

**Return of Allotment of Shares**Company Name: **KINAPSE HOLDCO LIMITED**Company Number: **09964345**Received for filing in Electronic Format on the: **11/09/2018**

X7E8TRD7

**Shares Allotted (including bonus shares)**

Date or period during which  
shares are allotted

From  
**20/08/2018**

<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>92541681</b>
	<b>PREFERRED</b>	Nominal value of each share	<b>0.01</b>
	<b>ORDINARY</b>	Amount paid:	<b>1</b>
Currency:	<b>GBP</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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Class of Shares:	ORDINARY	Number allotted	3628209
Currency:	GBP	Aggregate nominal value:	36282.09

Prescribed particulars

THE COMPANY MAY BY ORDINARY RESOLUTION OF THE BOARD DECLARE DIVIDENDS, AND, SUBJECT TO THE ARTICLES, THE DIRECTORS MAY DECIDE TO PAY INTERIM DIVIDENDS. ON ANY RETURN OF CAPITAL, REPAYMENT OR DISTRIBUTION (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES AND ALL PAYMENTS TO BE MADE IN PRIORITY SHALL BE APPLIED IN THE FOLLOWING ORDER: (A) FIRST, UP TO EITHER: (I) £50,000,000; OR (II) SHOULD THE AMOUNT OF NET DEBT FALL BENEATH £20,000,000: £50,000,000 PLUS THE AMOUNT BY WHICH NET DEBT IS LESS THAN £20,000,000, PRO RATA TO EACH HOLDER OF FULLY PAID A PREFERRED ORDINARY SHARES ANY AMOUNTS (WHETHER PRINCIPAL OR RETURN) OUTSTANDING; (B) SECOND, THE FOLLOWING £4,200,000 SHALL BE DISTRIBUTED AS FOLLOWS: (I) FIRSTLY, PRO RATA TO EACH HOLDER OF FULLY PAID PREFERRED ORDINARY SHARES AN AMOUNT EQUAL TO 100% OF THE ISSUE PRICE OF SUCH PREFERRED ORDINARY SHARES; AND (II) SECONDLY, THE REMAINING BALANCE UP TO £4,200,000 SHALL BE DISTRIBUTED PRO RATA TO EACH HOLDER OF FULLY PAID PREFERRED ORDINARY SHARES; (C) THIRD, £25,800,000 SHALL IN AGGREGATE BE DISTRIBUTED TO THE HOLDERS OF FULLY PAID A PREFERRED ORDINARY SHARES AND TO THE HOLDERS OF FULLY PAID PREFERRED ORDINARY SHARES, SUCH AMOUNT TO BE SPLIT AS FOLLOWS: (I) 7% PRO RATA TO THE HOLDERS OF FULLY PAID PREFERRED ORDINARY SHARES; AND (II) 93% PRO RATA TO THE HOLDERS OF FULLY A PREFERRED ORDINARY SHARES; (D) FOURTH, THE REMAINING SURPLUS ASSETS OF THE COMPANY UP TO THE LOWER OF (I) £140,000,000; OR (II) £121,582,081.62, IN AGGREGATE TO THE HOLDERS OF FULLY PAID A PREFERRED ORDINARY SHARES AND TO THE HOLDERS OF FULLY PAID PREFERRED ORDINARY SHARES, SUCH AMOUNT TO BE SPLIT AS FOLLOWS: (I) 10% PRO RATA TO THE HOLDERS OF FULLY PAID PREFERRED ORDINARY SHARES; AND (II) 90% PRO RATA TO THE HOLDERS OF FULLY PAID A PREFERRED ORDINARY SHARES; (E) FIFTH, TO THE EXTENT THAT THE HOLDERS OF FULLY PAID A PREFERRED ORDINARY SHARES HAVE NOT RECEIVED £121,582,081.62 IN AGGREGATE, PRO RATA TO THE HOLDERS OF FULLY PAID A PREFERRED ORDINARY SHARES UNTIL THEY HAVE RECEIVED SUCH AMOUNT; AND (F) SIXTH, ANY SURPLUS PROCEEDS AVAILABLE SHALL BE DISTRIBUTED PRO RATA TO THE

HOLDERS OF ORDINARY SHARES AND THE A PREFERRED ORDINARY SHARES. HOLDERS OF ORDINARY SHARES SHALL HAVE ONE VOTE FOR EACH ORDINARY SHARE HELD ON THE DATE OF CIRCULATION OF A WRITTEN RESOLUTION OR AT A GENERAL MEETING AT WHICH THE HOLDER IS PRESENT.

