECT OF DIVIDEND PAYMENTS (SUBJECT THAT IF THERE ARE NIL PAID OR PARTLY PAID SHARE(S), ANY HOLDER OF SUCH SHARE(S) SHALL ONLY BE ENTITLED, IN CASE OF ANY DIVIDEND PAYMENT, TO BE PAID AN AMOUNT EQUAL TO THE AMOUNT OF THE DIVIDEND PAYMENT MULTIPLIED BY THE PERCENTAGE OF THE AMOUNT THAT IS PAID UP (IF ANY) ON SUCH SHARE(S) DURING ANY PORTION OR PORTIONS OF THE PERIOD IN RESPECT OF WHICH A DIVIDEND IS PAID). REDEMPTION - THE SEED SHARES ARE NOT REDEEMABLE.

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	SERIES A
Prescribed particulars	DISTRIBUTION - LIQUIDATION PREFERENCE. SUBJECT TO § 2.1 AND § 2.4 IN THE EVENT OF (I) A LIQUIDATION, IPO OR SALE OF THE COMPANY OR (II) UPON A DISTRIBUTION OF PROFITS OR UPON A CAPITAL DECREASE OF THE COMPANY ((I) AND (II) EACH A "LIQUIDATION EVENT"), THE PROCEEDS, INCLUDING, FOR THE AVOIDANCE OF DOUBT, PROCEEDS RECEIVED BY WAY OF EARN OUT- OR SIMILAR ARRANGEMENTS PROVIDING FOR DELAYED COMPENSATION, IF ANY (THE "LIQUIDATION PROCEEDS"), SHALL BE DISTRIBUTED AS FOLLOWS (THE "LIQUIDATION PREFERENCE") (SAVE THAT, IN THE CASE OF A SALE, ANY SHARES NOT SOLD IN CONNECTION WITH SUCH SALE SHALL BE DISREGARDED): (A) FIRST, EACH SERIES B SHAREHOLDER SHALL RECEIVE THE HIGHER OF I. THE ORIGINAL PURCHASE PRICE FOR THE SERIES B SHARES HELD BY THE SERIES B SHAREHOLDER CALCULATED BY MULTIPLYING THE NUMBER OF SERIES B SHARES HELD BY THE SERIES B SHAREHOLDER WITH THE SUBSCRIPTION PRICE; AND II. THE AMOUNT THAT THE SERIES B SHAREHOLDER WOULD RECEIVE ON ACCOUNT OF HIS SERIES B SHARES IF THE LIQUIDATION PROCEEDS WERE DISTRIBUTED AMONG ALL SHAREHOLDERS PRO RATA BASED ON THEIR SHAREHOLDINGS IN THE COMPANY IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT ("LEVEL 1"); AND B) SECOND, AFTER THE PAYMENT IN FULL OF ANY PAYMENTS DUE ON LEVEL 1, EACH SERIES A SHAREHOLDER SHALL RECEIVE THE HIGHER OF I. THE ORIGINAL PURCHASE PRICE FOR THE SERIES A SHARES HELD BY THE SERIES A SHAREHOLDER CALCULATED BY MULTIPLYING THE NUMBER OF SERIES A SHARES HELD BY THE SERIES A SHAREHOLDER WITH THE SUBSCRIPTION PRICE; AND II. THE AMOUNT THAT THE SERIES A SHAREHOLDER WOULD RECEIVE ON ACCOUNT OF HIS SERIES A SHARES IF THE LIQUIDATION PROCEEDS WERE DISTRIBUTED AMONG ALL SHAREHOLDERS PRO RATA BASED ON THEIR SHAREHOLDINGS IN THE COMPANY IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT ("LEVEL 2"); AND (C) THIRD, AFTER THE PAYMENT IN FULL OF ANY PAYMENTS DUE ON LEVEL 1 AND LEVEL 2, EACH HOLDER OF SEED SHARES SHALL RECEIVE OUT OF THE REMAINING LIQUIDATION PROCEEDS THE HIGHER OF I. THE CUMULATIVE INVESTMENT MADE INTO THE COMPANY FOR THE RESPECTIVE SEED SHARES AS PART OF THE FINANCING ROUND OF NOVEMBER 27, 2015, INCLUDING ANY NOMINAL AMOUNTS, SHAREHOLDER CONTRIBUTIONS INTO EQUITY (GESELLSCHAFTERZUSCHÜSSE) AND SURPLUS AMOUNTS (AGIO); AND II. THE AMOUNT THAT THE HOLDER OF SEED SHARES WOULD RECEIVE ON ACCOUNT OF HIS SEED SHARES IF THE LIQUIDATION PROCEEDS WERE DISTRIBUTED AMONG ALL SHAREHOLDERS PRO RATA BASED ON THEIR SHAREHOLDINGS IN THE COMPANY IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT ("LEVEL 3"); AND

