

**Return of Allotment of Shares**Company Name: **DEARMAN ENGINE COMPANY LIMITED**Company Number: **07475596**Received for filing in Electronic Format on the: **16/04/2019**

X83HBIU3

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
08/04/2019

Class of Shares:	SERIES A3	Number allotted	1590909
Currency:	GBP	Nominal value of each share	0.001
		Amount paid:	350000
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	47387268
Currency:	GBP	Aggregate nominal value:	47387.268

Prescribed particulars

A) SUBJECT TO THE PROVISIONS OF THE ACT AND WITHOUT PREJUDICE TO ANY RIGHTS ATTACHED TO ANY EXISTING SHARES, ANY SHARE MAY BE ISSUED WITH SUCH RIGHTS OR RESTRICTIONS AS THE COMPANY MAY DETERMINE BY RESOLUTION. UNLESS OTHERWISE EXCLUDED ALL SHARES HAVE THE RIGHT TO VOTE AT GENERAL MEETINGS WHETHER THE SHARES ARE FULLY PAID OR NOT. B) SUBJECT TO THE PROVISIONS OF THE ACT, THE COMPANY MAY BY RESOLUTION DECLARE DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS, BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS SUBJECT TO THE PROVISIONS OF THE ACT, THE DIRECTORS MAY PAY INTERIM DIVIDENDS IF IT APPEARS TO THEM THAT THEY ARE JUSTIFIED BY THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION. IF THE SHARE CAPITAL IS DIVIDED INTO DIFFERENT CLASSES, THE DIRECTORS MAY PAY INTERIM DIVIDENDS ON SHARES WHICH CONFER DEFERRED OR NON-PREFERRED RIGHTS WITH REGARD TO DIVIDEND AS WELL AS ON SHARES WHICH CONFER PREFERENTIAL RIGHTS WITH REGARD TO DIVIDEND, BUT NO INTERIM DIVIDEND SHALL BE PAID ON SHARES CARRYING DEFERRED OR NON-PREFERRED RIGHTS IF, AT THE TIME OF PAYMENT, ANY PREFERENTIAL DIVIDEND IS IN ARREAR. THE DIRECTORS MAY ALSO PAY AT INTERVALS SETTLED BY THEM ANY DIVIDEND PAYABLE AT A FIXED RATE IF IT APPEARS TO THEM THAT THE PROFITS AVAILABLE FOR DISTRIBUTION JUSTIFY THE PAYMENT. PROVIDED THE DIRECTORS ACT IN GOOD FAITH THEY SHALL NOT INCUR ANY LIABILITY TO THE HOLDERS OF SHARES CONFERRING PREFERRED RIGHTS FOR ANY LOSS THEY MAY SUFFER BY THE LAWFUL PAYMENT OF AN INTERIM DIVIDEND ON ANY SHARES HAVING DEFERRED OR NON-PREFERRED RIGHTS. EXCEPT AS OTHERWISE PROVIDED BY THE RIGHTS ATTACHED TO SHARES, ALL DIVIDENDS SHALL BE DECLARED AND DISTRIBUTED TO ALL SHARES BUT, IF ANY SHARE IS ISSUED ON TERMS PROVIDING THAT IT SHALL RANK FOR DIVIDEND AS FROM A PARTICULAR DATE, THAT SHARE SHALL RANK FOR DIVIDEND ACCORDINGLY. A PERSON BECOMING ENTITLED TO A SHARE IN CONSEQUENCE OF THE DEATH OR BANKRUPTCY OF A MEMBER SHALL HAVE THE RIGHTS TO WHICH HE WOULD BE ENTITLED IF HE WERE THE HOLDER OF THE SHARE, EXCEPT THAT HE SHALL NOT, BEFORE BEING REGISTERED AS THE HOLDER OF THE SHARE, BE ENTITLED IN RESPECT OF IT TO ATTEND OR VOTE AT ANY MEETING OF THE COMPANY OR AT ANY SEPARATE

