

**Return of Allotment of Shares**Company Name: **WELLESLEY GROUP INVESTORS LIMITED**Company Number: **08478238**Received for filing in Electronic Format on the: **18/09/2018**

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Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
30/08/2018

Class of Shares:	ORDINARY	Number allotted	112191
Currency:	GBP	Nominal value of each share	1
		Amount paid:	1
		Amount unpaid:	0

Non-cash consideration

112,191 ORDINARY SHARES OF £1 EACH WERE ISSUED FULLY PAID ON A CONVERSION OF PUTTABLE INSTRUMENTS ISSUED BY THE COMPANY TO THREE SHAREHOLDERS. THE 112,191 ORDINARY SHARES WERE ISSUED FOR A TOTAL AGGREGATE CONSIDERATION OF £2,132,409.

Class of Shares:	ORDINARY	Number allotted	1440141
Currency:	GBP	Nominal value of each share	1
		Amount paid:	1
		Amount unpaid:	0

Non-cash consideration

1,440,141 ORDINARY SHARES WERE ISSUED FULLY PAID FOLLOWING THE CONVERSION OF A REDEMPTION AMOUNT AND ACCRUED DIVIDEND ON PREFERENCE SHARES ISSUED IN THE COMPANY IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION.

Class of Shares:	CONVERTIBLE	Number allotted	2000000
	PREFERRED	Nominal value of each share	1
Currency:	GBP	Amount paid:	1

Amount unpaid:

0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	2341520
Currency:	GBP	Aggregate nominal value:	2341520

Prescribed particulars

FULL VOTING RIGHTS. NON-REDEEMABLE. DIVIDEND RIGHTS: SUBORDINATED TO PREFERENCE SHARES AND CONVERTIBLE PREFERRED SHARES UP TO A FIXED PREFERENCE; OTHERWISE PARI PASSU WITH B ORDINARY SHARES. RIGHTS ON LIQUIDATION: SUBORDINATED TO PREFERENCE SHARES AND CONVERTIBLE PREFERRED SHARES UP TO A FIXED PREFERENCE; OTHERWISE PARI PASSU WITH B ORDINARY SHARES AND SENIOR TO GROWTH SHARES (ABOVE THE HURDLE VALUE) AND THEREAFTER PARI PASSU AND OTHERWISE CARRY THE RIGHTS SET OUT IN THE ARTICLES OF ASSOCIATION.

Class of Shares:	GROWTH	Number allotted	20551
	SHARES	Aggregate nominal value:	2055.1

Currency: **GBP**

Prescribed particulars

NO RIGHTS WITH REGARD TO VOTING OR DIVIDENDS. NON-REDEEMABLE. SUBORDINATED TO PREFERENCE SHARES, CONVERTIBLE PREFERRED SHARES, B ORDINARY SHARES AND ORDINARY SHARES (ABOVE THE HURDLE VALUE) AND THEN RANKING PARI PASSU WITH ORDINARY SHARES AND B ORDINARY SHARES ON A LIQUIDATION OR OTHER DISTRIBUTION AND OTHERWISE CARRY THE RIGHTS SET OUT IN THE ARTICLES OF ASSOCIATION.

Class of Shares:	PREFERENCE	Number allotted	2525000
	SHARE	Aggregate nominal value:	252500

Currency: **GBP**

Prescribed particulars

NON VOTING, REDEEMABLE PREFERENCE SHARES. DIVIDEND RIGHTS: FIXED CUMULATIVE CASH PREFERENTIAL DIVIDEND AT AN ANNUAL RATE OF 8% ACCRUING DAILY PAYABLE PARI PASSU WITH THE CONVERTIBLE PREFERRED SHARES AND IN PRIORITY TO DIVDENDS ON ORDINARY SHARES AND B ORDINARY SHARES. REDEMPTION:

REDEEMABLE IF THE BOARD ACTING BY A MAJORITY OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS SO REQUIRES AND MAY RELATE TO A HOLDER'S PARTIAL HOLDING OF PREFERENCE SHARES AND NEED NOT BE EXTENDED PRO RATA TO ALL HOLDERS OF PREFERENCE SHARES THEN IN ISSUE. ON REDEMPTION THE ORIGINAL SUBSCRIPTION PROCEEDS AND ALL ACCRUED DIVIDENDS ARE PAYABLE TO THE HOLDERS OF THE PREFERENCE SHARES. UNLESS A MAJORITY OF INDEPENDENT NON-EXECUTIVE DIRECTORS DECIDE OTHERWISE THE PREFERENCE SHARES ARE REDEEMABLE IMMEDIATELY BEFORE A SALE OF THE COMPANY, AN ASSET SALE OR A LISTING. RIGHTS ON A LIQUIDATION: RIGHT TO THE ORIGINAL SUBSCRIPTION PRICE AND ACCRUED DIVIDENDS PARI PASSU WITH THE CONVERTIBLE PREFERRED SHARE RIGHTS AND IN PRIORITY TO THE ORDINARY SHARES AND B ORDINARY SHARES. OTHERWISE CARRY THE RIGHTS SET OUT IN THE ARTICLES OF ASSOCIATION.

Class of Shares:	CONVERTIBLE	Number allotted	2000000
	PREFERRED	Aggregate nominal value:	2000000
Currency:	GBP		

Prescribed particulars

NON VOTING CONVERTIBLE PREFERENCE SHARES. DIVIDEND RIGHTS: FIXED CUMULATIVE CASH PREFERENTIAL DIVIDEND AT AN ANNUAL RATE OF 8% ACCRUING DAILY PAYABLE PARI PASSU WITH THE PREFERENCE SHARES AND IN PRIORITY TO DIVIDENDS ON ORDINARY SHARES AND B ORDINARY SHARES. RIGHTS ON A LIQUIDATION: RIGHT TO THE ORIGINAL SUBSCRIPTION PRICE AND ACCRUED DIVIDENDS PARI PASSU WITH THE PREFERENCE SHARE RIGHTS AND IN PRIORITY TO THE HOLDERS OF ORDINARY SHARES, B ORDINARY SHARES AND GROWTH SHARES. CONVERTIBLE INTO B ORDINARY SHARES: (I) AT THE OPTION OF THE HOLDER (II) AT THE OPTION OF THE BOARD IF REQUIRED AS PART OF A SUBSEQUENT FUNDRAISING AND (III) AUTOMATICALLY ON, IMMEDIATELY PRIOR TO A SALE OF THE COMPANY, AND ASSET SALE OR A LISTING AND OTHERWISE CARRY THE RIGHTS SET OUT IN THE ARTICLES OF ASSOCIATION.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	6887071
		Total aggregate nominal value:	4596075.1
		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.



Companies House

COMPANY NAME: WELLESLEY GROUP INVESTORS LIMITED

COMPANY NUMBER: 08478238

A second filed SH01 was registered on 09/10/2018