

**Return of Allotment of Shares**Company Name: **REACTIVE TECHNOLOGIES LIMITED**Company Number: **07130127**Received for filing in Electronic Format on the: **23/10/2023**

XCEQ53A2

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>17/10/2023</b>	

<b>Class of Shares:</b>	<b>GROWTH</b>	Number allotted	<b>47710</b>
	<b>SHARES</b>	Nominal value of each share	<b>0.0001</b>
Currency:	<b>GBP</b>	Amount paid:	<b>0.0361</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

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# Statement of Capital (Share Capital)

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Class of Shares:	DEFERRED	Number allotted	741367
Currency:	GBP	Aggregate nominal value:	74.1367
Prescribed particulars			

DEFINED TERMS WILL HAVE THE MEANING GIVEN TO THEM IN THE COMPANY'S ARTICLES OF ASSOCIATION. VOTING: THE DEFERRED SHARES HAVE NO VOTING RIGHTS. RETURN OF CAPITAL: 1.1 ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR ON ANY OTHER RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ( EXIT PROCEEDS) WILL BE APPLIED IN THE FOLLOWING ORDER AND PRIORITY (SO FAR AS THE COMPANY IS LAWFULLY PERMITTED TO DO SO) IF SUCH EXIT PROCEEDS ARE LESS THAN THE MINIMUM RETURN: (A) THE SERIES C INVESTORS WILL BE ENTITLED TO RECEIVE ALL EXIT PROCEEDS UNTIL SUCH TIME AS THE SERIES C INVESTORS HAVE RECEIVED IN AGGREGATE AN AMOUNT OF EXIT PROCEEDS EQUAL TO THE MINIMUM RETURN (PROVIDED THAT IF THERE ARE INSUFFICIENT EXIT PROCEEDS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE MINIMUM RETURN, THE REMAINING EXIT PROCEEDS WILL BE DISTRIBUTED TO THE SERIES C INVESTORS PRO RATA TO THE AMOUNTS CREDITED AS PAID UP ON THE INVESTOR ORDINARY SHARES HELD); (B) ONCE THE SERIES C INVESTORS HAVE RECEIVED IN AGGREGATE AN AMOUNT OF EXIT PROCEEDS EQUAL TO THE MINIMUM RETURN PURSUANT TO PARA 1.1(A), THE HOLDERS OF THE DEFERRED SHARES WILL BE ENTITLED TO RECEIVE A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT WILL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES) AND THE HOLDERS OF THE GROWTH SHARES WILL BE ENTITLED TO RECEIVE A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF GROWTH SHARES (WHICH PAYMENT WILL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF GROWTH SHARES); AND (C) ANY REMAINING BALANCE WILL BE DISTRIBUTED TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD BY THEM (EXCLUDING THE INVESTOR ORDINARY SHARES WHICH WILL NOT BE ENTITLED TO ANY EXIT PROCEEDS PURSUANT TO PARA 1.1(C)). 1.2 WHERE ANY DIVIDEND OR OTHER DISTRIBUTION HAS BEEN PAID ON ANY INVESTOR ORDINARY SHARE HELD BY SERIES C INVESTOR, SUCH AMOUNT PAID BY WAY OF DIVIDEND OR OTHER DISTRIBUTION WILL BE SET OFF AGAINST ANY AMOUNT SUBSEQUENTLY PAYABLE TO THAT SERIES C INVESTOR PURSUANT TO PARA 1.1 AND SUCH SERIES C INVESTOR WILL ONLY RECEIVE THE BALANCE OF SUCH EXIT PROCEEDS IN RESPECT OF THE INVESTOR ORDINARY SHARES HELD BY THAT SERIES C INVESTOR. 1.3 EXCEPT WHERE PARA 1.1 APPLIES, THE EXIT PROCEEDS WILL BE DISTRIBUTED (SO FAR AS THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AS FOLLOWS (INCLUDING, WHERE THE EXIT PROCEEDS ARE EQUAL TO OR GREATER THAN THE MINIMUM RETURN): 1.3.1 THE EXIT PROCEEDS UP TO THE GROWTH SHARE THRESHOLD WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES, DEFERRED SHARES AND THE GROWTH SHARES

