

**Return of Allotment of Shares**Company Name: **Nutmeg Saving and Investment Limited**Company Number: **07503666**Received for filing in Electronic Format on the: **13/02/2019**

X7Z75395

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	28/01/2019	28/01/2019

Class of Shares: ORDINARY**Currency: GBP**Number allotted **3125**Nominal value of each share **0.001**Amount paid: **0.38**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	B	Number allotted	2637250
	PREFERRED	Aggregate nominal value:	2637.25
	ORDINARY		

Currency: **GBP**

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS. NO DIVIDEND SHALL BE PAID WITHOUT INVESTOR CONSENT. SUBJECT TO INVESTOR CONSENT, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD BY EACH OF THEM. ON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE TAKES PLACE AS FOLLOWS: (1) TO THE AGGREGATE PREFERRED ORDINARY SHAREHOLDERS AN AMOUNT EQUAL TO THE GREATER OF (A) THE SUBSCRIPTION AMOUNT PAID FOR THE SHARES PLUS ANY ARREAR OR ACCRUALS OF DIVIDEND DUE OR DECLARED ON SUCH SHARES BUT UNPAID; OR (B) THE AMOUNT THEY WOULD HAVE RECEIVED FOR THE AGGREGATE PREFERRED ORDINARY SHARES HAD THEY BEEN CONVERTED TO ORDINARY SHARES AND THE EXIT PROCEEDS HAD BEEN DISTRIBUTED AMONGST THE SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY; AND (2) THEREAFTER THE BALANCE OF THE EXIT PROCEEDS (IF ANY) SHALL BE DISTRIBUTED TO EACH OF THE ORDINARY SHAREHOLDERS AND NON-VOTING ORDINARY SHAREHOLDERS PRO-RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY.

Class of Shares:	C	Number allotted	2378641
	PREFERRED	Aggregate nominal value:	2378.641
	ORDINARY		

Currency: **GBP**

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS. NO DIVIDEND SHALL BE PAID WITHOUT INVESTOR CONSENT. SUBJECT TO INVESTOR CONSENT, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF

ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD BY EACH OF THEM. ON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE TAKES PLACE AS FOLLOWS: (1) TO THE AGGREGATE PREFERRED ORDINARY SHAREHOLDERS AN AMOUNT EQUAL TO THE GREATER OF (A) THE SUBSCRIPTION AMOUNT PAID FOR THE SHARES PLUS ANY ARREAR OR ACCRUALS OF DIVIDEND DUE OR DECLARED ON SUCH SHARES BUT UNPAID; OR (B) THE AMOUNT THEY WOULD HAVE RECEIVED FOR THE AGGREGATE PREFERRED ORDINARY SHARES HAD THEY BEEN CONVERTED TO ORDINARY SHARES AND THE EXIT PROCEEDS HAD BEEN DISTRIBUTED AMONGST THE SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY; AND (2) THEREAFTER THE BALANCE OF THE EXIT PROCEEDS (IF ANY) SHALL BE DISTRIBUTED TO EACH OF THE ORDINARY SHAREHOLDERS AND NON-VOTING ORDINARY SHAREHOLDERS PRO-RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY.

Class of Shares:	D	Number allotted	4102967
	PREFERRED	Aggregate nominal value:	4102.967
	ORDINARY		

Currency: **GBP**

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS. NO DIVIDEND SHALL BE PAID WITHOUT INVESTOR CONSENT. SUBJECT TO INVESTOR CONSENT, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD BY EACH OF THEM. ON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE TAKES PLACE AS FOLLOWS: (1) TO THE AGGREGATE PREFERRED ORDINARY SHAREHOLDERS AN AMOUNT EQUAL TO THE GREATER OF (A) THE SUBSCRIPTION AMOUNT PAID FOR THE SHARES PLUS ANY ARREAR OR ACCRUALS OF DIVIDEND DUE OR DECLARED ON SUCH SHARES BUT UNPAID; OR (B) THE AMOUNT THEY WOULD HAVE RECEIVED FOR THE AGGREGATE PREFERRED ORDINARY SHARES HAD THEY BEEN CONVERTED TO ORDINARY SHARES AND THE EXIT PROCEEDS HAD BEEN DISTRIBUTED AMONGST THE SHAREHOLDERS PRO RATA TO

THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY; AND (2) THEREAFTER THE BALANCE OF THE EXIT PROCEEDS (IF ANY) SHALL BE DISTRIBUTED TO EACH OF THE ORDINARY SHAREHOLDERS AND NON-VOTING ORDINARY SHAREHOLDERS PRO-RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY.