MEETING OF THE HOLDERS OF ANY CLASS OF SHARES IN THE COMPANY. C) A MEETING DECLARING A DIVIDEND MAY, UPON THE RECOMMENDATION OF THE DIRECTORS, DIRECT THAT IT SHALL BE SATISFIED WHOLLY OR PARTLY BY THE DISTRIBUTION OF ASSETS AND, WHERE ANY DIFFICULTY ARISES IN REGARD TO THE DISTRIBUTION, THE DIRECTORS MAY SETTLE THE SAME AND IN PARTICULAR MAY ISSUE FRACTIONAL CERTIFICATES AND FIX THE VALUE FOR DISTRIBUTION OF ANY ASSETS AND MAY DETERMINE THAT CASH SHALL BE PAID TO ANY MEMBER UPON THE FOOTING OF THE VALUE SO FIXED IN ORDER TO ADJUST THE RIGHTS OF MEMBERS AND MAY VEST ANY ASSETS IN TRUSTEES. D) THE COMPANY MAY ISSUE SHARES WHICH ARE TO BE REDEEMED, OR ARE LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE HOLDER, AND THE DIRECTORS MAY DETERMINE THE TERMS, CONDITIONS AND MANNER OF REDEMPTION OF ANY SUCH SHARES.

Class of Shares:	A	Number allotted	5985000
	SHARES	Aggregate nominal value:	5985
Currency:	GBP		

Prescribed particulars

EXCEPT AS OTHERWISE PROVIDED IN THE ARTICLES, THE SERIES A1 SHARES AND SERIES A2 SHARES (TOGETHER THE "SERIES A SHARES"), THE A SHARES, THE B SHARES AND THE ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS BUT SHALL CONSTITUTE SEPARATE CLASSES OF SHARES. LIQUIDATION AND SHARE SALE PROVISIONS ON A DISTRIBUTION OF ASSETS ON A DEEMED LIQUIDATION (AS DEFINED IN THE COMPANY'S ARTICLES) OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "LIQUIDATION PROCEEDS") SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRSTLY IN PAYING TO EACH OF THE HOLDERS OF THE SERIES A SHARES AN AMOUNT PER SERIES A SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (CALCULATED AS PROVIDED IN THE ARTICLES). APPLICATION OF THE LIQUIDATION PROCEEDS TO THE ORDINARY, A AND B SHAREHOLDERS SHALL RANK BEHIND ANY PAYMENT MADE TO EACH HOLDER OF THE SERIES A SHARES. VOTES IN GENERAL MEETINGS THE SERIES A SHARES SHALL CONFER ON EACH HOLDER OF SERIES A SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. CONVERSION ANY HOLDER OF SERIES A SHARES SHALL BE ENTITLED, BY NOTICE IN

