

**Return of Allotment of Shares**Company Name: **Earth Capital Limited**Company Number: **06907145**Received for filing in Electronic Format on the: **20/07/2020**

X99OZ40A

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>24/06/2020</b>	<b>24/06/2020</b>

<b>Class of Shares:</b>	<b>REDEEMABLE</b>	Number allotted	<b>200000</b>
	<b>PREFERENCE</b>	Nominal value of each share	<b>1</b>
<b>Currency:</b>	<b>GBP</b>	Amount paid:	<b>1</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

---

# Statement of Capital (Share Capital)

---

Class of Shares:	ORDINARY	Number allotted	10000
Currency:	GBP	Aggregate nominal value:	100

Prescribed particulars

VOTING ON A SHOW OF HANDS AND ON A POLL EVERY SHAREHOLDER HOLDING ONE OR MORE ORDINARY SHARES, WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS DULY PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY, SHALL HAVE ONE VOTE. NEITHER THE PREFERENCE SHARES NOR THE DEFERRED SHARES SHALL ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OR, TO ATTEND OR TO VOTE AT ANY GENERAL MEETING OF THE COMPANY. DIVIDEND EACH DIVIDEND DECLARED, MADE OR PAID BY THE COMPANY SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES AND THE PREFERENCE SHARES THEN IN ISSUE. THE DEFERRED SHARES SHALL NOT CARRY THE RIGHT TO RECEIVE ANY DIVIDENDS OR OTHER DISTRIBUTIONS. RETURN OF CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING ORDER OR PRIORITY: (A) FIRST, IN PAYING TO THE PREFERENCE SHAREHOLDERS IN RESPECT OF EACH PREFERENCE SHARE HELD AN AMOUNT EQUAL TO 100% OF THE NOMINAL VALUE THEREOF; (B) SECOND, IN PAYING TO THE ORDINARY SHAREHOLDERS IN RESPECT OF EACH ORDINARY SHARE OF HELD A SUM EQUAL TO 100% OF THE NOMINAL VALUE THEREOF; (C) THIRD, IN PAYING THE DEFERRED SHAREHOLDERS £1.00 IN AGGREGATE, SUCH PAYMENT TO BE DEEMED SATISFIED BY PAYMENT TO ANY ONE DEFERRED SHAREHOLDER; AND. (D) THE BALANCE OF SUCH ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONGST E ORDINARY SHAREHOLDERS PRO RATA ACCORDING TO THE PROPORTION WHICH EACH HOLDER’S HOLDING OF ORDINARY SHARES (BY NUMBER) BEARS TO THE TOTAL NUMBER OF ORDINARY SHARES THEN IN ISSUE. REDEMPTION OF PREFERENCE SHARES (A) THE COMPANY MAY AT ANY TIME BY GIVING NOTICE IN WRITING TO THE PREFERENCE SHAREHOLDERS IN ACCORDANCE WITH (B) (A “REDEMPTION NOTICE”) BELOW REDEEM IN MULTIPLES OF NOT LESS THAN 100 PREFERENCE SHARES, SUCH TOTAL NUMBER OF PREFERENCE SHARES HELD BY EACH HOLDER OF PREFERENCE SHARES AS SPECIFIED IN SUCH REDEMPTION NOTICE. IF THERE IS MORE THAN ONE PREFERENCE SHAREHOLDER, SUBJECT TO ANY HOLDER OF PREFERENCE SHARES GIVING THE COMPANY NOTICE AT ANY TIME BEFORE THE

