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SH01

Return of allotment of shares



Companies House



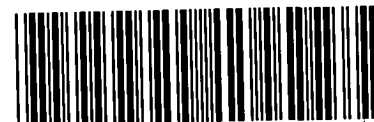
Go online to file this information

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 special resolution on formation of the company for an allotment of a new class of shares by an unlimited company.

MONDAY



ABAYQU0P

A07

22/08/2022

#64

COMPANIES HOUSE

1 Company details

Company number 1 0 9 0 2 8 8 4

Company name in full ZOE 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

From Date 2 8 0 4 2 0 2 2
To Date 1 1 0 8 2 0 2 2

① 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.)

② Currency

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

Currency ②	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
	Please see continuation sheet				

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	Class of shares	Number of shares	Aggregate nominal value	Total aggregate amount
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		(£, €, \$, etc) Number of shares issued multiplied by nominal value	unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
	Please see continuation sheet			
	Totals			
Currency table B				
	Totals			
Currency table C				
	Totals			
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		296,925,834	29.6925834	

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

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

Please see continuation sheets

Prescribed particulars
①**① 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.

Class of share

Prescribed particulars
①

Class of share

Prescribed particulars
①**6 Signature**

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

Jonathan Wolf

576BD21460024D6...

X

② 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.

③ Person authorised

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

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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	LOUISE MARCHINGTON				
Company name	CMS CAMERON MCKENNA				
	NABARRO OLSWANG LLP				
Address	CANNON PLACE				
	78 CANNON STREET				
Post town					
County/Region	LONDON				
Postcode	E	C	4	N	6 A F
Country					
DX					
Telephone	+44 20 7367 3813				

**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

3 Shares allotted

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

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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	<p>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.</p> <p>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.</p> <p>Winding-up: Winding-up: On a distribution of assets on a liquidation or a return of capital the surplus assets shall be applied:</p> <p>(a) first, in paying to the holders of the Deferred Shares;</p> <p>(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 B Shares in issue at the relevant time) to be distributed as to 0.00005% to the holders of the A Shares, 0.00005% to the holders of the Seed Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata and as to the balance to the holders of the B Shares such that each holder of B Shares receives in respect of each B Share held the Issue Price plus Arrears of that B Share (provided that if there are insufficient surplus assets to pay the amounts per B Share equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the B Shareholders, A Shareholders, Seed Shareholders, Founder Shareholders and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive under this article; and £X plus £100 (where X is an amount equal to the aggregate amount to which the B 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 the holders of the A Shares, 0.00005% to the holders of the Seed Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata and as to the balance to the holders of the B Shares pro rata according to the amounts paid up on the B Shares (including any premium);</p> <p>(c) third 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 A Shares and Seed Shares (as if they constituted one class of Shares) in issue at the relevant time) to be distributed as to 0.00005% to the holders of the B Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata and as to the balance to the holders of the A Shares and Seed Shares (as if they constituted one class of Shares) such that each holder of A Shares and Seed Shares (as applicable) receives in respect of each A Share and Seed Share (as applicable) held the Issue Price plus Arrears of that A Share and Seed Share (as applicable) (provided</p>	

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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 (cont.)	
Prescribed particulars	<p>that if there are insufficient surplus assets to pay the amounts per A Share and Seed Share (as applicable) equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the A Shareholders, Seed Shareholders, B Shareholders, Founder Shareholders and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive under this article; and (ii) £X plus £100 (where X is an amount equal to the aggregate amount to which the A Shareholders and Seed 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 B Shares, 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata and as to the balance to the holders of the A Shares and Seed Shares (as if they constituted one class of Shares) pro rata according to the amounts paid up on the A Shares and Seed Shares (including any premium);</p> <p>(d) fourth (to the extent there are Surplus Assets remaining for distribution), 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.</p> <p>Redemption: The Ordinary Shares are non-redeemable.</p>	