WRITING TO THE COMPANY, TO REQUIRE CONVERSION INTO ORDINARY SHARES OF ALL OF THE FULLY PAID SERIES A SHARES HELD BY THEM AT ANY TIME AND THOSE SERIES A SHARES SHALL CONVERT AUTOMATICALLY ON THE DATE OF SUCH NOTICE, PROVIDED THAT THE HOLDER MAY IN SUCH NOTICE, STATE THAT CONVERSION OF ITS SERIES A SHARES INTO ORDINARY SHARES IS CONDITIONAL UPON THE OCCURRENCE OF ONE OR MORE EVENTS (AS PROVIDED IN FOR THE ARTICLES). ANTI-DILUTION IF NEW SHARES ARE ISSUED BY THE COMPANY AT A PRICE PER NEW SHARE WHICH EQUATES TO LESS THAN THE "STARTING PRICE" (£0.36 OR OTHERWISE AS ADJUSTED IN ACCORDANCE WITH THE ARTICLES) (WHICH IN THE EVENT THAT THE NEW SHARES ARE NOT ISSUED FOR CASH SHALL BE A PRICE CERTIFIED BY THE AUDITORS ACTING AS EXPERTS AND NOT AS ARBITRATORS AS BEING IN THEIR OPINION THE CURRENT CASH VALUE OF THE NEW CONSIDERATION FOR THE ALLOTMENT OF THE NEW SHARES) THEN THE COMPANY SHALL UNLESS THE "INVESTOR MAJORITY" (THE HOLDERS OF AT LEAST 50% OF THE SERIES A1 SHARES FROM TIME TO TIME) SHALL HAVE SPECIFICALLY WAIVED THE RIGHTS OF ALL OF THE HOLDERS OF SERIES A SHARES, ISSUE TO EACH HOLDER OF SERIES A SHARES A NUMBER OF NEW SERIES A1 SHARES (IN THE CASE OF EACH HOLDER OF SERIES A1 SHARES) OR SERIES A2 SHARES (IN THE CASE OF EACH HOLDER OF SERIES A2 SHARES) DETERMINED BY APPLYING THE FORMULA AS SET OUT IN THE COMPANY'S ARTICLES. VARIATION OF RIGHTS WHENEVER THE SHARE CAPITAL OF THE COMPANY IS DIVIDED INTO DIFFERENT CLASSES OF SHARES, THE SPECIAL RIGHTS ATTACHED TO ANY SUCH CLASS MAY ONLY BE VARIED OR ABROGATED (EITHER WHILST THE COMPANY IS A GOING CONCERN OR DURING OR IN CONTEMPLATION OF A WINDING-UP) WITH THE CONSENT IN WRITING OF THE HOLDERS OF MORE THAN 55 PER CENT. IN NOMINAL VALUE OF THE ISSUED SHARES OF THAT CLASS SAVE THAT THE SPECIAL RIGHTS ATTACHING TO THE SERIES A1 SHARES MAY ONLY BE VARIED OR ABROGATED WITH CONSENT OF THE INVESTOR MAJORITY. GENERAL MEETINGS THE PROVISIONS OF SECTION 318 OF THE COMPANIES ACT 2006 (THE "ACT") SHALL APPLY TO THE COMPANY, SAVE THAT IF A QUORUM IS NOT PRESENT AT ANY MEETING ADJOURNED FOR THE REASON REFERRED TO IN ARTICLE 41 OF THE MODEL ARTICLES, THEN, PROVIDED THAT THE QUALIFYING PERSON (AS DEFINED IN THE ACT) PRESENT HOLDS OR REPRESENTS THE HOLDER OF AT LEAST 50 PER CENT IN NOMINAL VALUE OF THE SERIES A SHARES (EXCLUDING TREASURY SHARES), ANY RESOLUTION AGREED TO BY SUCH QUALIFYING PERSON SHALL BE AS VALID AND EFFECTUAL AS IF IT HAD BEEN PASSED UNANIMOUSLY AT A GENERAL MEETING OF THE COMPANY DULY CONVENED AND HELD.

Class of Shares:	B	Number allotted	1745360
	SHARES	Aggregate nominal value:	1745.36
Currency:	GBP		