REDEMPTION DATE (BUT AFTER SERVICE OF THE REDEMPTION NOTICE) THAT HE DOES NOT WISH ALL OR ANY OF HIS PREFERENCE SHARES TO BE REDEEMED AT THAT TIME (THE "OPT-OUT NOTICE") ANY REDEMPTION SHALL BE MADE AMONG SUCH HOLDERS PRO RATA (AS NEARLY AS POSSIBLE) IN PROPORTION TO THEIR RESPECTIVE HOLDERS OF PREFERENCE SHARES. IF ANY PREFERENCE SHAREHOLDER HAS SERVED AN OPT-OUT NOTICE IN RESPECT OF ALL OF ANY OF ITS PREFERENCE SHARES, ONLY THE PREFERENCE SHARES SPECIFIED IN THE REDEMPTION NOTICE IN RESPECT OF WHICH AN OPT-OUT NOTICE HAS NOT BEEN SERVED SHALL BE REDEEMED. (B) A REDEMPTION NOTICE SHALL SPECIFY THE NUMBER OF PREFERENCE SHARES TO BE REDEEMED AND THE DATE FIXED FOR REDEMPTION SHALL BE GIVEN NOT LESS THAN 10 BUSINESS DAYS PRIOR TO THE REDEMPTION DATE. (C) THE COMPANY SHALL BE ENTITLED TO WITHDRAW A REDEMPTION NOTICE IF IT SERVES THE PREFERENCE SHAREHOLDERS WITH WRITTEN NOTICE TO THAT EFFECT BEFORE THE REDEMPTION TAKES PLACE. (D) ON THE REDEMPTION DATE THE COMPANY SHALL PAY 100% OF THE NOMINAL VALUE OF EACH PREFERENCE SHARE REDEEMED TO THE PREFERENCE SHAREHOLDERS SO REDEEMED, SUBJECT TO THE COMPANY NOT BEING PROHIBITED BY ANY APPLICABLE LAW OR REGULATION FROM REDEEMING SOME OR ALL OF THE PREFERENCE SHARES. THE COMPANY SHALL NOT REDEEM ALL OR ANY OF THE PREFERENCE SHARES AT ANY TIME IF AFTER SUCH REDEMPTION THE COMPANY WOULD BE IN BREACH OF ITS OWN FUNDS REQUIREMENT. DEFERRED SHARES THE DEFERRED SHARES MAY BE REDEEMED BY THE COMPANY AT ANY TIME AT ITS OPTION FOR £1.00 FOR ALL THE DEFERRED SHARES REGISTERED IN THE NAME OF ANY HOLDER WITHOUT OBTAINING THE SANCTION OF THE HOLDER OR HOLDERS AND PENDING THE TRANSFER AND/OR PURCHASE, RETAIN THE CERTIFICATES (IF ANY) IN RESPECT OF THEM.

<b>Class of Shares:</b>	<b>REDEEMABLE</b>	Number allotted	<b>11795000</b>
	<b>PREFERENCE</b>	Aggregate nominal value:	<b>11795000</b>
<b>Currency:</b>	<b>GBP</b>		

Prescribed particulars

VOTING ON A SHOW OF HANDS AND ON A POLL EVERY SHAREHOLDER HOLDING ONE OR MORE ORDINARY SHARES, WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS DULY PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY, SHALL HAVE ONE VOTE. NEITHER THE PREFERENCE SHARES NOR THE DEFERRED SHARES SHALL ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OR, TO ATTEND OR TO VOTE AT ANY GENERAL MEETING OF THE