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	<p>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.</p> <p>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.</p> <p>Winding-up: Winding-up: On a distribution of assets on a liquidation or a return of capital the surplus assets shall be applied:</p> <p>(a) first, in paying to the holders of the Deferred Shares;</p> <p>(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 B Shares in issue at the relevant time) to be distributed as to 0.00005% to the holders of the A Shares, 0.00005% to the holders of the Seed Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata and as to the balance to the holders of the B Shares such that each holder of B Shares receives in respect of each B Share held the Issue Price plus Arrears of that B Share (provided that if there are insufficient surplus assets to pay the amounts per B Share equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the B Shareholders, A Shareholders, Seed Shareholders, Founder Shareholders and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive under this article; and £X plus £100 (where X is an amount equal to the aggregate amount to which the B 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 the holders of the A Shares, 0.00005% to the holders of the Seed Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata and as to the balance to the holders of the B Shares pro rata according to the amounts paid up on the B Shares (including any premium);</p> <p>(c) third 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 A Shares and Seed Shares (as if they constituted one class of Shares) in issue at the relevant time) to be distributed as to 0.00005% to the holders of the B Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata and as to the balance to the holders of the A Shares and Seed Shares (as if they constituted one class of Shares) such that each holder of A Shares and Seed Shares (as applicable) receives in respect of each A Share and Seed Share (as applicable) held the Issue Price plus Arrears of that A Share and Seed Share (as applicable) (provided</p>	

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 (cont.)	
Prescribed particulars	<p>that if there are insufficient surplus assets to pay the amounts per A Share and Seed Share (as applicable) equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the A Shareholders, Seed Shareholders, B Shareholders, Founder Shareholders and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive under this article; and (ii) £X plus £100 (where X is an amount equal to the aggregate amount to which the A Shareholders and Seed 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 B Shares, 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata and as to the balance to the holders of the A Shares and Seed Shares (as if they constituted one class of Shares) pro rata according to the amounts paid up on the A Shares and Seed Shares (including any premium);</p> <p>(d) fourth (to the extent there are Surplus Assets remaining for distribution), 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.</p> <p>Redemption: The Seed Shares are non-redeemable.</p>	

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	<p>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.</p> <p>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.</p> <p>Winding-up: On a distribution of assets on a liquidation or a return of capital the surplus assets shall be applied:</p> <p>(a) first, in paying to the holders of the Deferred Shares;</p> <p>(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 B Shares in issue at the relevant time) to be distributed as to 0.00005% to the holders of the A Shares, 0.00005% to the holders of the Seed Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata and as to the balance to the holders of the B Shares such that each holder of B Shares receives in respect of each B Share held the Issue Price plus Arrears of that B Share (provided that if there are insufficient surplus assets to pay the amounts per B Share equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the B Shareholders, A Shareholders, Seed Shareholders, Founder Shareholders and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive under this article; and £X plus £100 (where X is an amount equal to the aggregate amount to which the B 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 the holders of the A Shares, 0.00005% to the holders of the Seed Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata and as to the balance to the holders of the B Shares pro rata according to the amounts paid up on the B Shares (including any premium);</p> <p>(c) third 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 A Shares and Seed Shares (as if they constituted one class of Shares) in issue at the relevant time) to be distributed as to 0.00005% to the holders of the B Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata and as to the balance to the holders of the A Shares and Seed Shares (as if they constituted one class of Shares) such that each holder of A Shares and Seed Shares (as applicable) receives in respect of each A Share and Seed Share (as applicable) held the Issue</p>	

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 (cont.)	
Prescribed particulars	<p>Price plus Arrears of that A Share and Seed Share (as applicable) (provided that if there are insufficient surplus assets to pay the amounts per A Share and Seed Share (as applicable) equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the A Shareholders, Seed Shareholders, B Shareholders, Founder Shareholders and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive under this article; and (ii) £X plus £100 (where X is an amount equal to the aggregate amount to which the A Shareholders and Seed 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 B Shares, 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata and as to the balance to the holders of the A Shares and Seed Shares (as if they constituted one class of Shares) pro rata according to the amounts paid up on the A Shares and Seed Shares (including any premium);</p> <p>(d) fourth (to the extent there are Surplus Assets remaining for distribution), 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.</p> <p>Redemption: The Founder Shares are non-redeemable.</p>	