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	SERIES A (CONTINUED)
Prescribed particulars	(D) FOURTH, AFTER THE PAYMENT IN FULL OF ANY PAYMENTS DUE ON LEVEL 1 AND LEVEL 2 AND LEVEL 3, ANY REMAINING LIQUIDATION PROCEEDS SHALL BE DISTRIBUTED AMONG ALL HOLDERS OF ORDINARY SHARES IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT PRO RATA TO THEIR RESPECTIVE NUMBER OF ORDINARY SHARES HELD ("COMMON LEVEL"). VOTING - THE HOLDERS OF SERIES A SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, AND TO ATTEND AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDENDS - THE SERIES A SHARES SHALL RANK PARI PASSU IN RESPECT OF DIVIDEND PAYMENTS (SUBJECT THAT IF THERE ARE NIL PAID OR PARTLY PAID SHARE(S), ANY HOLDER OF SUCH SHARE(S) SHALL ONLY BE ENTITLED, IN CASE OF ANY DIVIDEND PAYMENT, TO BE PAID AN AMOUNT EQUAL TO THE AMOUNT OF THE DIVIDEND PAYMENT MULTIPLIED BY THE PERCENTAGE OF THE AMOUNT THAT IS PAID UP (IF ANY) ON SUCH SHARE(S) DURING ANY PORTION OR PORTIONS OF THE PERIOD IN RESPECT OF WHICH A DIVIDEND IS PAID). REDEMPTION - THE SERIES A SHARES ARE NOT REDEEMABLE.