Class of Shares:	PREFERRED	Number allotted	94750
	ORDINARY	Aggregate nominal value:	947.5

Currency: GBP

Prescribed particulars

THE COMPANY MAY BY ORDINARY RESOLUTION OF THE BOARD DECLARE DIVIDENDS, AND, SUBJECT TO THE ARTICLES, THE DIRECTORS MAY DECIDE TO PAY INTERIM DIVIDENDS. ON ANY RETURN OF CAPITAL, REPAYMENT OR DISTRIBUTION (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES AND ALL PAYMENTS TO BE MADE IN PRIORITY SHALL BE APPLIED IN THE FOLLOWING ORDER: (A) FIRST, UP TO EITHER: (I) £50,000,000; OR (II) SHOULD THE AMOUNT OF NET DEBT FALL BENEATH £20,000,000: £50,000,000 PLUS THE AMOUNT BY WHICH NET DEBT IS LESS THAN £20,000,000, PRO RATA TO EACH HOLDER OF FULLY PAID A PREFERRED ORDINARY SHARES ANY AMOUNTS (WHETHER PRINCIPAL OR RETURN) OUTSTANDING; (B) SECOND, THE FOLLOWING £4,200,000 SHALL BE DISTRIBUTED AS FOLLOWS: (I) FIRSTLY, PRO RATA TO EACH HOLDER OF FULLY PAID PREFERRED ORDINARY SHARES AN AMOUNT EQUAL TO 100% OF THE ISSUE PRICE OF SUCH PREFERRED ORDINARY SHARES; AND (II) SECONDLY, THE REMAINING BALANCE UP TO £4,200,000 SHALL BE DISTRIBUTED PRO RATA TO EACH HOLDER OF FULLY PAID PREFERRED ORDINARY SHARES; (C) THIRD, £25,800,000 SHALL IN AGGREGATE BE DISTRIBUTED TO THE HOLDERS OF FULLY PAID A PREFERRED ORDINARY SHARES AND TO THE HOLDERS OF FULLY PAID PREFERRED ORDINARY SHARES, SUCH AMOUNT TO BE SPLIT AS FOLLOWS: (I) 7% PRO RATA TO THE HOLDERS OF FULLY PAID PREFERRED ORDINARY SHARES; AND (II) 93% PRO RATA TO THE HOLDERS OF FULLY A PREFERRED ORDINARY SHARES; (D) FOURTH, THE REMAINING SURPLUS ASSETS OF THE COMPANY UP TO THE LOWER OF (I) £140,000,000; OR (II) £121,582,081.62, IN AGGREGATE TO THE HOLDERS OF FULLY PAID A PREFERRED ORDINARY SHARES AND TO THE HOLDERS OF FULLY PAID PREFERRED ORDINARY SHARES, SUCH AMOUNT TO BE SPLIT AS FOLLOWS: (I) 10% PRO RATA TO THE HOLDERS OF FULLY PAID PREFERRED ORDINARY SHARES; AND (II) 90% PRO RATA TO THE HOLDERS OF FULLY PAID A PREFERRED ORDINARY SHARES; AND (E) FIFTH, TO THE

EXTENT THAT THE HOLDERS OF FULLY PAID A PREFERRED ORDINARY SHARES HAVE NOT RECEIVED £121,582,081.62 IN AGGREGATE, PRO RATA TO THE HOLDERS OF FULLY PAID A PREFERRED ORDINARY SHARES UNTIL THEY HAVE RECEIVED SUCH AMOUNT; AND (F) SIXTH, ANY SURPLUS PROCEEDS AVAILABLE SHALL BE DISTRIBUTED PRO RATA TO THE HOLDERS OF ORDINARY SHARES AND THE A PREFERRED ORDINARY SHARES. THE HOLDERS OF PREFERRED ORDINARY SHARES SHALL NOT BE ENTITLED TO VOTE ON A WRITTEN RESOLUTION OR RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY BUT SHALL BE ENTITLED TO VOTE AT ANY CLASS MEETING OF THE OF THE HOLDERS OF PREFERRED ORDINARY SHARES.

