

In accordance with
Section 555 of the
Companies Act 2006.

SH01

Return of allotment of shares



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TUESDAY

☒ **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 a company on formation of the company or for an allotment of a new class of shares by an unlimited company.

ABHBG16Y*
A05 22/11/2022 #194
COMPANIES HOUSE

1 Company details

Company number 1 1 3 4 9 5 7 2

Company name in full KITT TECHNOLOGY 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 ①

From Date ^d1 ^d9 ^m1 ^m0 ^y2 ^y0 ^y2 ^y2

To Date ^d0 ^d8 ^m1 ^m1 ^y2 ^y0 ^y2 ^y2

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
GBP	SERIES SEED-1A	5,331	£0.0001	£609.53	£0.00
GBP	SERIES SEED-1B	2,857	£0.0001	£609.53	£0.00
GBP	Ordinary	43	£0.0001	£51.00	£0.00

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)

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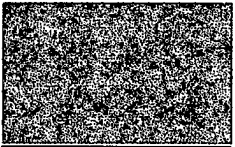
4

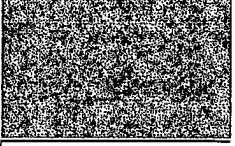
Statement of capital


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	47,885	£4.7885	
GBP	B Ordinary	2,476	£0.2476	
GBP	Series Seed	7,769	£0.7769	
Totals		58,130	£5.813	£0.00

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
66,318	£6.6318	£0.00

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

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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 SEED-1A	5,331	£0.5331	
GBP	SERIES SEED-1B	2,857	£0.2857	
Totals		8,188	£0.8188	£0.00

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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	B Ordinary
Prescribed particulars ①	ONCE EVERY ORDINARY SHARE HAS RECEIVED AN AMOUNT EQUAL TO THE HURDLE ASSIGNED TO THAT B ORDINARY SHARE IN QUESTION, THEN THE B ORDINARY SHARES SHALL RANK PARI PASSU IN RESPECT OF ANY FURTHER DISTRIBUTION. THE B ORDINARY SHARES SHALL BE ENTITLED TO 0.0001% OF ANY AVAILABLE PROFITS DISTRIBUTED BY THE COMPANY. THE B ORDINARY SHARES SHALL HAVE NO VOTING RIGHTS.
Class of share	Ordinary
Prescribed particulars ①	FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS.
Class of share	Series Seed
Prescribed particulars ①	See attached schedule

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.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

Stephen Coulson

3EC80999026C476...

X

This form may be signed by:
Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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.

② Person authorised

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

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Series Seed	
Prescribed particulars	<p>VOTING - THE SERIES SEED SHARES SHALL CONFER ON EACH HOLDER OF SERIES 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. RIGHTS TO DISTRIBUTIONS - 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 SHARES AS FOLLOWS: 99.9999% OF THE AVAILABLE PROFITS TO BE DISTRIBUTED WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SERIES SEED SHARES AND ORDINARY SHARES (PARI PASSU AS IF THE SERIES SEED SHARES AND ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES SEED SHARES AND ORDINARY SHARES; AND 0.0001% OF THE AVAILABLE PROFITS TO BE DISTRIBUTED WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE B ORDINARY SHARES AND DEFERRED SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SUCH SHARES. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); SECOND, IN PAYING A SUM EQUAL TO THE HIGHER OF: £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE PREFERENCE AMOUNT OF ALL THE SERIES SEED SHARES IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE ORDINARY SHARES AND B ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES AND B ORDINARY SHARES HELD BY THEM (AS IF SUCH ORDINARY SHARES AND B ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) AND AS TO THE BALANCE TO THE HOLDERS OF THE SERIES SEED SHARES SUCH THAT EACH HOLDER OF SERIES SEED SHARES RECEIVES IN RESPECT OF EACH SERIES SEED SHARE HELD THE PREFERENCE AMOUNT OF THAT SERIES SEED SHARE (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SERIES SEED SHARE EQUAL TO THE PREFERENCE AMOUNT IN FULL, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Series Seed (cont'd)	
Prescribed particulars	<p>SERIES SEED INVESTORS, ORDINARY SHAREHOLDERS AND B ORDINARY SHAREHOLDERS PRO RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE UNDER THIS ARTICLE 5.1(B)(A)); OR £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE AMOUNT TO WHICH THE SERIES SEED INVESTORS WOULD BE ENTITLED TO IF ALL THE SERIES SEED SHARES HAD BEEN CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO THE DISTRIBUTION OF THE SURPLUS ASSETS (AND ALL SERIES SEED SHARES SHALL BE TREATED AS ORDINARY SHARES FOR THE PURPOSES OF ARTICLES 5.1 (C), (D), (E) AND (F))) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE ORDINARY SHARES AND B ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES AND B ORDINARY SHARES HELD BY THEM (AS IF SUCH ORDINARY SHARES AND B ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) AND AS TO THE BALANCE TO THE HOLDERS OF THE SERIES SEED SHARES PRO-RATA ACCORDING TO THE NUMBER OF SERIES SEED SHARES HELD BY THEM.</p>	

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

Class of share	SERIES SEED-1A	
Prescribed particulars	THE SERIES SEED-1A SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.	

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	SERIES SEED-1B	
Prescribed particulars	THE SERIES SEED-1B SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.	

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**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

Company name

Haysmacintyre LLP

Address

10 Queen Street Place

Post town

London

County/Region

Postcode

E C 4 R 1 A G

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



Companies House

COMPANY NAME: KITT TECHNOLOGY LIMITED

COMPANY NUMBER: 11349572

A second filed sh01 was registered on 21/06/23