

# SH01

## Return of allotment of shares

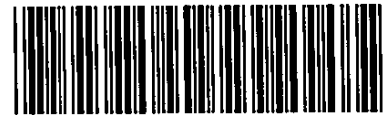


You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

☒ **What this form is for**  
You may use this form to give  
notice of shares allotted following  
incorporation

☐ **What this form is NOT for**  
You cannot use this form  
notice of shares taken by  
on formation of the comp  
for an allotment of a new  
shares by an unlimited co

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A37 \*A1EIA8SR\* 03/08/2012 #146  
COMPANIES HOUSE

### 1 Company details

Company number 0 6 9 4 7 8 5 4

Company name in full JUST-EAT GROUP HOLDINGS LIMITED

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

### 2 Allotment dates ①

From Date d2 d1 m0 m6 y2 y0 y1 y2  
To Date d2 d1 m0 m6 y2 y0 y1 y2

① **Allotment date**  
If all shares were allotted on the  
same day enter that date in the  
'from date' box. If shares were  
allotted over a period of time,  
complete both 'from date' and 'to  
date' boxes

### 3 Shares allotted

Please give details of the shares allotted, including bonus shares  
(Please use a continuation page if necessary)

② **Currency**  
If currency details are not  
completed we will assume currency  
is in pound sterling

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
B ORDINARY	GBP	31335	0 0001	0.9	0 00

If the allotted shares are fully or partly paid up otherwise than in cash, please  
state the consideration for which the shares were allotted

**Continuation page**  
Please use a continuation page if  
necessary

Details of non-cash  
consideration  
  
If a PLC, please attach  
valuation report (if  
appropriate)

## SH01

## Return of allotment of shares

## Statement of capital

**Section 4** (also **Section 5** and **Section 6**, if appropriate) should reflect the company's issued capital at the date of this return

**4 Statement of capital (Share capital in pound sterling (£))**

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete **Section 4** and then go to **Section 7**

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
B ORDINARY SHARES	0.0001	0.00	992961	£ 99.2961
ORDINARY SHARES	0.0001	0.00	8355100	£ 835.5100
SERIES A SHARES	0.0001	0.00	4973200	£ 493.7200
SERIES B SHARES	0.0001	0.00	1808526	£ 180.8526
<b>Totals</b>			18,632,658	£ 1,863.2658

**5 Statement of capital (Share capital in other currencies)**

Please complete the table below to show any class of shares held in other currencies.  
Please complete a separate table for each currency.

Currency				
Class of shares (E g Ordinary / Preference etc )	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

**6 Statement of capital (Totals)**

	Please give the total number of shares and total aggregate nominal value of issued share capital	<b>④ Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	18,632,658	
Total aggregate nominal value ④	£1,863.2658	

① Including both the nominal value and any share premium

② E.g. Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

**Continuation Pages**

Please use a Statement of Capital continuation page if necessary

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## Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5.

Class of share	B Ordinary Shares
Prescribed particulars ①	See Attached Continuation Sheet
Class of share	Ordinary Shares
Prescribed particulars ①	See Attached Continuation Sheet
Class of share	Series A Shares
Prescribed particulars ①	Standard Ordinary Shares with voting and distribution rights on per share basis.

## ① Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

## Continuation page

Please use a Statement of Capital continuation page if necessary.

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## Signature

I am signing this form on behalf of the company

Signature

Signature



X

This form may be signed by:  
Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

## ② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

## ③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

- ❶ Including both the nominal value and any share premium
- ❷ Total number of issued shares in this class.
- ❸ E.g. Number of shares issued multiplied by nominal value of each share.

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Return of allotment of shares



### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name JO BATTEN

Company name  
BIRD & BIRD

Address 15 FETTER LANE

Post town LONDON

County/Region

Postcode E C 4 A 1 J P

Country UK

DX

Telephone 020 7415 6000



### Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have shown the date(s) of allotment in section 2
- ☐ You have completed all appropriate share details in section 3
- ☐ You have completed the appropriate sections of the Statement of Capital
- ☐ You have signed the form



### Important information

Please note that all information on this form will appear on the public record.



### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland.**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1



### Further information

For further information please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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## Return of allotment of shares

### 7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Ordinary Shares
Prescribed particulars	<p>THE ORDINARY SHARES OF £0 0001 EACH IN THE CAPITAL OF THE COMPANY THE ORDINARY SHARES SHALL CONFER ON EACH ORDINARY SHAREHOLDER THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY ON A VOTE ON A SHOW OF HANDS, EACH HOLDER OF SUCH SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE AND ON A POLL EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE SERIES B SHAREHOLDERS, THE SERIES C SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND, TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEED THE B ORDINARY SHARES PARTICIPATING AMOUNT, TO THE B ORDINARY SHAREHOLDERS (PAN PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AND SHALL ACCRUE ON A DALLY BASIS ASSUMING A 365 DAY YEAR INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION (EXCEPT IN RESPECT OF THE CONVERSION OF SERIES C SHARES ), REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED A) FIRST IN PAYING TO EACH OF THE HOLDERS OF SERIES C SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SERIES C SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SERIES C SHARE EQUAL TO THE SERIES C PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM IN CIRCUMSTANCES WHERE THE SERIES C SHARES HAVE BEEN CONVERTED INTO ORDINARY SHARES ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRST IN PAYING TO THE HOLDERS OF SERIES C SHARES THAT HAVE BEEN CONVERTED INTO</p>

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### Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Ordinary Shares	
Prescribed particulars	<p>ORDINARY SHARES AN AMOUNT PER SERIES C SHARE (HELD IMMEDIATELY PRIOR TO CONVERSION) EQUAL TO THE SERIES C UPLIFT AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SUCH SERIES C SHARE EQUAL TO THE SERIES C UPLIFT AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO SUCH HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, B) SECOND IN PAYING TO EACH OF THE HOLDERS OF (I) SERIES A SHARES AN AMOUNT PER SERIES A SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT, AND (II) SERIES B SHARES AN AMOUNT PER SERIES B SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT, ON A PARI PASSU BASIS (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER (I) SERIES A SHARE EQUAL TO THE SERIES A PREFERENCE AMOUNT, AND (II) SERIES B SHARE EQUAL TO THE SERIES B PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES AND SERIES B SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, C) THIRD, IN PAYING AN AMOUNT EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES ON A PARI PASSU BASIS, PRO RATA (AS IF THE SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES HELD, PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES PRO RATA (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES HELD</p>	

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### 7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	B Ordinary Shares
Prescribed particulars	<p>THE B ORDINARY SHARES OF £0 0001 EACH IN THE CAPITAL OF THE COMPANY B ORDINARY SHAREHOLDERS SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF OR TO ATTEND, OR SPEAK, OR VOTE AT ANY GENERAL MEETINGS OF THE COMPANY (OTHER THAN AT A SEPARATE CLASS MEETING OF THE B ORDINARY SHAREHOLDERS) ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE SERIES B SHAREHOLDERS, THE SERIES C SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND, TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEED THE B ORDINARY SHARES PARTICIPATING AMOUNT, TO THE B ORDINARY SHAREHOLDERS (PAN PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AND SHALL ACCRUE ON A DALLY BASIS ASSUMING A 365 DAY YEAR INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION (EXCEPT IN RESPECT OF THE CONVERSION OF SERIES C SHARES ), REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED A) FIRST IN PAYING TO EACH OF THE HOLDERS OF SERIES C SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SERIES C SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SERIES C SHARE EQUAL TO THE SERIES C PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM IN CIRCUMSTANCES WHERE THE SERIES C SHARES HAVE BEEN CONVERTED INTO ORDINARY SHARES ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRST IN PAYING TO THE HOLDERS OF SERIES C SHARES THAT HAVE BEEN CONVERTED INTO ORDINARY SHARES AN AMOUNT PER SERIES C SHARE (HELD IMMEDIATELY PRIOR TO CONVERSION)EQUAL TO THE SERIES C UPLIFT AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SUCH SERIES C SHARE EQUAL TO THE SERIES C UPLIFT</p>



