

**Return of Allotment of Shares**Company Name: **WELLESLEY GROUP INVESTORS LIMITED**Company Number: **08478238**Received for filing in Electronic Format on the: **24/09/2018**

X7F55415

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
30/08/2018

Class of Shares:	CONVERTIBLE	Number allotted	14259
	PREFERRED	Nominal value of each share	1
Currency:	GBP	Amount paid:	0
		Amount unpaid:	0

Non-cash consideration

BONUS ISSUE

Statement of Capital (Share Capital)

Class of Shares:	CONVERTIBLE	Number allotted	2014259
	PREFERRED	Aggregate nominal value:	2014259

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.

Class of Shares:	ORDINARY	Number allotted	2319206
Currency:	GBP	Aggregate nominal value:	2319206

Prescribed particulars

FULL VOTING RIGHTS. NON-REDEEMABLE. DIVIDEND RIGHTS: SUBORDINATED TO PREFERENCE SHARES AND B ORDINARY SHARES UP TO AND INCLUDING THE PERCENTAGE THAT SUCH B ORDINARY SHARES REPRESENT FROM TIME TO TIME OF ALL ORDINARY SHARES THEN OUTSTANDING (THE "RELEVANT PERCENTAGE") AND OTHERWISE PARI PASSU. RIGHTS ON A LIQUIDATION: SUBORDINATED TO PREFERENCE SHARES, THE PUTTABLE INSTRUMENTS CONSTITUTED BY A DEED DATED 29 DECEMBER 2015 (THE "PUTTABLE INSTRUMENTS") AND B ORDINARY SHARES UP TO AND INCLUDING THE RELEVANT PERCENTAGE AND OTHERWISE PARI PASSU.

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, B ORDINARY SHARES AND 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: A FIXED CUMULATIVE CASH PREFERENTIAL DIVIDEND AT THE COMPOUNDING MONTHLY RATE OF 1.5 PER CENT PER MONTH ACCRUING DAILY (THE "PREFERRED DIVIDEND") PAYABLE PARI PASSU WITH THE B ORDINARY SHARES UP TO THE RELEVANT PERCENTAGE AND PAYABLE IN PRIORITY TO THE PUTTABLE INSTRUMENT AND ORDINARY SHARES REDEMPTION: THE PREFERENCE SHARES SHALL BE REDEEMED IF THE BOARD ACTING BY A MAJORITY DECISION 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 SUBJECT ALWAYS TO PAYING A DIVIDEND TO THE HOLDERS OF B ORDINARY SHARES EQUAL TO THEIR RELEVANT PERCENTAGE OF THE AVAILABLE FUNDS USED TO MAKE THE REDEMPTION. ON REDEMPTION, AN AMOUNT EQUAL TO 1.5X THE ORIGINAL SUBSCRIPTION PRICE PAID IN RESPECT OF EACH PREFERENCE SHARE OUTSTANDING CALCULATED ON AN ANNUAL BASIS FROM THE SETTLEMENT DATE FOR THE FIRST YEAR AND THEREAFTER UP TO AND INCLUDING THE LAST DAY OF THE QUARTER DURING WHICH SUCH REDEMPTION DATE FALLS CALCULATED FROM THE 9 SEPTEMBER 2016 (THE "REDEMPTION AMOUNT"). THE REDEMPTION AMOUNT SHALL BE CONVERTED INTO ORDINARY SHARES ON A REDEMPTION UNLESS A MAJORITY OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS DECIDE OTHERWISE THE PREFERENCE SHARES BECOME REDEEMABLE IN FULL IMMEDIATELY BEFORE THE SALE OF THE COMPANY, AN ASSET SALE OR A LISTING. RIGHTS ON A LIQUIDATION: SUBORDINATED TO THE HOLDERS OF B ORDINARY SHARES UP TO THE RELEVANT PERCENTAGE OF THE DISTRIBUTION VALUE AND THEREAFTER, HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO RECEIVE IN PRIORITY TO OTHER SHAREHOLDERS, AN AMOUNT EQUIVALENT TO THE ORIGINAL SUBSCRIPTION PRICE PER PREFERENCE SHARE, TOGETHER WITH A SUM EQUAL TO ANY

**ARREARS AND ACCRUALS OF THE PREFERRED DIVIDEND AND ANY REDEMPTION AMOUNT
AND OTHERWISE CARRY THE RIGHTS SET OUT IN THE ARTICLES OF ASSOCIATION.**

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	6879016
		Total aggregate nominal value:	4588020.1
		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