



Companies House

# CS01<sub>(ef)</sub>

## Confirmation Statement

Company Name: **ZOE LIMITED**

Company Number: **10902884**



Received for filing in Electronic Format on the: **10/09/2021**

XACPIXGO

Company Name: **ZOE LIMITED**

Company Number: **10902884**

Confirmation **06/08/2021**

Statement date:

# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>4717143</b>
	<b>SHARES</b>	Aggregate nominal value:	<b>0.471714</b>
Currency:	<b>GBP</b>		
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 OR 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); (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 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 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 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 SHAREHOLDER AND SEED SHAREHOLDERS WOULD BE ENTITLED IF THE SURPLUS ASSETS WERE DISTRIBUTED AMOUNT ALL THE 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 THE HOLDERS OF ORDINARY SHARES AND 0.00005% TO THE 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)

Class of Shares:	SEED	Number allotted	56793911
	SHARES	Aggregate nominal value:	5.679391
Currency:	GBP		
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) £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PLUS ARREARS OR 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); (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 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 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 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 SHAREHOLDER AND SEED SHAREHOLDERS WOULD BE ENTITLED IF THE SURPLUS ASSETS WERE DISTRIBUTED AMOUNT ALL THE 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 THE HOLDERS OF ORDINARY SHARES AND 0.00005% TO THE 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)

Class of Shares:	FOUNDER	Number allotted	100000000
	SHARES	Aggregate nominal value:	10
Currency:	GBP		
Prescribed particulars			

**VOTING: THE FOUNDER SHARES SHALL CONFER ON EACH HOLDER OF FOUNDER 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 OR 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); (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 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 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 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 SHAREHOLDER AND SEED SHAREHOLDERS WOULD BE ENTITLED IF THE SURPLUS ASSETS WERE DISTRIBUTED AMOUNT ALL THE 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 THE HOLDERS OF ORDINARY SHARES AND 0.00005% TO THE 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)

Class of Shares:	SERIES	Number allotted	89095417
	A	Aggregate nominal value:	8.909542
	SHARES		
Currency:	GBP		
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) £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PLUS ARREARS OR 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); (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 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 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 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 SHAREHOLDER AND SEED SHAREHOLDERS WOULD BE ENTITLED IF THE SURPLUS ASSETS WERE DISTRIBUTED AMOUNT ALL THE 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 THE HOLDERS OF ORDINARY SHARES AND 0.00005% TO THE 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)

Class of Shares:	SERIES	Number allotted	35924252
	B	Aggregate nominal value:	3.592425
	SHARES		
Currency:	GBP		
Prescribed particulars			

**VOTING: THE SERIES B SHARES SHALL CONFER ON EACH HOLDER OF SERIES B 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 B SHARES (PARI PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES B 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 OR 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); (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 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 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 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 SHAREHOLDER AND SEED SHAREHOLDERS WOULD BE ENTITLED IF THE SURPLUS ASSETS WERE DISTRIBUTED AMOUNT ALL THE 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 THE HOLDERS OF ORDINARY SHARES AND 0.00005% TO THE 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)

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**Statement of Capital (Totals)**

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Currency:	<b>GBP</b>	Total number of shares:	<b>286530723</b>
		Total aggregate nominal value:	<b>28.653072</b>
		Total aggregate amount	<b>0</b>
		unpaid:	

# Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1:	<b>44117650 FOUNDER SHARES shares held as at the date of this confirmation statement</b>
Name:	<b>JONATHAN WOLF</b>
Shareholding 2:	<b>44117650 FOUNDER SHARES shares held as at the date of this confirmation statement</b>
Name:	<b>GEORGE HADJIGEORGIOU</b>
Shareholding 3:	<b>11764700 FOUNDER SHARES shares held as at the date of this confirmation statement</b>
Name:	<b>TIMOTHY SPECTOR</b>
Shareholding 4:	<b>10680784 SEED SHARES shares held as at the date of this confirmation statement</b>
Name:	<b>ACCOMPLICE FUND II, L.P.</b>
Shareholding 5:	<b>928764 SEED SHARES shares held as at the date of this confirmation statement</b>
Name:	<b>ALEX CHESTERMAN</b>
Shareholding 6:	<b>464382 SEED SHARES shares held as at the date of this confirmation statement</b>
Name:	<b>BENJAMIN BAROKAS</b>
Shareholding 7:	<b>27862914 SEED SHARES shares held as at the date of this confirmation statement</b>
Name:	<b>DAPHNI PURPLE FPCI</b>
Shareholding 8:	<b>185753 SEED SHARES shares held as at the date of this confirmation statement</b>
Name:	<b>DAVID SCOTT CUMMINGS</b>
Shareholding 9:	<b>928764 SEED SHARES shares held as at the date of this confirmation statement</b>
Name:	<b>DEMETRIOS ZOPPOS</b>
Shareholding 10:	<b>464382 SEED SHARES shares held as at the date of this confirmation statement</b>
Name:	<b>DEMETRIOS ZOPPOS</b>
Shareholding 11:	<b>464382 SEED SHARES shares held as at the date of this confirmation statement</b>
Name:	<b>EARLY STAGE I, A SERIES OF YUBARI, LP</b>

Shareholding 12: **464382 ORDINARY SHARES shares held as at the date of this confirmation statement**  
Name: **ERROL DAMELIN**

Shareholding 13: **1393146 SEED SHARES shares held as at the date of this confirmation statement**  
Name: **FRANCK LE OUAY**

Shareholding 14: **928764 SEED SHARES shares held as at the date of this confirmation statement**  
Name: **GEORGE HADJIGEORGIOU**