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### Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	B Ordinary Shares	
Prescribed particulars	<p>AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO SUCH HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, B) SECOND IN PAYING TO EACH OF THE HOLDERS OF (I) SERIES A SHARES AN AMOUNT PER SERIES A SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT, AND (II) SERIES B SHARES AN AMOUNT PER SERIES B SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT, ON A PARI PASSU BASIS (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER (I) SERIES A SHARE EQUAL TO THE SERIES A PREFERENCE AMOUNT, AND (II) SERIES B SHARE EQUAL TO THE SERIES B PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES AND SERIES B SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, C) THIRD, IN PAYING AN AMOUNT EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES ON A PARI PASSU BASIS, PRO RATA (AS IF THE SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES HELD, PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES PRO RATA (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES HELD</p>	

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## Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Series A Shares	
Prescribed particulars	<p>THE SERIES A PREFERRED CONVERTIBLE SHARES OF £0 0001 EACH IN THE CAPITAL OF THE COMPANY THE SERIES A SHARES SHALL CARRY THE RIGHT TO ONE VOTE PER SHARE UNLESS, AT THE RELEVANT TIME, THE ISSUED AND OUTSTANDING SERIES A SHARES ARE CONVERTIBLE INTO A GREATER NUMBER OF ORDINARY SHARES, IN WHICH CASE, EACH HOLDER OF SERIES A SHARES SHALL BE ENTITLED (IN RESPECT OF THE SERIES A SHARES HELD) TO EXERCISE SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES OF WHICH HE WOULD BE THE HOLDER ASSUMING ALL OF THE SERIES A SHARES OF WHICH HE IS THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE APPLICABLE CONVERSION RATE ON A SHOW OF HANDS, EACH HOLDER OF SUCH SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE AND ON A POLL EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM PREFERRED SHARES SHALL CONFER ON EACH HOLDER OF PREFERRED SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE SERIES B SHAREHOLDERS, THE SERIES C SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND, TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEED THE B ORDINARY SHARES PARTICIPATING AMOUNT, TO THE B ORDINARY SHAREHOLDERS (PAN PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AND SHALL ACCRUE ON A DALLY BASIS ASSUMING A 365 DAY YEAR INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION (EXCEPT IN RESPECT OF THE CONVERSION OF SERIES C SHARES ), REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED A) FIRST IN PAYING TO EACH OF THE HOLDERS OF SERIES C SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SERIES C SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER</p>	

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## 7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Series A Shares	
Prescribed particulars	<p>SERIES C SHARE EQUAL TO THE SERIES C PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM IN CIRCUMSTANCES WHERE THE SERIES C SHARES HAVE BEEN CONVERTED INTO ORDINARY SHARES ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRST IN PAYING TO THE HOLDERS OF SERIES C SHARES THAT HAVE BEEN CONVERTED INTO ORDINARY SHARES AN AMOUNT PER SERIES C SHARE (HELD IMMEDIATELY PRIOR TO CONVERSION) EQUAL TO THE SERIES C UPLIFT AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SUCH SERIES C SHARE EQUAL TO THE SERIES C UPLIFT AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO SUCH HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, B) SECOND IN PAYING TO EACH OF THE HOLDERS OF (I) SERIES A SHARES AN AMOUNT PER SERIES A SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT, AND (II) SERIES B SHARES AN AMOUNT PER SERIES B SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT, ON A PARI PASSU BASIS (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER (I) SERIES A SHARE EQUAL TO THE SERIES A PREFERENCE AMOUNT, AND (II) SERIES B SHARE EQUAL TO THE SERIES B PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES AND SERIES B SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, C) THIRD, IN PAYING AN AMOUNT EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES ON A PARI PASSU BASIS, PRO RATA (AS IF THE SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES HELD, PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, D)</p>	

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### Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Series A Shares	
Prescribed particulars	D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES PRO RATA (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES HELD	

