



*Companies House*  
— for the record —

**SH01** (ef)

**Return of Allotment of Shares**



X1D3Q7B6

*Company Name:* MUZICALL LIMITED

*Company Number:* 04964271

*Received for filing in Electronic Format on the:* 13/07/2012

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*Shares Allotted (including bonus shares)*

<i>Date or period during which shares are allotted</i>		<i>From</i> 11/06/2012	<i>To</i> 11/06/2012
<b>Class of shares</b>	ORDINARY	<i>Number allotted</i>	340618
		<i>Nominal value of each share</i>	0.01
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	3406.18

*No shares allotted other than for cash*

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>5407192</b>
		<i>Aggregate nominal value</i>	<b>54072</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.01</b>
		<i>Amount unpaid per share</i>	<b>0.19229</b>

### *Prescribed particulars*

DIVIDEND RIGHTS SUBJECT TO THE PRIOR RIGHTS OF HOLDERS OF SERIES B PREFERRED SHARES AND SERIES A PREFERRED SHARES AT THE TIME OUTSTANDING HAVING PRIOR RIGHTS AS TO DIVIDENDS, THE HOLDERS OF THE ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE, WHEN, AS AND IF DECLARED BY THE BOARD OF DIRECTORS, OUT OF ANY ASSETS OF MUZICALL LIMITED LEGALLY AVAILABLE THEREFOR, ANY DIVIDENDS AS MAY BE DECLARED FROM TIME TO TIME BY THE BOARD OF DIRECTORS. LIQUIDATION RIGHTS UPON THE LIQUIDATION, DISSOLUTION OR WINDING UP OF MUZICALL LIMITED, THE ASSETS OF THE COMPANY SHALL BE DISTRIBUTED FIRST TO HOLDERS OF SERIES B PREFERRED SHARES, NEXT TO HOLDERS OF SERIES A PREFERRED SHARES AND LASTLY TO HOLDERS OF ORDINARY SHARES WHO SHALL RECEIVE AN AMOUNT PER SHARE EQUAL TO THE ORIGINAL ISSUE PRICE PAID TO MUZICALL LIMITED FOR SUCH ORDINARY SHARES. REDEMPTION THE ORDINARY SHARES ARE NOT REDEEMABLE AT THE OPTION OF THE HOLDER THEREOF. VOTING RIGHTS THE HOLDER OF EACH ORDINARY SHARE SHALL HAVE THE RIGHT TO ONE VOTE FOR EACH SUCH SHARE ON A POLL. THE HOLDERS OF OUTSTANDING ORDINARY SHARES SHALL BE ENTITLED TO ELECT TWO (2) DIRECTORS OF MUZICALL LIMITED, ONE OF WHOM SHALL BE THE CHIEF EXECUTIVE OFFICER OF THE COMPANY.

<b>Class of shares</b>	<b>SERIES A PREFERRED</b>	<i>Number allotted</i>	<b>3200000</b>
		<i>Aggregate nominal value</i>	<b>32000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>1.25</b>
		<i>Amount unpaid</i>	<b>0</b>

*Prescribed particulars*

DIVIDEND PROVISIONS AFTER PAYMENT OF DIVIDENDS TO THE HOLDERS OF SERIES B PREFERRED SHARES, THE HOLDERS OF SERIES A PREFERRED SHARES SHALL BE ENTITLED TO RECEIVE DIVIDENDS PRIOR AND IN PREFERENCE TO ANY DECLARATION OR PAYMENT OF ANY DIVIDEND ON THE ORDINARY SHARES, PAYABLE WHEN, AS AND IF DECLARED BY THE BOARD OF DIRECTORS. LIQUIDATION PREFERENCE IN THE EVENT OF A SALE, LIQUIDATION, DISSOLUTION OR WINDING-UP OF MUZICALL LIMITED, UPON COMPLETION OF THE DISTRIBUTION TO HOLDERS OF SERIES B PREFERRED SHARES, EACH HOLDER OF SERIES A PREFERRED SHARES SHALL BE ENTITLED TO RECEIVE AN AMOUNT PER SHARE EQUAL TO THE ORIGINAL PURCHASE PRICE OF THE SERIES A PREFERRED SHARES, PLUS DECLARED BUT UNPAID DIVIDENDS ON SUCH SHARE. REDEMPTION THE SERIES A PREFERRED SHARES ARE NOT REDEEMABLE AT THE OPTION OF THE HOLDER THEREOF. CONVERSION SERIES A PREFERRED SHARES SHALL BE CONVERTIBLE, AT THE OPTION OF THE HOLDER THEREOF OR, IN SOME CIRCUMSTANCES, AUTOMATICALLY, INTO SUCH NUMBER OF FULLY PAID ORDINARY SHARES AS IS DETERMINED BY A CALCULATION IN ACCORDANCE WITH THE ORIGINAL SUBSCRIPTION PRICE FOR THE SERIES A PREFERRED SHARES. VOTING RIGHTS EACH HOLDER OF SERIES A PREFERRED SHARES SHALL HAVE THE RIGHT TO ONE VOTE FOR EACH ORDINARY SHARE INTO WHICH THE SERIES A PREFERRED SHARES COULD BE CONVERTED. WITH RESPECT TO SUCH VOTE, SUCH HOLDER SHALL HAVE FULL VOTING RIGHTS AND POWERS EQUAL TO THE VOTING RIGHTS AND POWERS OF THE HOLDERS OF ORDINARY SHARES. AS LONG AS ANY SERIES A PREFERRED SHARES ARE OUTSTANDING, THE HOLDERS OF SUCH SERIES A PREFERRED SHARES SHALL BE ENTITLED TO ELECT TWO (2) DIRECTORS OF THE COMPANY AND TO REMOVE THE SAME AND REAPPOINT OTHERS IN THEIR PLACE. PROTECTIVE PROVISIONS THE SERIES A PREFERRED SHARES HAVE ATTACHED TO THEM PROVISIONS TO PROTECT THE RIGHTS OF THE HOLDERS THEREOF.