Class of Shares:	NON-	Number allotted	279011
	VOTING	Aggregate nominal value:	279.011
	ORDINARY		

Currency: **GBP**

Prescribed particulars

THE NON-VOTING ORDINARY SHARES HAVE A RIGHT TO ATTEND AND SPEAK BUT NOT TO VOTE AT GENERAL MEETINGS NOR VOTE ON A WRITTEN RESOLUTION. NO DIVIDEND SHALL BE PAID ON ANY SHARE WITHOUT INVESTOR CONSENT. SUBJECT TO INVESTOR CONSENT, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD BY EACH OF THEM. ON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE TAKES PLACE AS FOLLOWS: (1) TO THE AGGREGATE PREFERRED ORDINARY SHAREHOLDERS AN AMOUNT EQUAL TO THE GREATER OF (A) THE SUBSCRIPTION AMOUNT PAID FOR THE SHARES PLUS ANY ARREAR OR ACCRUALS OF DIVIDEND DUE OR DECLARED ON SUCH SHARES BUT UNPAID; OR (B) THE AMOUNT THEY WOULD HAVE RECEIVED FOR THE AGGREGATE PREFERRED ORDINARY SHARES HAD THEY BEEN CONVERTED TO ORDINARY SHARES AND THE EXIT PROCEEDS HAD BEEN DISTRIBUTED AMONGST THE SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY; AND (2) THEREAFTER THE BALANCE OF THE EXIT PROCEEDS (IF ANY) SHALL BE DISTRIBUTED TO EACH OF THE ORDINARY SHAREHOLDERS AND NON-VOTING ORDINARY SHAREHOLDERS PRO-RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY.

Class of Shares:	ORDINARY	Number allotted	2019618
Currency:	GBP	Aggregate nominal value:	2019.618

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS. NO DIVIDEND SHALL BE PAID WITHOUT INVESTOR CONSENT. SUBJECT TO INVESTOR CONSENT, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD BY EACH OF THEM. ON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE TAKES PLACE AS FOLLOWS: (1) TO THE AGGREGATE PREFERRED ORDINARY SHAREHOLDERS AN AMOUNT EQUAL TO THE GREATER OF (A) THE SUBSCRIPTION AMOUNT PAID FOR THE SHARES PLUS ANY ARREAR OR ACCRUALS OF DIVIDEND DUE OR DECLARED ON SUCH SHARES BUT UNPAID; OR (B) THE AMOUNT THEY WOULD HAVE RECEIVED FOR THE AGGREGATE PREFERRED ORDINARY SHARES HAD THEY BEEN CONVERTED TO ORDINARY SHARES AND THE EXIT PROCEEDS HAD BEEN DISTRIBUTED AMONGST THE SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY; AND (2) THEREAFTER THE BALANCE OF THE EXIT PROCEEDS (IF ANY) SHALL BE DISTRIBUTED TO EACH OF THE ORDINARY SHAREHOLDERS AND NON-VOTING ORDINARY SHAREHOLDERS PRO-RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY.

Class of Shares:	PREFERRED	Number allotted	1486826
	ORDINARY	Aggregate nominal value:	1486.826
Currency:	GBP		

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS. NO DIVIDEND SHALL BE PAID WITHOUT INVESTOR CONSENT. SUBJECT TO INVESTOR CONSENT, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES HELD BY EACH OF THEM. ON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE TAKES PLACE AS FOLLOWS: (1) TO THE AGGREGATE PREFERRED ORDINARY SHAREHOLDERS AN AMOUNT EQUAL TO THE GREATER OF (A) THE SUBSCRIPTION AMOUNT PAID FOR THE SHARES PLUS ANY ARREAR OR ACCRUALS OF DIVIDEND DUE OR DECLARED ON SUCH SHARES BUT UNPAID; OR (B) THE AMOUNT THEY WOULD HAVE RECEIVED FOR THE AGGREGATE PREFERRED

ORDINARY SHARES HAD THEY BEEN CONVERTED TO ORDINARY SHARES AND THE EXIT PROCEEDS HAD BEEN DISTRIBUTED AMONGST THE SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY; AND (2) THEREAFTER THE BALANCE OF THE EXIT PROCEEDS (IF ANY) SHALL BE DISTRIBUTED TO EACH OF THE ORDINARY SHAREHOLDERS AND NON-VOTING ORDINARY SHAREHOLDERS PRO-RATA TO THE NUMBER OF SHARES HELD BY THEM RESPECTIVELY.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	12904313
		Total aggregate nominal value:	12904.313
		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.