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### 7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Series B Shares
Prescribed particulars	<p>THE SERIES B PREFERRED CONVERTIBLE SHARES OF £0 0001 EACH IN THE CAPITAL OF THE COMPANY THE SERIES B SHARES SHALL CARRY THE RIGHT TO ONE VOTE PER SHARE UNLESS, AT THE RELEVANT TIME, THE ISSUED AND OUTSTANDING SERIES B SHARES ARE CONVERTIBLE INTO A GREATER NUMBER OF ORDINARY SHARES, IN WHICH CASE, EACH HOLDER OF SERIES B SHARES SHALL BE ENTITLED (IN RESPECT OF THE SERIES B SHARES HELD) TO EXERCISE SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES OF WHICH HE WOULD BE THE HOLDER ASSUMING ALL OF THE SERIES B SHARES OF WHICH HE IS THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE APPLICABLE CONVERSION RATE ON A SHOW OF HANDS, EACH HOLDER OF SUCH SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE AND ON A POLL EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM PREFERRED SHARES SHALL CONFER ON EACH HOLDER OF PREFERRED SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE SERIES B SHAREHOLDERS, THE SERIES C SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND, TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEED THE B ORDINARY SHARES PARTICIPATING AMOUNT, TO THE B ORDINARY SHAREHOLDERS (PAN PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AND SHALL ACCRUE ON A DALLY BASIS ASSUMING A 365 DAY YEAR INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION (EXCEPT IN RESPECT OF THE CONVERSION OF SERIES C SHARES ), REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED A) FIRST IN PAYING TO EACH OF THE HOLDERS OF SERIES C SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SERIES C SHARE HELD EQUAL TO THE SERIES C PREFERENCE AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER</p>

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## Return of allotment of shares

### 7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Series B Shares
Prescribed particulars	<p>SERIES C SHARE EQUAL TO THE SERIES C PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM IN CIRCUMSTANCES WHERE THE SERIES C SHARES HAVE BEEN CONVERTED INTO ORDINARY SHARES ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRST IN PAYING TO THE HOLDERS OF SERIES C SHARES THAT HAVE BEEN CONVERTED INTO ORDINARY SHARES AN AMOUNT PER SERIES C SHARE (HELD IMMEDIATELY PRIOR TO CONVERSION) EQUAL TO THE SERIES C UPLIFT AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SUCH SERIES C SHARE EQUAL TO THE SERIES C UPLIFT AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO SUCH HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, B) SECOND IN PAYING TO EACH OF THE HOLDERS OF (I) SERIES A SHARES AN AMOUNT PER SERIES A SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT, AND (II) SERIES B SHARES AN AMOUNT PER SERIES B SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT, ON A PARI PASSU BASIS (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER (I) SERIES A SHARE EQUAL TO THE SERIES A PREFERENCE AMOUNT, AND (II) SERIES B SHARE EQUAL TO THE SERIES B PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES AND SERIES B SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, C) THIRD, IN PAYING AN AMOUNT EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES ON A PARI PASSU BASIS, PRO RATA (AS IF THE SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES HELD, PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, </p>

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Return of allotment of shares

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**Statement of capital** (Prescribed particulars of rights attached to shares)

Class of share	Series B Shares	
Prescribed particulars	D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES PRO RATA (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES HELD	

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## Return of allotment of shares

