



**Return of Allotment of Shares**

Company Name: **ECOLOGI ACTION LTD**

Company Number: **11911630**



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XCW76Q5U

## Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	<b>31/10/2023</b>	

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>123397</b>
<b>Currency:</b>	<b>GBP</b>	Nominal value of each share	<b>0.00001</b>
		Amount paid:	<b>2.23</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

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## Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>11270674</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>112.70674</b>

Prescribed particulars

### **FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS**

<b>Class of Shares:</b>	<b>SERIES</b>	Number allotted	<b>549000</b>
	<b>SEED</b>	Aggregate nominal value:	<b>5.49</b>

**A1**

**PREFERRED**

**SHARES**

Currency: **GBP**

Prescribed particulars

**EACH SERIES SEED PREFERRED SHARE SHALL HAVE ONE VOTE. EACH SERIES SEED PREFERRED SHARE SHALL HAVE EQUAL RIGHTS TO DIVIDENDS AS ORDINARY SHARES. EACH SERIES SEED PREFERRED SHARE SHALL HAVE A PREFERENCE, ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) OR A SALE OF A CONTROLLING INTEREST IN THE COMPANY OR A SALE OF ALL OR SUBSTANTIALLY ALL OF THE UNDERTAKINGS AND ASSETS OF THE COMPANY, OVER THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ("SURPLUS ASSETS") (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AND AFTER FIRST DISTRIBUTING 0.001% OF SURPLUS ASSETS TO ORDINARY SHARES UNTIL THE AMOUNT PAID PER SERIES SEED PREFERRED SHARE HAS BEEN REPAYED. THEREAFTER, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AS TO 0.001% TO THE SERIES SEED PREFERRED SHARES PRO RATA AND AS TO THE BALANCE TO THE ORDINARY SHARES. PROVIDED THAT IF THE AMOUNT PAYABLE TO ANY SERIES SEED PREFERRED SHARE WOULD BE GREATER ON A DISTRIBUTION AS SET OUT ABOVE IF SUCH SERIES SEED PREFERRED SHARE WERE CONVERTED INTO AN ORDINARY SHARE IMMEDIATELY PRIOR TO SUCH EVENT, THEN SUCH SERIES SEED PREFERRED SHARE SHALL RECEIVE THE AMOUNT THAT WOULD BE RECEIVED IF SUCH SERIES SEED PREFERRED SHARE HAD BEEN CONVERTED INTO AN ORDINARY SHARE IMMEDIATELY PRIOR TO SUCH EVENT**

<b>Class of Shares:</b>	<b>SERIES</b>	Number allotted	<b>2776000</b>
	<b>SEED</b>	Aggregate nominal value:	<b>27.76</b>
	<b>A2</b>		
	<b>PREFERRED</b>		
	<b>SHARES</b>		

Currency: **GBP**

Prescribed particulars

**EACH SERIES SEED PREFERRED SHARE SHALL HAVE ONE VOTE. EACH SERIES SEED PREFERRED SHARE SHALL HAVE EQUAL RIGHTS TO DIVIDENDS AS ORDINARY SHARES. EACH SERIES SEED PREFERRED SHARE SHALL HAVE A PREFERENCE, ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) OR A SALE OF A CONTROLLING INTEREST IN THE COMPANY OR A SALE OF ALL OR SUBSTANTIALLY ALL OF THE UNDERTAKINGS AND ASSETS OF THE COMPANY, OVER THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ("SURPLUS ASSETS") (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AND AFTER FIRST DISTRIBUTING 0.001% OF SURPLUS ASSETS TO ORDINARY SHARES UNTIL THE AMOUNT PAID PER SERIES SEED PREFERRED SHARE HAS BEEN REPAID. THEREAFTER, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AS TO 0.001% TO THE SERIES SEED PREFERRED SHARES PRO RATA AND AS TO THE BALANCE TO THE ORDINARY SHARES. PROVIDED THAT IF THE AMOUNT PAYABLE TO ANY SERIES SEED PREFERRED SHARE WOULD BE GREATER ON A DISTRIBUTION AS SET OUT ABOVE IF SUCH SERIES SEED PREFERRED SHARE WERE CONVERTED INTO AN ORDINARY SHARE IMMEDIATELY PRIOR TO SUCH EVENT, THEN SUCH SERIES SEED PREFERRED SHARE SHALL RECEIVE THE AMOUNT THAT WOULD BE RECEIVED IF SUCH SERIES SEED PREFERRED SHARE HAD BEEN CONVERTED INTO AN ORDINARY SHARE IMMEDIATELY PRIOR TO SUCH EVENT. IF NEW SECURITIES ARE ISSUED BY THE COMPANY AT A PRICE PER NEW SECURITY WHICH EQUATES TO LESS THAN THE AMOUNT PAID PER SHARE OF THE SERIES SEED A2 PREFERRED SHARES, THEN THE COMPANY SHALL ISSUE TO EACH HOLDER OF SERIES SEED A2 PREFERRED SHARES A NUMBER OF NEW SERIES SEED A2 PREFERRED SHARES TO ENSURE THAT THERE IS NO DILUTION OF THE PERCENTAGE OF VOTING RIGHTS HELD BY SERIES SEED A2 PREFERRED SHARES**