Prescribed particulars

EXCEPT AS OTHERWISE PROVIDED IN THE ARTICLES, THE SERIES A1 SHARES AND SERIES A2 SHARES (TOGETHER THE "SERIES A SHARES"), THE A SHARES, THE B SHARES AND THE ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS BUT SHALL CONSTITUTE SEPARATE CLASSES OF SHARES. LIQUIDATION AND SHARE SALE PROVISIONS ON A DISTRIBUTION OF ASSETS ON A DEEMED LIQUIDATION (AS DEFINED IN THE COMPANY'S ARTICLES) OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "LIQUIDATION PROCEEDS") SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRSTLY IN PAYING TO EACH OF THE HOLDERS OF THE SERIES A SHARES AN AMOUNT PER SERIES A SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (CALCULATED AS PROVIDED IN THE ARTICLES). APPLICATION OF THE LIQUIDATION PROCEEDS TO THE ORDINARY, A AND B SHAREHOLDERS SHALL RANK BEHIND ANY PAYMENT MADE TO EACH HOLDER OF THE SERIES A SHARES. VOTES IN GENERAL MEETINGS THE SERIES A SHARES SHALL CONFER ON EACH HOLDER OF SERIES A SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. CONVERSION ANY HOLDER OF SERIES A SHARES SHALL BE ENTITLED, BY NOTICE IN WRITING TO THE COMPANY, TO REQUIRE CONVERSION INTO ORDINARY SHARES OF ALL OF THE FULLY PAID SERIES A SHARES HELD BY THEM AT ANY TIME AND THOSE SERIES A SHARES SHALL CONVERT AUTOMATICALLY ON THE DATE OF SUCH NOTICE, PROVIDED THAT THE HOLDER MAY IN SUCH NOTICE, STATE THAT CONVERSION OF ITS SERIES A SHARES INTO ORDINARY SHARES IS CONDITIONAL UPON THE OCCURRENCE OF ONE OR MORE EVENTS (AS PROVIDED IN FOR THE ARTICLES). ANTI-DILUTION IF NEW SHARES ARE ISSUED BY THE COMPANY AT A PRICE PER NEW SHARE WHICH EQUATES TO LESS THAN THE "STARTING PRICE" (£0.36 OR OTHERWISE AS ADJUSTED IN ACCORDANCE WITH THE ARTICLES) (WHICH IN THE EVENT THAT THE NEW SHARES ARE NOT ISSUED FOR CASH SHALL BE A PRICE CERTIFIED BY THE AUDITORS ACTING AS EXPERTS AND NOT AS ARBITRATORS AS BEING IN THEIR OPINION THE CURRENT CASH VALUE OF THE NEW CONSIDERATION FOR THE ALLOTMENT OF THE NEW SHARES) THEN THE COMPANY SHALL UNLESS THE "INVESTOR MAJORITY" (THE HOLDERS OF AT LEAST 50% OF THE SERIES A1 SHARES FROM TIME TO TIME) SHALL HAVE SPECIFICALLY WAIVED THE RIGHTS OF

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Class of Shares:	SERIES	Number allotted	51034483
	A1	Aggregate nominal value:	51034.483
	SHARES		

Currency: GBP

Prescribed particulars

EXCEPT AS OTHERWISE PROVIDED IN THE ARTICLES, THE SERIES A1 SHARES, SERIES A2 SHARES AND SERIES A3 SHARES (TOGETHER THE "SERIES A SHARES"), THE A SHARES, THE B SHARES AND THE ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS BUT SHALL CONSTITUTE SEPARATE CLASSES OF SHARES. LIQUIDATION AND SHARE SALE PROVISIONS ON A DISTRIBUTION OF ASSETS ON A DEEMED LIQUIDATION (AS DEFINED IN THE COMPANY'S ARTICLES) OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "LIQUIDATION PROCEEDS") SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY

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Class of Shares:	SERIES	Number allotted	4452954
	A2	Aggregate nominal value:	4452.954
	SHARES		

