

**Return of Allotment of Shares**Company Name: **ECOLOGI ACTION LTD**Company Number: **11911630**Received for filing in Electronic Format on the: **05/02/2024**

XCW76ST4

Shares Allotted (including bonus shares)

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

Class of Shares:	SERIES	Number allotted	106317
	SEED A3	Nominal value of each share	0.00001
	PREFERRED	Amount paid:	2.23
	SHARES	Amount unpaid:	0

Currency: **GBP**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	SERIES	Number allotted	569200
	SEED	Aggregate nominal value:	5.692
	A3		
	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 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

Class of Shares:	ORDINARY	Number allotted	11270674
Currency:	GBP	Aggregate nominal value:	112.70674

Prescribed particulars

FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS

Class of Shares:	SERIES	Number allotted	549000
	SEED	Aggregate nominal value:	5.49
	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 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

Class of Shares:	SERIES	Number allotted	2776000
	SEED	Aggregate nominal value:	27.76
	A2		
	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 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

Class of Shares:	DEFERRED	Number allotted	1334006
	SHARES	Aggregate nominal value:	13.34006

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).

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	16498880
		Total aggregate nominal value:	164.9888
		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.