

**Return of Allotment of Shares**Company Name: **BYHIRAS GROUP LIMITED**Company Number: **07767724**Received for filing in Electronic Format on the: **26/03/2020**

X91O869F

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	03/02/2020	13/02/2020

Class of Shares: ORDINARY**Currency: GBP****Number allotted 3852112****Nominal value of each share 0.1****Amount paid: 0.71****Amount unpaid: 0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	40008
	ORDINARY	Aggregate nominal value:	4000.8

Currency: **GBP**

Prescribed particulars

VOTING THE HOLDERS OF A ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND ANY GENERAL MEETINGS OF THE COMPANY AND SHALL NOT HAVE THE RIGHT TO SPEAK OR VOTE AT SUCH GENERAL MEETINGS IN RESPECT OF THEIR HOLDINGS OF A ORDINARY SHARES. DIVIDENDS: AMOUNTS WHICH THE COMPANY MAY RESOLVE TO DISTRIBUTE IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPORTIONED AMONGST THE HOLDERS OF THE FOUNDER SHARES, ORDINARY SHARES, A ORDINARY SHARES, A PREFERENCE SHARES AND B PREFERENCE SHARES PRO RATA TO THE NUMBER OF SUCH SHARES HELD. CAPITAL: ON A CAPITAL REDUCTION OR RETURN OF CAPITAL, THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL, SUBJECT TO THE RIGHT OF THE DEFERRED SHAREHOLDERS TO RECEIVE A TOTAL OF 1P FOR ALL DEFERRED SHARES IN ISSUE, BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: PRIOR TO THE PREFERENCE LAPSE DATE: FIRST IN PAYING TO THE B PREFERENCE SHAREHOLDERS, £0.96368 PER SHARE HELD (THE "PREFERENCE AMOUNT"); SECOND, IN PAYING TO THE A PREFERENCE SHAREHOLDERS THE PREFERENCE AMOUNT; THIRD, IN PAYING TO THE ORDINARY SHAREHOLDERS, A ORDINARY SHAREHOLDERS AND FOUNDER SHAREHOLDERS THE PREFERENCE AMOUNT; THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE FOUNDER SHARES, A ORDINARY SHARES AND INVESTOR SHARES PRO RATA TO THE NUMBER OF SHARES HELD. ON OR AFTER THE PREFERENCE LAPSE DATE, THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE FOUNDER SHARES, A ORDINARY SHARES AND INVESTOR SHARES PRO RATA TO THE NUMBER OF SHARES HELD. REDEMPTION THE A ORDINARY SHARES ARE NON-REDEEMABLE.

Class of Shares:	DEFERRED	Number allotted	1
Currency:	GBP	Aggregate nominal value:	0.1

Prescribed particulars

VOTING ALL VOTES SHALL BE TAKEN ON A POLL AND NOT ON A SHOW OF HANDS. SUBJECT TO EXCEPTION 1 (BELOW), THE HOLDERS OF DEFERRED SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND ANY GENERAL MEETINGS OF THE COMPANY AND SHALL NOT HAVE THE RIGHT TO SPEAK OR VOTE AT SUCH GENERAL MEETINGS IN RESPECT OF THEIR HOLDINGS OF DEFERRED SHARES. SUBJECT TO EXCEPTION 2 (BELOW), ON A WRITTEN RESOLUTION THE HOLDERS OF DEFERRED SHARES SHALL NOT HAVE ANY VOTES. EXCEPTION 1: THE HOLDERS OF DEFERRED SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND SPEAK AT ANY GENERAL MEETING OF THE COMPANY AT WHICH ANY RESOLUTION IS TO BE PROPOSED WHICH AMENDS OR REMOVES THE PROVISIONS OF ARTICLE 93 (RESTRICTED ACTIVITIES) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY. ON ANY SUCH RESOLUTION THE HOLDERS OF DEFERRED SHARES SHALL BE ENTITLED TO VOTE AND ANY VOTE CAST AGAINST SUCH RESOLUTION BY THE HOLDERS OF DEFERRED SHARES SHALL CARRY 75 PER CENT OF THE VOTES CAST AGAINST SUCH RESOLUTION. EXCEPTION 2: ON A WRITTEN RESOLUTION WHICH PROPOSES TO AMEND OR REMOVE THE PROVISIONS OF ARTICLE 93 (RESTRICTED ACTIVITIES) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY, THE HOLDERS, IF ANY, OF DEFERRED SHARES (AS AT THE TIME ON WHICH THE FIRST COPY OF THE RESOLUTION IS SENT OR SUBMITTED TO SUCH SHAREHOLDER IN ACCORDANCE WITH CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006) SHALL BE ENTITLED TO VOTE AND ANY VOTE CAST AGAINST SUCH RESOLUTION BY THE HOLDERS OF DEFERRED SHARES SHALL CARRY 75 PER CENT OF THE VOTES CAST AGAINST SUCH RESOLUTION. DIVIDENDS THE DEFERRED SHARES SHALL NOT CONFER ON THE HOLDERS THEREOF ANY RIGHT OF PARTICIPATION IN THE INCOME OF THE COMPANY, INCLUDING DIVIDENDS. CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE, THE HOLDERS OF DEFERRED SHARES SHALL HAVE THE RIGHT TO RECEIVE A TOTAL OF 1P FOR ALL DEFERRED SHARES IN ISSUE. THE HOLDERS OF DEFERRED SHARES SHALL NOT HAVE ANY RIGHT TO PARTICIPATE IN ANY FURTHER DISTRIBUTION OF SURPLUS ASSETS ON A RETURN OF CAPITAL. REDEMPTION THE DEFERRED SHARES ARE NON-REDEEMABLE.

