

**Return of Allotment of Shares**Company Name: **Zzoomm Group Limited**Company Number: **11734368**Received for filing in Electronic Format on the: **28/01/2021**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	25/01/2021	25/01/2021

Class of Shares: PREFERENCE**Currency: GBP****Number allotted 220000000****Nominal value of each share 0.01****Amount paid: 0.01****Amount unpaid: 0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	MIP	Number allotted	500000
Currency:	GBP	Aggregate nominal value:	5000

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY VOTING: NO VOTING RIGHTS (AT A GENERAL MEETING OR ON ANY WRITTEN SHAREHOLDER RESOLUTION). DIVIDENDS: WHERE THE COMPANY PROPOSES TO MAKE A DIVIDEND OR DISTRIBUTION, THE AMOUNT TO BE PAID TO THE SHAREHOLDERS OF THE COMPANY SHALL BE APPLIED FIRSTLY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 33.2.2 OF THE ARTICLES, IN PAYING TO THE HOLDERS OF MIP SHARES PRO RATA TO THE NUMBER OF MIP SHARES HELD BY EACH OF THEM. RETURN OF CAPITAL: ON A 'RETURN OF CAPITAL' (AS DEFINED IN THE ARTICLES), THE AMOUNT AVAILABLE TO BE PAID TO THE SHAREHOLDERS OF THE COMPANY SHALL BE APPLIED FIRSTLY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 33.2.2 OF THE ARTICLES, IN PAYING TO THE HOLDERS OF MIP SHARES PRO RATA TO THE NUMBER OF MIP SHARES HELD BY EACH OF THEM. REDEMPTION: NO RIGHTS OF REDEMPTION.

Class of Shares:	ORDINARY	Number allotted	34638725
Currency:	GBP	Aggregate nominal value:	346387.25

Prescribed particulars

VOTING: AT A GENERAL MEETING OR ON ANY WRITTEN SHAREHOLDER RESOLUTION, EACH HOLDER OF ORDINARY SHARES SHALL BE ENTITLED TO EXERCISE ONE VOTE FOR EACH ORDINARY SHARE HELD BY IT. DIVIDENDS: WHERE THE COMPANY PROPOSES TO MAKE A DIVIDEND OR DISTRIBUTION, THE AMOUNT TO BE PAID TO THE SHAREHOLDERS OF THE COMPANY SHALL BE APPLIED (I) FIRSTLY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 33.2.2 OF THE ARTICLES, IN PAYING TO THE HOLDERS OF MIP SHARES PRO RATA TO THE NUMBER OF MIP SHARES HELD BY EACH OF THEM; (II) SECONDLY IN PAYING TO EACH HOLDER OF PREFERENCE SHARES THEN IN ISSUE IN RESPECT OF EACH PREFERENCE SHARE OF WHICH IT IS THE HOLDER, AN AGGREGATE AMOUNT EQUAL TO 100% OF THE ISSUE PRICE OF SUCH PREFERENCE SHARES AND ALL ACCRUED AND UNPAID AMOUNTS OF PREFERENCE DIVIDEND CALCULATED UP TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL; (III) THIRDLY, WHERE THE

SURPLUS ASSETS ARE EQUAL TO OR LOWER THAN THE '2019 HURDLE VALUE' (AS DEFINED IN THE ARTICLES), THE BALANCE (IF ANY) OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD BY THEM; AND (IV) FOURTHLY, WHERE THE SURPLUS ASSETS ARE GREATER THAN THE '2019 HURDLE VALUE' AN AMOUNT EQUAL TO THE '2019 HURDLE VALUE' SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THE RELEVANT SHAREHOLDERS AT THE RELEVANT TIME AND THE BALANCE (IF ANY) OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES AND OF THE ORDINARY A SHARES PRO RATA (PARI PASSU AS IF THE ORDINARY SHARES AND THE ORDINARY A SHARES CONSTITUTED ONE CLASS OF SHARE FOR THIS PURPOSE) TO THE NUMBER OF ORDINARY SHARES AND ORDINARY A SHARES HELD BY THE RELEVANT SHAREHOLDERS AT THE RELEVANT TIME. RETURN OF CAPITAL: ON A 'RETURN OF CAPITAL' (AS DEFINED IN THE ARTICLES), THE AMOUNT AVAILABLE TO BE PAID TO THE SHAREHOLDERS OF THE COMPANY SHALL BE APPLIED IN THE SAME ORDER AS ANY PAYMENT OF DIVIDENDS OR OTHER DISTRIBUTION. REDEMPTION: NO RIGHTS OF REDEMPTION.

Class of Shares:	ORDINARY-	Number allotted	1322400
	A	Aggregate nominal value:	13224
Currency:	GBP		

Prescribed particulars

VOTING: NO VOTING RIGHTS (AT A GENERAL MEETING OR ON ANY WRITTEN SHAREHOLDER RESOLUTION). DIVIDENDS: WHERE THE COMPANY PROPOSES TO MAKE A DIVIDEND OR DISTRIBUTION, THE AMOUNT TO BE PAID TO THE SHAREHOLDERS OF THE COMPANY SHALL BE APPLIED (I) FIRSTLY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 33.2.2 OF THE ARTICLES, IN PAYING TO THE HOLDERS OF MIP SHARES PRO RATA TO THE NUMBER OF MIP SHARES HELD BY EACH OF THEM, (II) SECONDLY IN PAYING TO EACH HOLDER OF PREFERENCE SHARES THEN IN ISSUE IN RESPECT OF EACH PREFERENCE SHARE OF WHICH IT IS THE HOLDER, AN AGGREGATE AMOUNT EQUAL TO 100% OF THE ISSUE PRICE OF SUCH PREFERENCE SHARES AND ALL ACCRUED AND UNPAID AMOUNTS OF PREFERENCE DIVIDEND CALCULATED UP TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL; (III) THIRDLY, WHERE THE SURPLUS ASSETS ARE EQUAL TO OR LOWER THAN THE '2019 HURDLE VALUE' (AS DEFINED IN THE ARTICLES), THE BALANCE (IF ANY) OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE

HOLDERS OF THE ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD BY THEM; AND (IV) FOURTHLY, WHERE THE SURPLUS ASSETS ARE GREATER THAN THE '2019 HURDLE VALUE' AN AMOUNT EQUAL TO THE '2019 HURDLE VALUE' SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THE RELEVANT SHAREHOLDERS AT THE RELEVANT TIME AND THE BALANCE (IF ANY) OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES AND OF THE ORDINARY A SHARES PRO RATA (PARI PASSU AS IF THE ORDINARY SHARES AND THE ORDINARY A SHARES CONSTITUTED ONE CLASS OF SHARE FOR THIS PURPOSE) TO THE NUMBER OF ORDINARY SHARES AND ORDINARY A SHARES HELD BY THE RELEVANT SHAREHOLDERS AT THE RELEVANT TIME. RETURN OF CAPITAL: ON A RETURN OF CAPITAL' (AS DEFINED IN THE ARTICLES), THE AMOUNT AVAILABLE TO BE PAID TO THE SHAREHOLDERS OF THE COMPANY SHALL BE APPLIED IN THE SAME ORDER AS ANY PAYMENT OF DIVIDENDS OR OTHER DISTRIBUTION. REDEMPTION: NO RIGHTS OF REDEMPTION.

Class of Shares:	PREFERENCE	Number allotted	910000000
Currency:	GBP	Aggregate nominal value:	9100000

Prescribed particulars

VOTING: AT A GENERAL MEETING OR ON ANY WRITTEN SHAREHOLDER RESOLUTION, EACH HOLDER OF PREFERENCE SHARES SHALL BE ENTITLED TO EXERCISE THE NUMBER OF VOTES WHICH IT WOULD HAVE BEEN ENTITLED TO EXERCISE IF ALL THE PREFERENCE SHARES REGISTERED IN ITS NAME AT THE DATE OF SUCH GENERAL MEETING OR WRITTEN RESOLUTION HAD BEEN CONVERTED INTO ORDINARY SHARES AT A CONVERSION PRICE OF £0.36 OF THE PRICE AT WHICH THE PREFERENCE SHARES WERE ISSUED PER 1 ORDINARY SHARE AND THE CONVERSION DATE WAS THE DATE OF SUCH GENERAL MEETING OR WRITTEN RESOLUTION. **DIVIDENDS:** A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 12.5 PER CENT OF THE ISSUE PRICE PER SHARE COMPOUNDED ANNUALLY IN RESPECT OF EACH PREFERENCE SHARE ON THE ANNIVERSARY OF THE DATE OF ITS ISSUANCE IN EACH YEAR, WHICH SHALL ACCRUE DAILY AND BE CALCULATED IN RESPECT OF THE PERIOD TO SUCH DATE (ASSUMING A 365-DAY YEAR) (THE "PREFERENCE DIVIDEND") AND TO BE PAID ON THE EARLIER OF AN 'EXIT' (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES")), ANY 'RETURN OF CAPITAL' (AS DEFINED IN THE ARTICLES) AND THE DATE OF ANY EARLIER REDEMPTION OF THE RELEVANT PREFERENCE SHARES. ANY PREFERENCE DIVIDEND WHICH HAS ACCRUED IN RESPECT OF ANY PREFERENCE SHARES WHICH ARE

CONVERTED INTO ORDINARY SHARES SHALL AUTOMATICALLY BE DEEMED WAIVED IN RESPECT OF SUCH PREFERENCE SHARES ON THEIR CONVERSION. RETURN OF CAPITAL: ON A 'RETURN OF CAPITAL' (AS DEFINED IN THE ARTICLES), THE AMOUNT AVAILABLE TO BE PAID TO THE SHAREHOLDERS OF THE COMPANY ("THE SURPLUS ASSETS") SHALL BE APPLIED IN THE FOLLOWING ORDER (I) FIRSTLY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 33.2.2 OF THE ARTICLES, IN PAYING TO THE HOLDERS OF MIP SHARES PRO RATA TO THE NUMBER OF MIP SHARES HELD BY EACH OF THEM; (II) SECONDLY IN PAYING TO EACH HOLDER OF PREFERENCE SHARES THEN IN ISSUE IN RESPECT OF EACH PREFERENCE SHARE OF WHICH IT IS THE HOLDER, AN AGGREGATE AMOUNT EQUAL TO 100% OF THE ISSUE PRICE OF SUCH PREFERENCE SHARES AND ALL ACCRUED AND UNPAID AMOUNTS OF PREFERENCE DIVIDEND CALCULATED UP TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL; BEFORE ANY SURPLUS ASSETS ARE THEN DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES AND ORDINARY A SHARES AS SET OUT IN THE ARTICLES. REDEMPTION: WITH THE CONSENT OF THE INVESTOR (AS DEFINED IN THE ARTICLES), AND SUBJECT TO THE PROVISIONS OF THE COMPANIES ACTS (AS DEFINED IN SECTION 2 OF THE COMPANIES ACT 2006), THE COMPANY MAY AT ANY TIME REDEEM ALL OR ANY OF THE PREFERENCE SHARES THEN IN ISSUE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	946461125
		Total aggregate nominal value:	9464611.25
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.