

**Return of Allotment of Shares**Company Name: **Cleo AI Ltd.**Company Number: **09864205**Received for filing in Electronic Format on the: **20/02/2024**

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Shares Allotted (including bonus shares)Date or period during which
shares are allottedFrom
05/01/2024To
09/01/2024**Class of Shares: GROWTH**Number allotted **52269**Currency: **GBP**Nominal value of each share **0.00001**Amount paid: **0.055**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	6702765
	PREFERRED	Aggregate nominal value:	67.02765

Currency: **GBP**

Prescribed particulars

THE A PREFERRED SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES, B2 PREFERRED SHARES AND B1 PREFERRED SHARES RANK IN PRIORITY TO THE HOLDERS OF THE A PREFERRED SHARES (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 5 APRIL 2022); (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	B1	Number allotted	2055417
	PREFERRED	Aggregate nominal value:	20.55417

Currency: **GBP**

Prescribed particulars

THE B1 PREFERRED SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES AND B2 PREFERRED SHARES RANK IN PRIORITY TO THE HOLDERS OF THE B1 PREFERRED SHARES (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 5 APRIL 2022); (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	B2	Number allotted	9084769
	PREFERRED	Aggregate nominal value:	90.84769

Currency: **GBP**

Prescribed particulars

THE B2 PREFERRED SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES RANK IN PRIORITY TO THE HOLDERS OF THE B2 PREFERRED SHARES (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 5 APRIL 2022); (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	C	Number allotted	5259250
	PREFERRED	Aggregate nominal value:	52.5925

Currency: **GBP**

Prescribed particulars

THE C PREFERRED SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES RANK IN PRIORITY TO ALL OTHER CLASSES OF SHARE (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 5 APRIL 2022); (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	DEFERRED	Number allotted	2958001
Currency:	GBP	Aggregate nominal value:	29.58001

Prescribed particulars

THE DEFERRED SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) NO VOTING RIGHTS; (B) NO DIVIDEND RIGHTS; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES, B2 PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES AND SEED SHARES RANK IN PRIORITY TO THE HOLDERS OF THE DEFERRED SHARES WHO ARE ENTITLED TO A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 5 APRIL 2022); (D) THE DEFERRED SHARES MAY BE REDEEMED BY THE COMPANY AT ANY TIME AT ITS OPTION FOR £1.00 FOR ALL THE DEFERRED SHARES.

Class of Shares:	GROWTH	Number allotted	52269
Currency:	GBP	Aggregate nominal value:	0.52269

Prescribed particulars

THE GROWTH SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) NO VOTING RIGHTS; (B) DIVIDENDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE GROWTH SHARES SO THAT THE HOLDERS EACH RECEIVE A TOTAL OF ONE PENNY IN AGGREGATE; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES, B1 PREFERRED SHARES, B2 PREFERRED SHARES, A PREFERRED SHARES, SEED SHARES AND DEFERRED SHARES RANK IN PRIORITY TO THE HOLDERS OF THE GROWTH SHARES (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 30 NOVEMBER 2023); (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	ORDINARY	Number allotted	7582767
Currency:	GBP	Aggregate nominal value:	75.82767

Prescribed particulars

THE ORDINARY SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES, B2 PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES, SEED SHARES AND DEFERRED SHARES RANK IN PRIORITY TO THE HOLDERS OF THE ORDINARY SHARES (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 5 APRIL 2022); (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	ORDINARY	Number allotted	378677
	(£0.22	Aggregate nominal value:	3.78677
	UNPAID)		

Currency: GBP

Prescribed particulars

THE ORDINARY SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES, B2 PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES, SEED SHARES AND DEFERRED SHARES RANK IN PRIORITY TO THE HOLDERS OF THE ORDINARY SHARES (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 5 APRIL 2022); (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	SEED	Number allotted	2134901
Currency:	GBP	Aggregate nominal value:	21.34901

Prescribed particulars

THE SEED SHARES SHALL CARRY THE FOLLOWING RIGHTS: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP), THE HOLDERS OF THE C PREFERRED SHARES, B2 PREFERRED SHARES AND B1 PREFERRED SHARES RANK IN PRIORITY TO THE HOLDERS OF THE SEED SHARES (AS SET OUT IN DETAIL AT ARTICLE 3.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 5 APRIL 2022); (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	36208816
		Total aggregate nominal value:	362.08816
		Total aggregate amount unpaid:	83308.94

Authorisation

Authenticated

This form was authorised by one of the following:

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