Class of Shares:	A	Number allotted	92541681
	PREFERRED	Aggregate nominal value:	925416.81
	ORDINARY		

Currency: GBP

Prescribed particulars

THE COMPANY MAY BY ORDINARY RESOLUTION OF THE BOARD DECLARE DIVIDENDS, AND, SUBJECT TO THE ARTICLES, THE DIRECTORS MAY DECIDE TO PAY INTERIM DIVIDENDS. ON ANY RETURN OF CAPITAL, REPAYMENT OR DISTRIBUTION (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES AND ALL PAYMENTS TO BE MADE IN PRIORITY SHALL BE APPLIED IN THE FOLLOWING ORDER: (A) FIRST, UP TO EITHER: (I) £50,000,000; OR (II) SHOULD THE AMOUNT OF NET DEBT FALL BENEATH £20,000,000: £50,000,000 PLUS THE AMOUNT BY WHICH NET DEBT IS LESS THAN £20,000,000, PRO RATA TO EACH HOLDER OF FULLY PAID A PREFERRED ORDINARY SHARES ANY AMOUNTS (WHETHER PRINCIPAL OR RETURN) OUTSTANDING; (B) SECOND, THE FOLLOWING £4,200,000 SHALL BE DISTRIBUTED AS FOLLOWS: (I) FIRSTLY, PRO RATA TO EACH HOLDER OF FULLY PAID PREFERRED ORDINARY SHARES AN AMOUNT EQUAL TO 100% OF THE ISSUE PRICE OF SUCH PREFERRED ORDINARY SHARES; AND (II) SECONDLY, THE REMAINING BALANCE UP TO £4,200,000 SHALL BE DISTRIBUTED PRO RATA TO EACH HOLDER OF FULLY PAID PREFERRED ORDINARY SHARES; (C) THIRD, £25,800,000 SHALL IN AGGREGATE BE DISTRIBUTED TO THE HOLDERS OF FULLY PAID A PREFERRED ORDINARY SHARES AND TO THE HOLDERS OF FULLY PAID PREFERRED ORDINARY SHARES, SUCH AMOUNT TO BE SPLIT AS FOLLOWS: (I) 7% PRO RATA TO THE HOLDERS OF FULLY PAID PREFERRED ORDINARY SHARES; AND (II) 93% PRO RATA TO THE HOLDERS OF FULLY A PREFERRED ORDINARY SHARES; (D)

FOURTH, THE REMAINING SURPLUS ASSETS OF THE COMPANY UP TO THE LOWER OF (I) £140,000,000; OR (II) £121,582,081.62, IN AGGREGATE TO THE HOLDERS OF FULLY PAID A PREFERRED ORDINARY SHARES AND TO THE HOLDERS OF FULLY PAID PREFERRED ORDINARY SHARES, SUCH AMOUNT TO BE SPLIT AS FOLLOWS: (I) 10% PRO RATA TO THE HOLDERS OF FULLY PAID PREFERRED ORDINARY SHARES; AND (II) 90% PRO RATA TO THE HOLDERS OF FULLY PAID A PREFERRED ORDINARY SHARES; AND (E) FIFTH, TO THE EXTENT THAT THE HOLDERS OF FULLY PAID A PREFERRED ORDINARY SHARES HAVE NOT RECEIVED £121,582,081.62 IN AGGREGATE, PRO RATA TO THE HOLDERS OF FULLY PAID A PREFERRED ORDINARY SHARES UNTIL THEY HAVE RECEIVED SUCH AMOUNT; AND (F) SIXTH, ANY SURPLUS PROCEEDS AVAILABLE SHALL BE DISTRIBUTED PRO RATA TO THE HOLDERS OF ORDINARY SHARES AND THE A PREFERRED ORDINARY SHARES. THE HOLDERS OF A PREFERRED ORDINARY SHARES SHALL NOT BE ENTITLED TO VOTE ON A WRITTEN RESOLUTION OR RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY BUT SHALL BE ENTITLED TO VOTE AT ANY CLASS MEETING OF THE OF THE HOLDERS OF A PREFERRED ORDINARY SHARES.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>96264640</b>
		Total aggregate nominal value:	<b>962646.4</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.