SH01 - continuation page
Return of allotment of shares**5 Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	Series A Shares
Prescribed particulars	<p>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.</p> <p>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.</p> <p>Winding-up: On a distribution of assets on a liquidation or a return of capital the surplus assets shall be applied:</p> <p>(a) first, in paying to the holders of the Deferred Shares;</p> <p>(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 B Shares in issue at the relevant time) to be distributed as to 0.00005% to the holders of the A Shares, 0.00005% to the holders of the Seed Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata and as to the balance to the holders of the B Shares such that each holder of B Shares receives in respect of each B Share held the Issue Price plus Arrears of that B Share (provided that if there are insufficient surplus assets to pay the amounts per B Share equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the B Shareholders, A Shareholders, Seed Shareholders, Founder Shareholders and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive under this article; and £X plus £100 (where X is an amount equal to the aggregate amount to which the B 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 the holders of the A Shares, 0.00005% to the holders of the Seed Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata and as to the balance to the holders of the B Shares pro rata according to the amounts paid up on the B Shares (including any premium);</p> <p>(c) third 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 A Shares and Seed Shares (as if they constituted one class of Shares) in issue at the relevant time) to be distributed as to 0.00005% to the holders of the B Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata and as to the balance to the holders of the A Shares and Seed Shares (as if they constituted one class of Shares) such that each holder of A Shares and Seed Shares (as applicable) receives in respect of each A Share and Seed Share (as applicable) held the Issue</p>

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 Shares (cont.)
Prescribed particulars	<p>Price plus Arrears of that A Share and Seed Share (as applicable) (provided that if there are insufficient surplus assets to pay the amounts per A Share and Seed Share (as applicable) equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the A Shareholders, Seed Shareholders, B Shareholders, Founder Shareholders and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive under this article; and (ii) £X plus £100 (where X is an amount equal to the aggregate amount to which the A Shareholders and Seed 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 B Shares, 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata and as to the balance to the holders of the A Shares and Seed Shares (as if they constituted one class of Shares) pro rata according to the amounts paid up on the A Shares and Seed Shares (including any premium);</p> <p>(d) fourth (to the extent there are Surplus Assets remaining for distribution), 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.</p> <p>Redemption: The Series A Shares are non-redeemable</p>

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 B Shares
Prescribed particulars	<p>Voting: The Series B Shares shall confer on each holder of Series B Share 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.</p> <p>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 B Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Series B Shares.</p> <p>Winding-up: On a distribution of assets on a liquidation or a return of capital the surplus assets shall be applied:</p> <p>(a) first, in paying to the holders of the Deferred Shares;</p> <p>(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 B Shares in issue at the relevant time) to be distributed as to 0.00005% to the holders of the A Shares, 0.00005% to the holders of the Seed Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata and as to the balance to the holders of the B Shares such that each holder of B Shares receives in respect of each B Share held the Issue Price plus Arrears of that B Share (provided that if there are insufficient surplus assets to pay the amounts per B Share equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the B Shareholders, A Shareholders, Seed Shareholders, Founder Shareholders and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive under this article; and £X plus £100 (where X is an amount equal to the aggregate amount to which the B 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 the holders of the A Shares, 0.00005% to the holders of the Seed Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata and as to the balance to the holders of the B Shares pro rata according to the amounts paid up on the B Shares (including any premium);</p> <p>(c) third 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 A Shares and Seed Shares (as if they constituted one class of Shares) in issue at the relevant time) to be distributed as to 0.00005% to the holders of the B Shares, 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata and as to the balance to the holders of the A Shares and Seed Shares (as if they constituted one class of Shares) such that each holder of A Shares and Seed Shares (as applicable) receives in respect of each A Share and Seed Share (as applicable) held the Issue</p>

In accordance with
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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 B Shares (cont.)	
Prescribed particulars	<p>plus Arrears of that A Share and Seed Share (as applicable) (provided that if there are insufficient surplus assets to pay the amounts per A Share and Seed Share (as applicable) equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the A Shareholders, Seed Shareholders, B Shareholders, Founder Shareholders and Ordinary Shareholders pro rata to the amounts which such holders would otherwise have been entitled to receive under this article; and (ii) £X plus £100 (where X is an amount equal to the aggregate amount to which the A Shareholders and Seed 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 B Shares, 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata and as to the balance to the holders of the A Shares and Seed Shares (as if they constituted one class of Shares) pro rata according to the amounts paid up on the A Shares and Seed Shares (including any premium);</p> <p>(d) fourth (to the extent there are Surplus Assets remaining for distribution), 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.</p> <p>Redemption: The Series A Shares are non-redeemable</p>	