Class of Shares:	ORDINARY	Number allotted	46555244
Currency:	GBP	Aggregate nominal value:	4655524.4

Prescribed particulars

VOTING: ALL VOTES SHALL BE TAKEN ON A POLL AND EVERY ORDINARY SHAREHOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A

CORPORATION) IS PRESENT BY A REPRESENTATIVE OR BY PROXY, SHALL HAVE A NUMBER OF VOTES EQUAL TO THE LOWER OF (I) FOUR PER CENT; AND (II) THE PERCENTAGE OF ORDINARY SHARES HELD BY SUCH ORDINARY SHAREHOLDER OF THE TOTAL NUMBER OF FOUNDER SHARES, ORDINARY SHARES, A PREFERENCE SHARES AND B PREFERENCE SHARES IN ISSUE AT THE RELEVANT TIME (SUCH NUMBER BEING THEIR "INVESTOR VOTING ENTITLEMENT"). ON A WRITTEN RESOLUTION, EVERY ORDINARY SHAREHOLDER SHALL HAVE A NUMBER OF VOTES EQUAL TO THEIR INVESTOR VOTING ENTITLEMENT. EXCEPTION 1: ON ANY RESOLUTION PURSUANT TO S.168 OF THE COMPANIES ACT 2006 OR ARTICLE 24.2 FOR THE REMOVAL OF ANY DIRECTOR APPOINTED BY A HOLDER OF FOUNDER SHARES (A "FOUNDER DIRECTOR") PURSUANT TO ARTICLE 22, THE FOUNDER SHARES HELD BY THE PERSON OR PERSONS WHO APPOINTED SUCH FOUNDER DIRECTOR SHALL CONFER UPON THE HOLDER(S) OF THOSE SHARES THE RIGHT TO AN AGGREGATE NUMBER OF VOTES WHICH IS ONE VOTE GREATER THAN THE NUMBER OF VOTES CAPABLE OF BEING CAST ON SUCH RESOLUTION BY ALL OTHER MEMBERS OF THE COMPANY. EXCEPTION 2: ON ANY RESOLUTION PURSUANT TO S.168 OF THE COMPANIES ACT 2006 OR ARTICLE 24.2 FOR THE REMOVAL OF ANY DIRECTOR HOLDING OFFICE PURSUANT TO ARTICLE 23, THE ORDINARY SHARES HELD BY CAGERA SHALL CONFER UPON CAGERA THE RIGHT TO AN AGGREGATE NUMBER OF VOTES WHICH IS ONE VOTE GREATER THAN THE NUMBER OF VOTES CAPABLE OF BEING CAST ON SUCH RESOLUTION BY ALL OTHER MEMBERS OF THE COMPANY. EXCEPTION 3: ON ANY RESOLUTION WHICH AMENDS OR REMOVES ARTICLE 93, THE HOLDERS OF DEFERRED SHARES (THE "DEFERRED SHAREHOLDERS") SHALL BE ENTITLED TO VOTE AND ANY VOTE CAST AGAINST SUCH RESOLUTION BY THE DEFERRED SHAREHOLDERS SHALL CARRY 75 PER CENT OF THE VOTES CAST AGAINST SUCH RESOLUTION. EXCEPTION 4: ON A WRITTEN RESOLUTION TO AMEND OR REMOVE ARTICLE 93, THE DEFERRED SHAREHOLDERS SHALL BE ENTITLED TO VOTE AND ANY VOTE CAST AGAINST SUCH RESOLUTION BY THE DEFERRED SHAREHOLDERS SHALL CARRY 75 PER CENT OF THE VOTES CAST AGAINST SUCH RESOLUTION. DIVIDENDS: AMOUNTS WHICH THE COMPANY MAY RESOLVE TO DISTRIBUTE IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPORTIONED AMONGST THE HOLDERS OF THE FOUNDER SHARES, ORDINARY SHARES, A ORDINARY SHARES, A PREFERENCE SHARES AND B PREFERENCE SHARES PRO RATA TO THE NUMBER OF SUCH SHARES HELD. CAPITAL: ON A CAPITAL REDUCTION OR RETURN OF CAPITAL, THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL, SUBJECT TO THE RIGHT OF THE DEFERRED SHAREHOLDERS TO RECEIVE A TOTAL OF 1P FOR ALL DEFERRED SHARES IN ISSUE, BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: PRIOR TO THE PREFERENCE LAPSE DATE: FIRST

