In accordance with Section 637 of the Companies Act 2006.

SH10

Notice of particulars of variation of rights attached to shares

Companies House

✓ **What this form is for**
You may use this form to give notice of particulars of variation of rights attached to shares.

✗ **What this form is NOT for**
You cannot use this form to gi notice of particulars of variati of class rights of members of company without share capita do this, please use form SH12

THURSDAY

A951XNVF
A12 14/05/2020 #68
COMPANIES HOUSE

1 Company details

Company number	1 1 7 9 7 8 7 0
Company name in full	USNOOP LIMITED

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Date of variation of rights

Date of variation of rights	1 4 0 4 2 0 2 0

3 Details of variation of rights

Please give details of the variation of rights attached to shares.

Variation	Please see continuation sheet.

Continuation pages
Please use a continuation page if you need to enter more details.

4 Signature

I am signing this form on behalf of the company.

Signature	Signature X X

This form may be signed by:
Director ❶, Secretary, Person authorised ❷, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager.

❶ **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.

❷ **Person authorised**
Under either Section 270 or 274 of the Companies Act 2006.

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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: Winston Reynolds

Company name: Macfarlanes LLP

Address: 20 Cursitor Street

Post town: London

County/Region:

Postcode: E C 4 A 1 L T

Country: United Kingdom

DX: 138 Chancery Lane

Telephone: +44 (0)20 7849 9222

Checklist

We may return 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 entered the date of variation of rights in section 2.
- ☐ You have provided details of the variation of rights in section 3.
- ☐ 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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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SH10 – continuation page

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3 Details of variation of rights

Please give details of the variation of rights attached to shares.

Variation

Introduction of a new class of Series Seed 2 Preferred Shares which carry the same rights and privileges and rank pari passu in all respects with Series Seed 1 Preferred Shares.

An amendment to income rights whereby to the extent that the company distributes any available profits in respect of any financial year, each holder of Series Seed 1 Preferred Shares shall be entitled to receive in respect of each Series Seed 1 Preferred Share held, in priority to all other classes of share in the capital of the Company (except Series Seed 2 Preferred Shares), an amount equal to the product of (i) the Starting Price of such Series Seed 1 Preferred Shares multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant Financial Year that such Series Seed 1 Preferred Shares will have been in issue and divided by (iv) the total number of days in the relevant Financial Year, provided that (i) if the amounts distributed in the relevant Financial Year are insufficient to pay such amounts to the holders of Series Seed 1 Preferred Shares and Series Seed 2 Preferred Shares in full, the amounts to be distributed shall be apportioned between the holders of Series Seed 1 Preferred Shares and Series Seed 2 Preferred Shares pro rata; and (ii) if the Series Seed 1 Preferred Shares and the Series Seed 2 Preferred Shares would have received a larger distribution if they had been Ordinary Shares, they will instead participate in any distribution of profits on the same basis as and pari passu in all respects with the Ordinary Shares on an as converted basis.