AS FOLLOWS: (I) £1 (IN AGGREGATE) TO THE HOLDERS OF THE DEFERRED SHARES, (AND PAYMENT OF £1 TO ANY ONE HOLDER OF DEFERRED SHARES WILL BE DEEMED TO SATISFY THIS ENTITLEMENT); AND (II) IN RESPECT OF THE BALANCE OF SUCH EXIT PROCEEDS UP TO THE GROWTH SHARE THRESHOLD, AS TO 99.9999% TO THE HOLDERS OF THE ORDINARY SHARES (PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD) AND AS TO 0.0001% TO THE HOLDERS OF THE GROWTH SHARES (PRO RATA TO THE NUMBER OF GROWTH SHARES HELD). 1.3.2 ORDINARY SHARES AND GROWTH SHARES: IN RESPECT OF THE EXIT PROCEEDS IN EXCESS OF THE GROWTH SHARE THRESHOLD WILL BE DISTRIBUTED PRO RATA AMONGST THE HOLDERS OF THE ORDINARY SHARES AND GROWTH SHARES (AS IF ONE CLASS). 1.4 NOTWITHSTANDING ANY OTHER PROVISION OF THE ARTICLES (INCLUDING PARA 1.4) PRIOR TO THE COMPLETION OF THE RELEVANT LIQUIDATION, THE PROPORTION OF THE EXIT PROCEEDS PAYABLE TO THE BGF INVESTORS (IN AGGREGATE) WILL NOT EXCEED 40% OF THE EXIT PROCEEDS. SAVE AS SET OUT ABOVE, THE DEFERRED SHARES WILL NOT BE ENTITLED TO ANY PARTICIPATION IN ANY DIVIDENDS OR DISTRIBUTIONS, WHETHER PURSUANT TO THE ARTICLES OR OTHERWISE. AS PERMITTED BY S.567 OF THE ACT, S.561 OF THE ACT WILL APPLY AS IF THE DEFERRED SHARES WERE NOT EQUITY SECURITIES. REDEMPTION: THE DEFERRED SHARES ARE NOT REDEEMABLE.

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>11518237</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>1151.8237</b>
Prescribed particulars			

DEFINED TERMS HAVE THE MEANING GIVEN TO THEM IN THE COMPANY'S ARTICLES OF ASSOCIATION. ORDINARY SHARES HAVE FULL VOTING RIGHTS. 1.1 ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR ON ANY OTHER RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (EXIT PROCEEDS) WILL BE APPLIED IN THE FOLLOWING ORDER AND PRIORITY (SO FAR AS THE COMPANY IS LAWFULLY PERMITTED TO DO SO) IF SUCH EXIT PROCEEDS ARE LESS THAN THE MINIMUM RETURN: (A) THE SERIES C INVESTORS WILL BE ENTITLED TO RECEIVE ALL EXIT PROCEEDS UNTIL SUCH TIME AS THEY HAVE RECEIVED IN AGGREGATE AN AMOUNT OF EXIT PROCEEDS EQUAL TO THE MINIMUM RETURN (PROVIDED THAT IF THERE ARE INSUFFICIENT EXIT PROCEEDS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE MINIMUM RETURN, THE REMAINING EXIT PROCEEDS SHALL BE DISTRIBUTED TO THE SERIES C INVESTORS PRO RATA TO THE AMOUNT CREDITED AS PAID UP ON THE INVESTOR ORDINARY SHARES HELD); (B) ONCE THE SERIES C INVESTORS HAVE RECEIVED IN AGGREGATE AN AMOUNT OF EXIT PROCEEDS EQUAL TO THE MINIMUM RETURN PURSUANT TO PARA 1.1(A), THE HOLDERS OF THE DEFERRED SHARES SHALL BE ENTITLED TO RECEIVE A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES) AND THE HOLDERS OF THE GROWTH SHARES, SHALL BE ENTITLED TO RECEIVE A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF GROWTH SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF GROWTH SHARES); AND (C) THE REMAINING BALANCE WILL BE DISTRIBUTED TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD BY THEM (EXCLUDING THE INVESTOR ORDINARY SHARES WHICH SHALL NOT BE ENTITLED TO ANY EXIT PROCEEDS PURSUANT TO ARTICLE 1.1(C)). 1.2 WHERE ANY DIVIDEND OR OTHER DISTRIBUTION HAS BEEN PAID ON ANY INVESTOR ORDINARY SHARE HELD BY SERIES C INVESTOR, SUCH AMOUNT PAID BY WAY OF DIVIDEND OR OTHER DISTRIBUTION WILL BE SET OFF AGAINST ANY AMOUNT SUBSEQUENTLY PAYABLE TO THAT SERIES C INVESTOR PURSUANT TO PARA 1.1 AND SUCH SERIES C INVESTOR WILL ONLY RECEIVE THE BALANCE OF SUCH EXIT PROCEEDS IN RESPECT OF THE INVESTOR ORDINARY SHARES HELD BY THAT SERIES C INVESTOR. 1.3 EXCEPT WHERE PARA 1.1 APPLIES, THE EXIT PROCEEDS WILL BE DISTRIBUTED (SO FAR AS THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AS FOLLOWS (INCLUDING WHERE THE EXIT PROCEEDS ARE EQUAL TO OR GREATER THAN THE MINIMUM RETURN): 1.3.1 THE EXIT PROCEEDS UP TO THE GROWTH SHARE THRESHOLD ("GST") WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES, DEFERRED SHARES AND THE GROWTH SHARES AS FOLLOWS