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	SERIES B
Prescribed particulars	DISTRIBUTION - LIQUIDATION PREFERENCE. SUBJECT TO § 2.1 AND § 2.4 IN THE EVENT OF (I) A LIQUIDATION, IPO OR SALE OF THE COMPANY OR (II) UPON A DISTRIBUTION OF PROFITS OR UPON A CAPITAL DECREASE OF THE COMPANY ((I) AND (II) EACH A "LIQUIDATION EVENT"), THE PROCEEDS, INCLUDING, FOR THE AVOIDANCE OF DOUBT, PROCEEDS RECEIVED BY WAY OF EARN OUT- OR SIMILAR ARRANGEMENTS PROVIDING FOR DELAYED COMPENSATION, IF ANY (THE "LIQUIDATION PROCEEDS"), SHALL BE DISTRIBUTED AS FOLLOWS (THE "LIQUIDATION PREFERENCE") (SAVE THAT, IN THE CASE OF A SALE, ANY SHARES NOT SOLD IN CONNECTION WITH SUCH SALE SHALL BE DISREGARDED): (A) FIRST, EACH SERIES B SHAREHOLDER SHALL RECEIVE THE HIGHER OF I. THE ORIGINAL PURCHASE PRICE FOR THE SERIES B SHARES HELD BY THE SERIES B SHAREHOLDER CALCULATED BY MULTIPLYING THE NUMBER OF SERIES B SHARES HELD BY THE SERIES B SHAREHOLDER WITH THE SUBSCRIPTION PRICE; AND II. THE AMOUNT THAT THE SERIES B SHAREHOLDER WOULD RECEIVE ON ACCOUNT OF HIS SERIES B SHARES IF THE LIQUIDATION PROCEEDS WERE DISTRIBUTED AMONG ALL SHAREHOLDERS PRO RATA BASED ON THEIR SHAREHOLDINGS IN THE COMPANY IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT ("LEVEL 1"); AND B) SECOND, AFTER THE PAYMENT IN FULL OF ANY PAYMENTS DUE ON LEVEL 1, EACH SERIES A SHAREHOLDER SHALL RECEIVE THE HIGHER OF I. THE ORIGINAL PURCHASE PRICE FOR THE SERIES A SHARES HELD BY THE SERIES A SHAREHOLDER CALCULATED BY MULTIPLYING THE NUMBER OF SERIES A SHARES HELD BY THE SERIES A SHAREHOLDER WITH THE SUBSCRIPTION PRICE; AND II. THE AMOUNT THAT THE SERIES A SHAREHOLDER WOULD RECEIVE ON ACCOUNT OF HIS SERIES A SHARES IF THE LIQUIDATION PROCEEDS WERE DISTRIBUTED AMONG ALL SHAREHOLDERS PRO RATA BASED ON THEIR SHAREHOLDINGS IN THE COMPANY IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT ("LEVEL 2"); AND (C) THIRD, AFTER THE PAYMENT IN FULL OF ANY PAYMENTS DUE ON LEVEL 1 AND LEVEL 2, EACH HOLDER OF SEED SHARES SHALL RECEIVE OUT OF THE REMAINING LIQUIDATION PROCEEDS THE HIGHER OF I. THE CUMULATIVE INVESTMENT MADE INTO THE COMPANY FOR THE RESPECTIVE SEED SHARES AS PART OF THE FINANCING ROUND OF NOVEMBER 27, 2015, INCLUDING ANY NOMINAL AMOUNTS, SHAREHOLDER CONTRIBUTIONS INTO EQUITY (GESELLSCHAFTERZUSCHÜSSE) AND SURPLUS AMOUNTS (AGIO); AND II. THE AMOUNT THAT THE HOLDER OF SEED SHARES WOULD RECEIVE ON ACCOUNT OF HIS SEED SHARES IF THE LIQUIDATION PROCEEDS WERE DISTRIBUTED AMONG ALL SHAREHOLDERS PRO RATA BASED ON THEIR SHAREHOLDINGS IN THE COMPANY IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT ("LEVEL 3"); AND

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	SERIES B (CONTINUED)
Prescribed particulars	(D) FOURTH, AFTER THE PAYMENT IN FULL OF ANY PAYMENTS DUE ON LEVEL 1 AND LEVEL 2 AND LEVEL 3, ANY REMAINING LIQUIDATION PROCEEDS SHALL BE DISTRIBUTED AMONG ALL HOLDERS OF ORDINARY SHARES IMMEDIATELY PRIOR TO THE OCCURRENCE OR CLOSING OF THE LIQUIDATION EVENT PRO RATA TO THEIR RESPECTIVE NUMBER OF ORDINARY SHARES HELD ("COMMON LEVEL"). VOTING - THE HOLDERS OF SERIES B SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, AND TO ATTEND AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDENDS - THE SERIES B SHARES SHALL RANK PARI PASSU IN RESPECT OF DIVIDEND PAYMENTS (SUBJECT THAT IF THERE ARE NIL PAID OR PARTLY PAID SHARE(S), ANY HOLDER OF SUCH SHARE(S) SHALL ONLY BE ENTITLED, IN CASE OF ANY DIVIDEND PAYMENT, TO BE PAID AN AMOUNT EQUAL TO THE AMOUNT OF THE DIVIDEND PAYMENT MULTIPLIED BY THE PERCENTAGE OF THE AMOUNT THAT IS PAID UP (IF ANY) ON SUCH SHARE(S) DURING ANY PORTION OR PORTIONS OF THE PERIOD IN RESPECT OF WHICH A DIVIDEND IS PAID). REDEMPTION - THE SERIES B SHARES ARE NOT REDEEMABLE.

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Return of allotment of shares

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name: C.HARGREAVES
Company name: WITHERS LLP
Address: 20 OLD BAILEY
Post town: LONDON
County/Region:
Postcode: E C 4 M 7 A N
Country:
DX:
Telephone:

Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

Important information

Please note that all information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse