In accordance with Section 555 of the Companies Act 2006.

Paperclip only

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

A9Y93C14
A03 13/02/2021 #174
COMPANIES HOUSE

1 Company details

Company number	1 0 9 0 2 8 8 4
Company name in full	ZOE GLOBAL 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

	d	d	m	m	y	y	y	y
From Date	1	7	0	5	2	0	1	9
To Date								

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	ORDINARY SHARES	50000	0.0000001	0.0000001	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)	

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 for
You cannot use this form to give notice of shares taken by subscribers on formation of the company or for an allotment of a new class of shares by an unlimited company.

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

Company number	1 0 9 0 2 8 8 4
Company name in full	ZOE GLOBAL 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	d1 d7 / m0 m5 / y2 y0 y1 y9
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	ORDINARY SHARES	50000	0.0000001	0.0000001	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)	

SH01
Return of allotment of shares

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				
GBP	Ordinary Shares	3998717	0.3998717	
GBP	Seed Shares	56793911	5.6793911	
GBP	Founder Shares	1000000000	10.00	
	Totals	160792628	16.0792628	0.00
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)	232572681	23.2572681	0.00

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

SH01
Return of allotment of shares

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				
GBP	Ordinary Shares	3998717	0.3998717	
GBP	Seed Shares	56793911	5.6793911	
GBP	Founder Shares	1000000000	10.00	
	Totals	160792628	16.0792628	0.00
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)	232572681	23.2572681	0.00

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

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	Series A Shares	71780053	7.1780053	[redacted]
	Totals	71780053	7.1780053	0.00

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

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	Series A Shares	71780053	7.1780053	
	Totals	71780053	7.1780053	0.00

SH01
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	ORDINARY SHARES
Prescribed particulars ❶	See continuation page
Class of share	SEED SHARES
Prescribed particulars ❶	See continuation page
Class of share	FOUNDER SHARES
Prescribed particulars ❶	See continuation page

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 DocuSigned by: Jonathan Wolf 576BD2146002406 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.

SH01
Return of allotment of shares

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	ORDINARY SHARES
Prescribed particulars ❶	See continuation page
Class of share	SEED SHARES
Prescribed particulars ❶	See continuation page
Class of share	FOUNDER SHARES
Prescribed particulars ❶	See continuation page

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.

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

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

Class of share	ORDINARY SHARES
Prescribed particulars	Voting: The Ordinary Shares shall confer on each holder of Ordinary Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. Dividend: Any Available Profits which the Company may determine, with Investor Majority Consent, to distribute in respect of any Financial Year; will be distributed among the holders of the Ordinary Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Ordinary Shares. Winding-up: On a distribution of assets on a liquidation or a return of capital the surplus assets shall be applied: (a) first, in paying to the holders of the Deferred Shares; (b) second, in paying a sum equal to the higer of: (i) £X plus £100 (where X is an amount equal to the aggregate Issue Price plus Arrears of all the Preferred Shares in issue at the relevant time) to be distributed as to 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the Preferred Shares such that each holder of Preferred Shares receives in respect of each Preferred Share held the Issue Price plus Arrears of that Preferred Share (provided that if there are insufficient surplus assets to pay the amounts per Preferred Share equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the Preferred Shareholders, Founder Shares and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive and (ii) £X plus £100 (where X is an amount equal to the aggregate amount to which the Preferred Shareholders would be entitled if the Surplus Assets were distributed among all holders of Equity Shares pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the Preferred Shares pro rata according to the amounts paid up on the Preferred Shares (including any premium). (c) third (to the extent there are Surplus Assets remaining for distribution after the application of (a) and (b)), in paying to the holders of the Founder Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares and Ordinary Shares held by them. The Ordinary Shares are non-redeemable.

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

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

Class of share	ORDINARY SHARES
Prescribed particulars	Voting The Ordinary Shares shall confer on each holder of Ordinary Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. Dividend: Any Available Profits which the Company may determine, with Investor Majority Consent, to distribute in respect of any Financial Year, will be distributed among the holders of the Ordinary Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Ordinary Shares. Winding-up: On a distribution of assets on a liquidation or a return of capital the surplus assets shall be applied: (a) first, in paying to the holders of the Deferred Shares; (b) second, in paying a sum equal to the higher of: (i) £X plus £100 (where X is an amount equal to the aggregate Issue Price plus Arrears of all the Preferred Shares in issue at the relevant time) to be distributed as to 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the Preferred Shares such that each holder of Preferred Shares receives in respect of each Preferred Share held the Issue Price plus Arrears of that Preferred Share (provided that if there are insufficient surplus assets to pay the amounts per Preferred Share equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the Preferred Shareholders, Founder Shares and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive and (ii) £X plus £100 (where X is an amount equal to the aggregate amount to which the Preferred Shareholders would be entitled if the Surplus Assets were distributed among all holders of Equity Shares pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the Preferred Shares pro rata according to the amounts paid up on the Preferred Shares (including any premium); (c) third (to the extent there are Surplus Assets remaining for distribution after the application of (a) and (b)), in paying to the holders of the Founder Shares and the Ordinary Shares (pari passu as if the same constituted one class of share) any balance of such remaining Surplus Assets pro rata to the number of Founder Shares and Ordinary Shares held by them. The Ordinary Shares are non-redeemable.

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page
Return of allotment of shares

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

Class of share: SEED SHARES

Prescribed particulars:

Voting:
The Seed Shares shall confer on each holder of Seed Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.

Dividend:
Any Available Profits which the Company may determine, with Investor Majority Consent, to distribute in respect of any Financial Year; will be distributed among the holders of the Seed Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Seed Shares.

Winding-up:
On a distribution of assets on a liquidation or a return of capital the surplus assets shall be applied:
(a) first, in paying to the holders of the Deferred Shares;
(b) second, in paying a sum equal to the higer of: (i) £X plus £100 (where X is an amount equal to the aggregate Issue Price plus Arrears of all the Preferred Shares in issue at the relevant time) to be distributed as to 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the Preferred Shares such that each holder of Preferred Shares receives in respect of each Preferred Share held the Issue Price plus Arrears of that Preferred Share (provided that if there are insufficient surplus assets to pay the amounts per Preferred Share equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the Preferred Shareholders, Founder Shares and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive and (ii) £X plus £100 (where X is an amount equal to the aggregate amount to which the Preferred Shareholders would be entitled if the Surplus Assets were distributed among all holders of Equity Shares pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the Preferred Shares pro rata according to the amounts paid up on the Preferred Shares (including any premium).
(c) third (to the extent there are Surplus Assets remaining for distribution after the application of (a) and (b)), in paying to the holders of the Founder Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares and Ordinary Shares held by them.
The Seed Shares are non-redeemable.

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

Class of share: SEED SHARES

Prescribed particulars:

Voting:
The Seed Shares shall confer on each holder of Seed Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.

Dividend:
Any Available Profits which the Company may determine, with Investor Majority Consent, to distribute in respect of any Financial Year, will be distributed among the holders of the Seed Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Seed Shares.

Winding-up:
On a distribution of assets on a liquidation or a return of capital the surplus assets shall be applied
(a) first, in paying to the holders of the Deferred Shares,
(b) second, in paying a sum equal to the higher of: (i) LX plus £100 (where X is an amount equal to the aggregate Issue Price plus Arrears of all the Preferred Shares in issue at the relevant time) to be distributed as to 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the Preferred Shares such that each holder of Preferred Shares receives in respect of each Preferred Share held the Issue Price plus Arrears of that Preferred Share, provided that if there are insufficient surplus assets to pay the amounts per Preferred Share equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the Preferred Shareholders, Founder Shares and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive and (ii) LX plus £100 (where X is an amount equal to the aggregate amount to which the Preferred Shareholders would be entitled if the Surplus Assets were distributed among all holders of Equity Shares pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the Preferred Shares pro rata according to the amounts paid up on the Preferred Shares (including any premium)
(c) third (to the extent there are Surplus Assets remaining for distribution after the application of (a) and (b)), in paying to the holders of the Founder Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares and Ordinary Shares held by them
The Seed Shares are non-redeemable.

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page
Return of allotment of shares

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

Class of share	FOUNDER SHARES
Prescribed particulars	Voting: The Seed Shares shall confer on each holder of Seed Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. Dividend: Any Available Profits which the Company may determine, with Investor Majority Consent, to distribute in respect of any Financial Year; will be distributed among the holders of the Founder Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Founder Shares. Winding-up: On a distribution of assets on a liquidation or a return of capital the surplus assets shall be applied: (a) first, in paying to the holders of the Deferred Shares; (b) second, in paying a sum equal to the higer of: (i) £X plus £100 (where X is an amount equal to the aggregate Issue Price plus Arrears of all the Preferred Shares in issue at the relevant time) to be distributed as to 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the Preferred Shares such that each holder of Preferred Shares receives in respect of each Preferred Share held the Issue Price plus Arrears of that Preferred Share (provided that if there are insufficient surplus assets to pay the amounts per Preferred Share equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the Preferred Shareholders, Founder Shares and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive and (ii) £X plus £100 (where X is an amount equal to the aggregate amount to which the Preferred Shareholders would be entitled if the Surplus Assets were distributed among all holders of Equity Shares pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the Preferred Shares pro rata according to the amounts paid up on the Preferred Shares (including any premium). (c) third (to the extent there are Surplus Assets remaining for distribution after the application of (a) and (b)), in paying to the holders of the Founder Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares and Ordinary Shares held by them. The Founder Shares are non-redeemable.

SH01 - continuation page
Return of allotment of shares

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

Class of share	FOUNDER SHARES
Prescribed particulars	Voting The Seed Shares shall confer on each holder of Seed Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company Dividend: Any Available Profits which the Company may determine, with Investor Majority Consent, to distribute in respect of any Financial Year, will be distributed among the holders of the Founder Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Founder Shares. Winding-up On a distribution of assets on a liquidation or a return of capital the surplus assets shall be applied: (a) first, in paying to the holders of the Deferred Shares, (b) second, in paying a sum equal to the higher of: (i) £X plus £100 (where X is an amount equal to the aggregate Issue Price plus Arrears of all the Preferred Shares in issue at the relevant time) to be distributed as to 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the Preferred Shares such that each holder of Preferred Shares receives in respect of each Preferred Share held the Issue Price plus Arrears of it at Preferred Share (provided that if there are insufficient surplus assets to pay the amounts per Preferred Share equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the Preferred Shareholders, Founder Shares and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive and (ii) £X plus £100 where X is an amount equal to the aggregate amount to which the Preferred Shareholders would be entitled if the Surplus Assets were distributed among all holders of Equity Shares pro rata to the number of Equity Shares held, to be distributed as to 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the Preferred Shares pro rata according to the amounts paid up on the Preferred Shares (including any premium) (c) third (to the extent there are Surplus Assets remaining for distribution after the application of (a) and (b)), in paying to the holders of the Founder Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares and Ordinary Shares held by them The Founder Shares are non-redeemable

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page
Return of allotment of shares

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

Class of share	SERIES A
Prescribed particulars	Voting: The Series A Shares shall confer on each holder of Series A Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. Dividend: Any Available Profits which the Company may determine, with Investor Majority Consent, to distribute in respect of any Financial Year; will be distributed among the holders of the Series A Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Series A Shares. Winding-up: On a distribution of assets on a liquidation or a return of capital the surplus assets shall be applied: (a) first, in paying to the holders of the Deferred Shares; (b) second, in paying a sum equal to the higer of: (i) £X plus £100 (where X is an amount equal to the aggregate Issue Price plus Arrears of all the Preferred Shares in issue at the relevant time) to be distributed as to 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the Preferred Shares such that each holder of Preferred Shares receives in respect of each Preferred Share held the Issue Price plus Arrears of that Preferred Share (provided that if there are insufficient surplus assets to pay the amounts per Preferred Share equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the Preferred Shareholders, Founder Shares and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive and (ii) £X plus £100 (where X is an amount equal to the aggregate amount to which the Preferred Shareholders would be entitled if the Surplus Assets were distributed among all holders of Equity Shares pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the Preferred Shares pro rata according to the amounts paid up on the Preferred Shares (including any premium). (c) third (to the extent there are Surplus Assets remaining for distribution after the application of (a) and (b)), in paying to the holders of the Founder Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares and Ordinary Shares held by them. The Series A Shares are non-redeemable

SH01 - continuation page
Return of allotment of shares

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

Class of share	SERIES A
Prescribed particulars	Voting The Series A Shares shall confer on each holder of Series A Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. Dividend Any Available Profits which the Company may determine, with Investor Majority Consent, to distribute in respect of any Financial Year will be distributed among the holders of the Series A Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Series A Shares. Winding-up On a distribution of assets on a liquidation or a return of capital the surplus assets shall be applied: (a) first, in paying to the holders of the Deferred Shares; (b) second, in paying a sum equal to the higher of: (i) EX plus £100 (where X is an amount equal to the aggregate Issue Price plus Arrears of all the Preferred Shares in issue at the relevant time) to be distributed as to 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the Preferred Shares such that each holder of Preferred Shares receives in respect of each Preferred Share held the Issue Price plus Arrears of that Preferred Share (provided that if there are insufficient surplus assets to pay the amounts per Preferred Share equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the Preferred Shareholders, Founder Shares and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive and (ii) EX plus £100 (where X is an amount equal to the aggregate amount to which the Preferred Shareholders would be entitled if the Surplus Assets were distributed among all holders of Equity Shares pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the Preferred Shares pro rata according to the amounts paid up on the Preferred Shares including any premium; (c) third (to the extent there are Surplus Assets remaining for distribution after the application of (a) and (b)), in paying to the holders of the Founder Shares and the Ordinary Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares and Ordinary Shares held by them. The Series A Shares are non-redeemable

SH01
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	Stephen Guerin
Company name	Zoe Global Limited
Address	164 Westminster Bridge Road
Post town	London
County/Region	
Postcode	S E 1 7 R W
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

SH01
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	Stephen Guerin
Company name	Zoe Global Limited
Address	164 Westminster Bridge Road
Post town	London
County/Region	
Postcode	S E 1 7 R W
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