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### Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Series C Shares
Prescribed particulars	<p>THE SERIES C PREFERRED CONVERTIBLE SHARES OF £0 0001 EACH IN THE CAPITAL OF THE COMPANY THE SERIES C SHARES SHALL CARRY THE RIGHT TO ONE VOTE PER SHARE UNLESS, AT THE RELEVANT TIME, THE ISSUED AND OUTSTANDING SERIES C SHARES ARE CONVERTIBLE INTO A GREATER NUMBER OF ORDINARY SHARES, IN WHICH CASE, EACH HOLDER OF SERIES C SHARES SHALL BE ENTITLED (IN RESPECT OF THE SERIES C SHARES HELD) TO EXERCISE SUCH NUMBER OF VOTES AS IS EQUAL TO THE NUMBER OF ORDINARY SHARES OF WHICH HE WOULD BE THE HOLDER ASSUMING ALL OF THE SERIES C SHARES OF WHICH HE IS THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE APPLICABLE CONVERSION RATE WHERE SHARES CONFER A RIGHT TO VOTE, ON A SHOW OF HANDS EACH HOLDER OF SUCH SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE AND ON A POLL EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE (BUT EXCLUDING FOR SUCH PURPOSE ANY B ORDINARY SHARES AND ANY DEFERRED SHARES) HELD BY HIM PREFERRED SHARES SHALL CONFER ON EACH HOLDER OF PREFERRED SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE SERIES A SHAREHOLDERS, THE SERIES B SHAREHOLDERS, THE SERIES C SHAREHOLDERS, THE ORDINARY SHAREHOLDERS AND, TO THE EXTENT THAT THE AGGREGATE AMOUNT OF QUALIFYING PAYMENTS, BOTH PAID TO DATE AND FOR THE CURRENT FINANCIAL YEAR, EXCEED THE B ORDINARY SHARES PARTICIPATING AMOUNT, TO THE B ORDINARY SHAREHOLDERS (PAN PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES AND SHALL ACCRUE ON A DALLY BASIS ASSUMING A 365 DAY YEAR INTERIM DIVIDENDS ARE AVAILABLE IF JUSTIFIED BY THE AVAILABLE PROFITS IN RESPECT OF THE RELEVANT PERIOD ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION (EXCEPT IN RESPECT OF THE CONVERSION OF SERIES C SHARES ), REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED A) FIRST IN PAYING TO EACH OF THE HOLDERS OF SERIES C SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SERIES C SHARE HELD EQUAL TO THE SERIES C</p>



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## Return of allotment of shares

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### Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Series C Shares	
Prescribed particulars	<p>PREFERENCE AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SERIES C SHARE EQUAL TO THE SERIES C PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM IN CIRCUMSTANCES WHERE THE SERIES C SHARES HAVE BEEN CONVERTED INTO ORDINARY SHARES ON ANY DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRST IN PAYING TO THE HOLDERS OF SERIES C SHARES THAT HAVE BEEN CONVERTED INTO ORDINARY SHARES AN AMOUNT PER SERIES C SHARE (HELD IMMEDIATELY PRIOR TO CONVERSION) EQUAL TO THE SERIES C UPLIFT AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER SUCH SERIES C SHARE EQUAL TO THE SERIES C UPLIFT AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO SUCH HOLDERS OF SERIES C SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, B) SECOND IN PAYING TO EACH OF THE HOLDERS OF (I) SERIES A SHARES AN AMOUNT PER SERIES A SHARE HELD EQUAL TO THE SERIES A PREFERENCE AMOUNT, AND (II) SERIES B SHARES AN AMOUNT PER SERIES B SHARE HELD EQUAL TO THE SERIES B PREFERENCE AMOUNT, ON A PARI PASSU BASIS (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY AN AMOUNT PER (I) SERIES A SHARE EQUAL TO THE SERIES A PREFERENCE AMOUNT, AND (II) SERIES B SHARE EQUAL TO THE SERIES B PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES AND SERIES B SHARES PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, C) THIRD, IN PAYING AN AMOUNT EQUAL TO THE B ORDINARY PARTICIPATING AMOUNT TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES ON A PARI PASSU BASIS, PRO RATA (AS IF THE SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES HELD, PROVIDED THAT IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE B ORDINARY PARTICIPATING AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES A SHARES, SERIES B SHARES AND ORDINARY SHARES (AS IF</p>	

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## Return of allotment of shares

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### Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Series C Shares	
Prescribed particulars	THEY CONSTITUTED ONE AND THE SAME CLASS) PRO RATA TO THE AGGREGATE AMOUNTS OTHERWISE DUE TO THEM, D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES PRO RATA (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SERIES A SHARES, SERIES B SHARES, ORDINARY SHARES AND B ORDINARY SHARES HELD	