Shareholding 15: **696573 SEED SHARES shares held as at the date of this confirmation statement**  
Name: **GREG COLEMAN**

Shareholding 16: **928764 SEED SHARES shares held as at the date of this confirmation statement**  
Name: **JONATHAN WOLF**

Shareholding 17: **2321910 SEED SHARES shares held as at the date of this confirmation statement**  
Name: **KAROG INVEST**

Shareholding 18: **185753 SEED SHARES shares held as at the date of this confirmation statement**  
Name: **MATTHEW JACK ROBINSON**

Shareholding 19: **1304960 SEED SHARES shares held as at the date of this confirmation statement**  
Name: **MOSAIC VENTURES I, L.P.**

Shareholding 20: **88186 SEED SHARES shares held as at the date of this confirmation statement**  
Name: **MOSAIC VENTURES INVESTORS FUND I, L.P.**

Shareholding 21: **928764 SEED SHARES shares held as at the date of this confirmation statement**  
Name: **PG CONSEIL**

Shareholding 22: **1857528 SEED SHARES shares held as at the date of this confirmation statement**  
Name: **ESTATE OF REGINALD REEVES BRADFORD**

Shareholding 23: **1857528 SEED SHARES shares held as at the date of this confirmation statement**  
Name: **ESTATE OF REGINALD REEVES BRADFORD**

Shareholding 24: **92876 ORDINARY SHARES** shares held as at the date of this confirmation statement  
Name: **SPENCER HYMAN**

Shareholding 25: **928764 SEED SHARES** shares held as at the date of this confirmation statement  
Name: **STANISLAS MARIE LAURENT**

Shareholding 26: **464382 SEED SHARES** shares held as at the date of this confirmation statement  
Name: **STEPHANE KURGAN**

Shareholding 27: **464382 SEED SHARES** shares held as at the date of this confirmation statement  
Name: **VISHAL GULATI**

Shareholding 28: **464382 SEED SHARES** shares held as at the date of this confirmation statement  
Name: **TIM KENDALL**

Shareholding 29: **3391459 ORDINARY SHARES** shares held as at the date of this confirmation statement  
Name: **KING'S COLLEGE LONDON**

Shareholding 30: **22667385 SERIES A SHARES** shares held as at the date of this confirmation statement  
Name: **DAPHNI PURPLE FPCI**

Shareholding 31: **33371428 SERIES A SHARES** shares held as at the date of this confirmation statement  
Name: **ACCOMPLICE FUND II, L.P.**

Shareholding 32: **188895 SERIES A SHARES** shares held as at the date of this confirmation statement  
Name: **DANIEL WATERHOUSE**

Shareholding 33: **755580 SERIES A SHARES** shares held as at the date of this confirmation statement  
Name: **DOMINIQUE VIDAL**

Shareholding 34: **15413822 SERIES A SHARES** shares held as at the date of this confirmation statement  
Name: **TRANSFORMATIONAL HEALTHCARE (ZOE), LLC**

Shareholding 35: **2455633 SERIES A SHARES** shares held as at the date of this confirmation statement  
Name: **AIR STREET CAPITAL I LP**

Shareholding 36: **75558 SERIES A SHARES** shares held as at the date of this confirmation statement  
Name: **CATHERINE ULRICH**

Shareholding 37: **431176 ORDINARY SHARES** shares held as at the date of this confirmation statement  
Name: **PATRICK WYATT**

Shareholding 38: **50000 ORDINARY SHARES** shares held as at the date of this confirmation statement  
Name: **KENNETH READ**

Shareholding 39: **14167116 SERIES A SHARES** shares held as at the date of this confirmation statement  
Name: **TRANSFORMATIONAL HEALTHCARE (ZOE A2), LLC**

Shareholding 40: **1000 ORDINARY SHARES** shares held as at the date of this confirmation statement  
Name: **ABUBAKAR BUWE**

Shareholding 41: **9093123 SERIES B SHARES** shares held as at the date of this confirmation statement  
Name: **ACCOMPLICE FUND III, L.P.**

Shareholding 42: **909312 SERIES B SHARES** shares held as at the date of this confirmation statement  
Name: **ACCOMPLICE MANAGEMENT CAPITAL, LLC**

Shareholding 43: **18186246 SERIES B SHARES** shares held as at the date of this confirmation statement  
Name: **AHREN INNOVATION CAPITAL GUERNSEY (GP) LIMITED**

Shareholding 44: **1818624 SERIES B SHARES** shares held as at the date of this confirmation statement  
Name: **DAPHNI PURPLE FPCI**

Shareholding 45: **33699 SERIES B SHARES** shares held as at the date of this confirmation statement  
Name: **DAVID SCOTT CUMMINGS**

Shareholding 46: **363724 SERIES B SHARES** shares held as at the date of this confirmation statement  
Name: **ELI MANNING**

Shareholding 47: **63651 SERIES B SHARES** shares held as at the date of this confirmation statement  
Name: **OSI UMENYIORA**



Shareholding 48: **5000 ORDINARY SHARES** shares held as at the date of this  
confirmation statement  
Name: **RACHEL HINE**

Shareholding 49: **281250 ORDINARY SHARES** shares held as at the date of this  
confirmation statement  
Name: **SERGE DANZANWILLIERS**

Shareholding 50: **4546561 SERIES B SHARES** shares held as at the date of this  
confirmation statement  
Name: **THVC (ZOE B), LLC**

Shareholding 51: **909312 SERIES B SHARES** shares held as at the date of this  
confirmation statement  
Name: **WESTBROOKE RHYTHM LIMITED**

## **Confirmation Statement**

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

# Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,  
Judicial Factor