Currency: GBP

Prescribed particulars

EXCEPT AS OTHERWISE PROVIDED IN THE ARTICLES, THE SERIES A1 SHARES, SERIES A2 SHARES AND SERIES A3 SHARES (TOGETHER THE “SERIES A SHARES”), THE A SHARES, THE B SHARES AND THE ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS BUT SHALL CONSTITUTE SEPARATE CLASSES OF SHARES. LIQUIDATION AND SHARE SALE PROVISIONS ON A DISTRIBUTION OF ASSETS ON A DEEMED LIQUIDATION (AS DEFINED IN THE COMPANY’S ARTICLES) OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE “LIQUIDATION PROCEEDS”) SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) FIRSTLY IN PAYING TO EACH OF THE HOLDERS OF THE SERIES A SHARES AN AMOUNT PER SERIES A SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (CALCULATED AS PROVIDED IN THE ARTICLES). APPLICATION OF THE LIQUIDATION PROCEEDS TO THE ORDINARY, A AND B SHAREHOLDERS SHALL RANK BEHIND ANY PAYMENT MADE TO EACH HOLDER OF THE SERIES A SHARES. VOTES IN GENERAL MEETINGS THE SERIES A SHARES SHALL CONFER ON EACH HOLDER OF SERIES A SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. CONVERSION ANY HOLDER OF SERIES A SHARES SHALL BE ENTITLED, BY NOTICE IN WRITING TO THE COMPANY, TO REQUIRE CONVERSION INTO ORDINARY SHARES OF ALL OF THE FULLY PAID SERIES A SHARES HELD BY THEM AT ANY TIME AND THOSE SERIES A SHARES SHALL CONVERT AUTOMATICALLY ON THE

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Class of Shares:	SERIES	Number allotted	1590909
	A3	Aggregate nominal value:	1590.909
	SHARES		
Currency:	GBP		

Prescribed particulars

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A1 SHARES FROM TIME TO TIME) SHALL HAVE SPECIFICALLY WAIVED THE RIGHTS OF ALL OF THE HOLDERS OF SERIES A SHARES, ISSUE TO EACH HOLDER OF SERIES A SHARES A NUMBER OF NEW SERIES A1 SHARES (IN THE CASE OF EACH HOLDER OF SERIES A1 SHARES) OR SERIES A2 SHARES (IN THE CASE OF EACH HOLDER OF SERIES A2 SHARES) OR SERIES A3 SHARES (IN THE CASE OF EACH HOLDER OF SERIES A3 SHARES) DETERMINED BY APPLYING THE FORMULA AS SET OUT IN THE COMPANY'S ARTICLES. VARIATION OF RIGHTS WHENEVER THE SHARE CAPITAL OF THE COMPANY IS DIVIDED INTO DIFFERENT CLASSES OF SHARES, THE SPECIAL RIGHTS ATTACHED TO ANY SUCH CLASS MAY ONLY BE VARIED OR ABROGATED (EITHER WHILST THE COMPANY IS A GOING CONCERN OR DURING OR IN CONTEMPLATION OF A WINDING-UP) WITH THE CONSENT IN WRITING OF THE HOLDERS OF MORE THAN 55 PER CENT. IN NOMINAL VALUE OF THE ISSUED SHARES OF THAT CLASS SAVE THAT THE SPECIAL RIGHTS ATTACHING TO THE SERIES A1 SHARES MAY ONLY BE VARIED OR ABROGATED WITH CONSENT OF THE INVESTOR MAJORITY. GENERAL MEETINGS THE PROVISIONS OF SECTION 318 OF THE COMPANIES ACT 2006 (THE "ACT") SHALL APPLY TO THE COMPANY, SAVE THAT IF A QUORUM IS NOT PRESENT AT ANY MEETING ADJOURNED FOR THE REASON REFERRED TO IN ARTICLE 41 OF THE MODEL ARTICLES, THEN, PROVIDED THAT THE QUALIFYING PERSON (AS DEFINED IN THE ACT) PRESENT HOLDS OR REPRESENTS THE HOLDER OF AT LEAST 50 PER CENT IN NOMINAL VALUE OF THE SERIES A SHARES (EXCLUDING TREASURY SHARES), ANY RESOLUTION AGREED TO BY SUCH QUALIFYING PERSON SHALL BE AS VALID AND EFFECTUAL AS IF IT HAD BEEN PASSED UNANIMOUSLY AT A GENERAL MEETING OF THE COMPANY DULY CONVENED AND HELD.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	112195974
		Total aggregate nominal value:	112195.974
		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.