– (I) £1 (IN AGGREGATE) TO THE HOLDERS OF THE DEFERRED SHARES (AND PAYMENT OF £1 TO ANY ONE HOLDER OF DEFERRED SHARES SHALL BE DEEMED TO SATISFY THIS ENTITLEMENT); AND (II) IN RESPECT OF THE BALANCE AS SUCH EXIT PROCEEDS UP TO THE GST, AS TO 99.9999% TO THE HOLDERS OF THE ORDINARY SHARES (PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD) AND AS TO 0.0001% TO THE HOLDERS OF THE GROWTH SHARES (PRO RATA TO THE NUMBER OF GROWTH SHARES HELD). 1.3.2 IN RESPECT OF THE EXIT PROCEEDS IN EXCESS OF THE GST WILL BE DISTRIBUTED PRO RATA AMONGST THE HOLDERS OF THE ORDINARY SHARES AND GROWTH SHARES (AS IF ONE CLASS). 1.4 NOTWITHSTANDING ANY OTHER PROVISION OF THE ARTICLES (INCLUDING PARA 1.4 PRIOR TO THE COMPLETION OF THE RELEVANT LIQUIDATION, THE PROPORTION OF THE EXIT PROCEEDS PAYABLE TO THE BGF INVESTORS (IN AGGREGATE) WILL NOT EXCEED 40% OF THE EXIT PROCEEDS. SUBJECT TO THE TERMS OF THE SUBSCRIPTION AND SHAREHOLDERS' AGREEMENT, ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH BOARD CONSENT (DURING THE HOLDING PERIOD THE CONSENT OF THE INGENIOUS MANAGER WILL BE REQUIRED), TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF ORDINARY SHARES. THE ORDINARY SHARES ARE NOT REDEEMABLE.

<b>Class of Shares:</b>	<b>GROWTH</b>	Number allotted	<b>47710</b>
	<b>SHARES</b>	Aggregate nominal value:	<b>4.77</b>
Currency:	<b>GBP</b>		
Prescribed particulars			