<b>Class of shares</b>	<b>SERIES B PREFERRED</b>	<i>Number allotted</i>	<b>52769181</b>
		<i>Aggregate nominal value</i>	<b>527691.81</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>0.2589</b>
		<i>Amount unpaid</i>	<b>0</b>

*Prescribed particulars*

**DIVIDEND PROVISIONS** THE HOLDERS OF SERIES B PREFERRED SHARES SHALL BE ENTITLED TO RECEIVE DIVIDENDS PRIOR AND IN PREFERENCE TO ANY DECLARATION OR PAYMENT OF ANY DIVIDEND ON THE SERIES A PREFERRED SHARES AND THE ORDINARY SHARES, PAYABLE WHEN, AS AND IF DECLARED BY THE BOARD OF DIRECTORS. **LIQUIDATION PREFERENCE** IN THE EVENT OF A SALE, LIQUIDATION, DISSOLUTION OR WINDING-UP OF MUZICALL LIMITED, THE HOLDERS OF SERIES B PREFERRED SHARES SHALL BE ENTITLED TO RECEIVE, PRIOR AND IN PREFERENCE TO ANY DISTRIBUTION TO THE HOLDERS OF SERIES A PREFERRED SHARES AND ORDINARY SHARES BY REASON OF THEIR OWNERSHIP THEREOF, AN AMOUNT PER SHARE EQUAL TO THE ORIGINAL PURCHASE PRICE OF THE SERIES B PREFERRED SHARES, PLUS DECLARED BUT UNPAID DIVIDENDS ON SUCH SHARE. **REDEMPTION** THE SERIES B PREFERRED SHARES ARE NOT REDEEMABLE AT THE OPTION OF THE HOLDER THEREOF. **CONVERSION** SERIES B PREFERRED SHARES SHALL BE CONVERTIBLE, AT THE OPTION OF THE HOLDER THEREOF OR, IN SOME CIRCUMSTANCES, AUTOMATICALLY, INTO SUCH NUMBER OF FULLY PAID ORDINARY SHARES AS IS DETERMINED BY A CALCULATION IN ACCORDANCE WITH THE ORIGINAL SUBSCRIPTION PRICE FOR THE SERIES B PREFERRED SHARES. **VOTING RIGHTS** EACH HOLDER OF SERIES B PREFERRED SHARES SHALL HAVE THE RIGHT TO ONE VOTE FOR EACH ORDINARY SHARE INTO WHICH THE SERIES B PREFERRED SHARES COULD BE CONVERTED. WITH RESPECT TO SUCH VOTE, SUCH HOLDER SHALL HAVE FULL VOTING RIGHTS AND POWERS EQUAL TO THE VOTING RIGHTS AND POWERS OF THE ORDINARY SHARES. AS LONG AS ANY SERIES B PREFERRED SHARES ARE OUTSTANDING, THE HOLDERS OF SUCH SERIES B PREFERRED SHARES SHALL BE ENTITLED TO ELECT TWO (2) DIRECTORS OF THE COMPANY AND TO REMOVE THE SAME AND REAPPOINT OTHERS IN THEIR PLACE. **PROTECTIVE PROVISIONS** THE SERIES B PREFERRED SHARES HAVE ATTACHED TO THEM PROVISIONS TO PROTECT THE RIGHTS OF HOLDERS THEREOF.

## Statement of Capital (Totals)

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<i>Currency</i>	GBP	<i>Total number of shares</i>	61376373
		<i>Total aggregate nominal value</i>	613763.81

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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.