<b>Class of Shares:</b>	<b>SERIES</b>	Number allotted	<b>462883</b>
	<b>SEED</b>	Aggregate nominal value:	<b>4.62883</b>
	<b>A3</b>		
	<b>PREFERRED</b>		
	<b>SHARES</b>		

Currency: **GBP**

Prescribed particulars

**EACH SERIES SEED PREFERRED SHARE SHALL HAVE ONE VOTE. EACH SERIES SEED PREFERRED SHARE SHALL HAVE EQUAL RIGHTS TO DIVIDENDS AS ORDINARY SHARES. EACH SERIES SEED PREFERRED SHARE SHALL HAVE A PREFERENCE, ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) OR A SALE OF A CONTROLLING INTEREST IN THE COMPANY OR A SALE OF ALL OR SUBSTANTIALLY ALL OF THE UNDERTAKINGS AND ASSETS OF THE COMPANY, OVER THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ("SURPLUS ASSETS") (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AND AFTER FIRST DISTRIBUTING 0.001% OF SURPLUS ASSETS TO ORDINARY SHARES UNTIL THE AMOUNT PAID PER SERIES SEED PREFERRED SHARE HAS BEEN REPAID. THEREAFTER, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AS TO 0.001% TO THE SERIES SEED PREFERRED SHARES PRO RATA AND AS TO THE BALANCE TO THE ORDINARY SHARES. PROVIDED THAT IF THE AMOUNT PAYABLE TO ANY SERIES SEED PREFERRED SHARE WOULD BE GREATER ON A DISTRIBUTION AS SET OUT ABOVE IF SUCH SERIES SEED PREFERRED SHARE WERE CONVERTED INTO AN ORDINARY SHARE IMMEDIATELY PRIOR TO SUCH EVENT, THEN SUCH SERIES SEED PREFERRED SHARE SHALL RECEIVE THE AMOUNT THAT WOULD BE RECEIVED IF SUCH SERIES SEED PREFERRED SHARE HAD BEEN CONVERTED INTO AN ORDINARY SHARE IMMEDIATELY PRIOR TO SUCH EVENT. IF NEW SECURITIES ARE ISSUED BY THE COMPANY AT A PRICE PER NEW SECURITY WHICH EQUATES TO LESS THAN THE AMOUNT PAID PER SHARE OF THE SERIES SEED A3 PREFERRED SHARES, THEN THE COMPANY SHALL ISSUE TO EACH HOLDER OF SERIES SEED A3 PREFERRED SHARES A NUMBER OF NEW SERIES SEED A3 PREFERRED SHARES TO ENSURE THAT THERE IS NO DILUTION OF THE PERCENTAGE OF VOTING RIGHTS HELD BY SERIES SEED A3 PREFERRED SHARES**

<b>Class of Shares:</b>	<b>DEFERRED</b>	Number allotted	<b>1334006</b>
	<b>SHARES</b>	Aggregate nominal value:	<b>13.34006</b>

Currency: **GBP**

Prescribed particulars

**DIVIDENDS: HOLDERS OF THE DEFERRED SHARES RECEIVE £0.01 (AS A CLASS), PAYMENT OF WHICH MAY BE MADE TO ANY HOLDER OF DEFERRED SHARES ON BEHALF OF THAT CLASS. LIQUIDATION: HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £0.01 TO EACH HOLDER OF DEFERRED SHARES FOR ALL DEFERRED SHARES HELD BY THEM. NO VOTING RIGHTS NOR NOTICE RIGHTS OR OTHERWISE CONSTITUTE AN ELIGIBLE MEMBER FOR THE PURPOSES OF PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY MAY BE REDEEMED BY THE COMPANY AT ANY TIME AT ITS OPTION FOR THE AGGREGATE SUM OF £0.01 FOR ALL THE DEFERRED SHARES REGISTERED IN THE NAME OF EACH HOLDER(S) WITHOUT OBTAINING THE SANCTION OF THE HOLDER(S).**

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>16392563</b>
		Total aggregate nominal value:	<b>163.92563</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

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