DEFINED TERMS SHALL HAVE THE MEANING GIVEN TO THEM IN THE COMPANY'S ARTICLES OF ASSOCIATION. VOTING: THE GROWTH SHARES HAVE ATTACHED TO THEM NO VOTING RIGHTS. RETURN OF CAPITAL: 1.1 ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR ON ANY OTHER RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ( "EXIT PROCEEDS") SHALL BE APPLIED IN THE FOLLOWING ORDER AND PRIORITY (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) IF SUCH EXIT PROCEEDS ARE LESS THAN THE MINIMUM RETURN: (A) FIRST, THE SERIES C INVESTORS SHALL BE ENTITLED TO RECEIVE ALL EXIT PROCEEDS UNTIL SUCH TIME AS THE SERIES C INVESTORS HAVE RECEIVED IN AGGREGATE AN AMOUNT OF EXIT PROCEEDS EQUAL TO THE MINIMUM RETURN (PROVIDED THAT IF THERE ARE INSUFFICIENT EXIT PROCEEDS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE MINIMUM RETURN, THE REMAINING EXIT PROCEEDS SHALL BE DISTRIBUTED TO THE SERIES C INVESTORS PRO RATA TO THE AMOUNTS CREDITED AS PAID UP ON THE INVESTOR ORDINARY SHARES HELD); (B) SECOND, ONCE THE SERIES C INVESTORS HAVE RECEIVED IN AGGREGATE AN AMOUNT OF EXIT PROCEEDS EQUAL TO THE MINIMUM RETURN PURSUANT TO PARA 1.1(A), THE HOLDERS OF THE DEFERRED SHARES SHALL BE ENTITLED TO RECEIVE A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES) AND THE HOLDERS OF THE GROWTH SHARES SHALL BE ENTITLED TO RECEIVE A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF GROWTH SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF GROWTH SHARES); AND (C) LASTLY, ANY REMAINING BALANCE SHALL BE DISTRIBUTED TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD BY THEM (EXCLUDING THE INVESTOR ORDINARY SHARES WHICH SHALL NOT BE ENTITLED TO ANY EXIT PROCEEDS PURSUANT TO PARA 1.1(C)). 1.2 WHERE ANY DIVIDEND OR OTHER DISTRIBUTION HAS BEEN PAID ON ANY INVESTOR ORDINARY SHARE HELD BY SERIES C INVESTOR, SUCH AMOUNT PAID BY WAY OF DIVIDEND OR OTHER DISTRIBUTION SHALL BE SET OFF AGAINST ANY AMOUNT SUBSEQUENTLY PAYABLE TO THAT SERIES C INVESTOR PURSUANT TO PARA 1.1 AND SUCH SERIES C INVESTOR SHALL ONLY RECEIVE THE BALANCE (IF ANY) OF SUCH EXIT PROCEEDS IN RESPECT OF THE INVESTOR ORDINARY SHARES HELD BY THAT SERIES C INVESTOR. 1.3 EXCEPT WHERE PARA 1.1 APPLIES, THE EXIT PROCEEDS SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AS FOLLOWS (INCLUDING FOR THE AVOIDANCE OF DOUBT, WHERE THE EXIT PROCEEDS ARE EQUAL TO OR GREATER THAN THE MINIMUM RETURN): 1.3.1 THE EXIT PROCEEDS UP TO THE GROWTH SHARE THRESHOLD SHALL BE

DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES, DEFERRED SHARES AND THE GROWTH SHARES AS FOLLOWS: (I) £1 (IN AGGREGATE) TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY (AND PAYMENT OF £1 TO ANY ONE HOLDER OF DEFERRED SHARES SHALL BE DEEMED TO SATISFY THIS ENTITLEMENT); AND (II) IN RESPECT OF THE BALANCE OF SUCH EXIT PROCEEDS UP TO THE GROWTH SHARE THRESHOLD, AS TO 99.9999% TO THE HOLDERS OF THE ORDINARY SHARES (PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD) AND AS TO 0.0001% TO THE HOLDERS OF THE GROWTH SHARES (PRO RATA TO THE NUMBER OF GROWTH SHARES HELD). 1.3.2 ORDINARY SHARES AND GROWTH SHARES: IN RESPECT OF THE EXIT PROCEEDS IN EXCESS OF THE GROWTH SHARE THRESHOLD SHALL BE DISTRIBUTED PRO RATA AMONGST THE HOLDERS OF THE ORDINARY SHARES AND GROWTH SHARES (AS IF ONE CLASS). 1.4 NOTWITHSTANDING ANY OTHER PROVISION OF THE ARTICLES (INCLUDING PARA 1.4 PRIOR TO THE COMPLETION OF THE RELEVANT LIQUIDATION, THE PROPORTION OF THE EXIT PROCEEDS PAYABLE TO THE BGF INVESTORS (IN AGGREGATE) SHALL NOT EXCEED 40% OF THE EXIT PROCEEDS. SAVE AS SET OUT ABOVE, THE GROWTH SHARES SHALL NOT BE ENTITLED TO ANY PARTICIPATION IN ANY DIVIDENDS OR DISTRIBUTIONS, WHETHER PURSUANT TO THE ARTICLES OR OTHERWISE. REDEMPTION: THE GROWTH SHARES ARE NOT REDEEMABLE.



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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>12307314</b>
		Total aggregate nominal value:	<b>1230.7304</b>
		Total aggregate amount unpaid:	<b>0</b>

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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.



Companies House

**COMPANY NAME: REACTIVE TECHNOLOGIES LIMITED**

**COMPANY NUMBER: 07130127**

**A second filed SH01 was registered on 05/01/2024**