COMPANY. DIVIDENDS EACH DIVIDEND DECLARED, MADE OR PAID BY THE COMPANY SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES AND THE PREFERENCE SHARES THEN IN ISSUE. THE DEFERRED SHARES SHALL NOT CARRY THE RIGHT TO RECEIVE ANY DIVIDENDS OR OTHER DISTRIBUTIONS. RETURN OF CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING ORDER OR PRIORITY: (A) FIRST, IN PAYING TO THE PREFERENCE SHAREHOLDERS IN RESPECT OF EACH PREFERENCE SHARE HELD AN AMOUNT EQUAL TO 100% OF THE NOMINAL VALUE THEREOF; (B) SECOND, IN PAYING TO THE ORDINARY SHAREHOLDERS IN RESPECT OF EACH ORDINARY SHARE OF HELD A SUM EQUAL TO 100% OF THE NOMINAL VALUE THEREOF; (C) THIRD, IN PAYING THE DEFERRED SHAREHOLDERS £1.00 IN AGGREGATE, SUCH PAYMENT TO BE DEEMED SATISFIED BY PAYMENT TO ANY ONE DEFERRED SHAREHOLDER; AND. (D) THE BALANCE OF SUCH ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONGST E ORDINARY SHAREHOLDERS PRO RATA ACCORDING TO THE PROPORTION WHICH EACH HOLDER'S HOLDING OF ORDINARY SHARES (BY NUMBER) BEARS TO THE TOTAL NUMBER OF ORDINARY SHARES THEN IN ISSUE. REDEMPTION OF PREFERENCE SHARES (A) THE COMPANY MAY AT ANY TIME BY GIVING NOTICE IN WRITING TO THE PREFERENCE SHAREHOLDERS IN ACCORDANCE WITH (B) (A "REDEMPTION NOTICE") BELOW REDEEM IN MULTIPLES OF NOT LESS THAN 100 PREFERENCE SHARES, SUCH TOTAL NUMBER OF PREFERENCE SHARES HELD BY EACH HOLDER OF PREFERENCE SHARES AS SPECIFIED IN SUCH REDEMPTION NOTICE. IF THERE IS MORE THAN ONE PREFERENCE SHAREHOLDER, SUBJECT TO ANY HOLDER OF PREFERENCE SHARES GIVING THE COMPANY NOTICE AT ANY TIME BEFORE THE REDEMPTION DATE (BUT AFTER SERVICE OF THE REDEMPTION NOTICE) THAT HE DOES NOT WISH ALL OR ANY OF HIS PREFERENCE SHARES TO BE REDEEMED AT THAT TIME (THE "OPT-OUT NOTICE") ANY REDEMPTION SHALL BE MADE AMONG SUCH HOLDERS PRO RATA (AS NEARLY AS POSSIBLE) IN PROPORTION TO THEIR RESPECTIVE HOLDERS OF PREFERENCE SHARES. IF ANY PREFERENCE SHAREHOLDER HAS SERVED AN OPT-OUT NOTICE IN RESPECT OF ALL OF ANY OF ITS PREFERENCE SHARES, ONLY THE PREFERENCE SHARES SPECIFIED IN THE REDEMPTION NOTICE IN RESPECT OF WHICH AN OPT-OUT NOTICE HAS NOT BEEN SERVED SHALL BE REDEEMED. (B) A REDEMPTION NOTICE SHALL SPECIFY THE NUMBER OF PREFERENCE SHARES TO BE REDEEMED AND THE DATE FIXED FOR REDEMPTION SHALL BE GIVEN NOT LESS THAN 10 BUSINESS DAYS PRIOR TO THE REDEMPTION DATE. (C) THE COMPANY SHALL BE ENTITLED TO WITHDRAW A REDEMPTION NOTICE IF IT SERVES THE PREFERENCE SHAREHOLDERS

WITH WRITTEN NOTICE TO THAT EFFECT BEFORE THE REDEMPTION TAKES PLACE. (D) ON THE REDEMPTION DATE THE COMPANY SHALL PAY 100% OF THE NOMINAL VALUE OF EACH PREFERENCE SHARE REDEEMED TO THE PREFERENCE SHAREHOLDERS SO REDEEMED, SUBJECT TO THE COMPANY NOT BEING PROHIBITED BY ANY APPLICABLE LAW OR REGULATION FROM REDEEMING SOME OR ALL OF THE PREFERENCE SHARES. THE COMPANY SHALL NOT REDEEM ALL OR ANY OF THE PREFERENCE SHARES AT ANY TIME IF AFTER SUCH REDEMPTION THE COMPANY WOULD BE IN BREACH OF ITS OWN FUNDS REQUIREMENT. DEFERRED SHARES THE DEFERRED SHARES MAY BE REDEEMED BY THE COMPANY AT ANY TIME AT ITS OPTION FOR £1.00 FOR ALL THE DEFERRED SHARES REGISTERED IN THE NAME OF ANY HOLDER WITHOUT OBTAINING THE SANCTION OF THE HOLDER OR HOLDERS AND PENDING THE TRANSFER AND/OR PURCHASE, RETAIN THE CERTIFICATES (IF ANY) IN RESPECT OF THEM.

---

## Statement of Capital (Totals)

---

Currency:	<b>GBP</b>	Total number of shares:	<b>11805000</b>
		Total aggregate nominal value:	<b>11795100</b>
		Total aggregate amount unpaid:	<b>0</b>

---

### Authorisation

Authenticated

This form was authorised by one of the following:

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