IN PAYING TO THE B PREFERENCE SHAREHOLDERS, £0.96368 PER SHARE HELD (THE “PREFERENCE AMOUNT”); SECOND, IN PAYING TO THE A PREFERENCE SHAREHOLDERS THE PREFERENCE AMOUNT; THIRD, IN PAYING TO THE ORDINARY SHAREHOLDERS, A ORDINARY SHAREHOLDERS AND FOUNDER SHAREHOLDERS THE PREFERENCE AMOUNT; THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE FOUNDER SHARES, A ORDINARY SHARES AND INVESTOR SHARES PRO RATA TO THE NUMBER OF SHARES HELD. ON OR AFTER THE PREFERENCE LAPSE DATE, THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE FOUNDER SHARES, A ORDINARY SHARES AND INVESTOR SHARES PRO RATA TO THE NUMBER OF SHARES HELD. REDEMPTION: THE ORDINARY SHARES ARE NON-REDEEMABLE.

Class of Shares:	A	Number allotted	4342109
	PREFERENCE	Aggregate nominal value:	434210.9

Currency: **GBP**

Prescribed particulars

VOTING: ALL VOTES SHALL BE TAKEN ON A POLL AND EVERY A PREFERENCE SHAREHOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE OR BY PROXY, SHALL HAVE A NUMBER OF VOTES EQUAL TO THE LOWER OF (I) FOUR PER CENT; AND (II) THE PERCENTAGE OF A PREFERENCE SHARES HELD BY SUCH A PREFERENCE SHAREHOLDER OF THE TOTAL NUMBER OF FOUNDER SHARES, ORDINARY SHARES, A PREFERENCE SHARES AND B PREFERENCE SHARES IN ISSUE AT THE RELEVANT TIME (SUCH NUMBER BEING THEIR “INVESTOR VOTING ENTITLEMENT”). ON A WRITTEN RESOLUTION, EVERY A PREFERENCE SHAREHOLDER SHALL HAVE A NUMBER OF VOTES EQUAL TO THEIR INVESTOR VOTING ENTITLEMENT. EXCEPTION 1: ON ANY RESOLUTION PURSUANT TO S.168 OF THE COMPANIES ACT 2006 OR ARTICLE 24.2 FOR THE REMOVAL OF ANY DIRECTOR APPOINTED BY A HOLDER OF FOUNDER SHARES (A “FOUNDER DIRECTOR”) PURSUANT TO ARTICLE 22, THE FOUNDER SHARES HELD BY THE PERSON OR PERSONS WHO APPOINTED SUCH FOUNDER DIRECTOR SHALL CONFER UPON THE HOLDER(S) OF THOSE SHARES THE RIGHT TO AN AGGREGATE NUMBER OF VOTES WHICH IS ONE VOTE GREATER THAN THE NUMBER OF VOTES CAPABLE OF BEING CAST ON SUCH RESOLUTION BY ALL OTHER MEMBERS OF THE COMPANY. EXCEPTION 2: ON ANY RESOLUTION PURSUANT TO S.168 OF THE COMPANIES ACT 2006 OR ARTICLE 24.2 FOR THE REMOVAL OF ANY DIRECTOR HOLDING OFFICE PURSUANT TO ARTICLE 23, THE

ORDINARY SHARES HELD BY CAGERA SHALL CONFER UPON CAGERA THE RIGHT TO AN AGGREGATE NUMBER OF VOTES WHICH IS ONE VOTE GREATER THAN THE NUMBER OF VOTES CAPABLE OF BEING CAST ON SUCH RESOLUTION BY ALL OTHER MEMBERS OF THE COMPANY. EXCEPTION 3: ON ANY RESOLUTION WHICH AMENDS OR REMOVES ARTICLE 93, THE HOLDERS OF DEFERRED SHARES (THE "DEFERRED SHAREHOLDERS") SHALL BE ENTITLED TO VOTE AND ANY VOTE CAST AGAINST SUCH RESOLUTION BY THE DEFERRED SHAREHOLDERS SHALL CARRY 75 PER CENT OF THE VOTES CAST AGAINST SUCH RESOLUTION. EXCEPTION 4: ON A WRITTEN RESOLUTION TO AMEND OR REMOVE ARTICLE 93, THE DEFERRED SHAREHOLDERS SHALL BE ENTITLED TO VOTE AND ANY VOTE CAST AGAINST SUCH RESOLUTION BY THE DEFERRED SHAREHOLDERS SHALL CARRY 75 PER CENT OF THE VOTES CAST AGAINST SUCH RESOLUTION. DIVIDENDS: AMOUNTS WHICH THE COMPANY MAY RESOLVE TO DISTRIBUTE IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPORTIONED AMONGST THE HOLDERS OF THE FOUNDER SHARES, ORDINARY SHARES, A ORDINARY SHARES, A PREFERENCE SHARES AND B PREFERENCE SHARES PRO RATA TO THE NUMBER OF SUCH SHARES HELD. CAPITAL: ON A CAPITAL REDUCTION OR RETURN OF CAPITAL, THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL, SUBJECT TO THE RIGHT OF THE DEFERRED SHAREHOLDERS TO RECEIVE A TOTAL OF 1P FOR ALL DEFERRED SHARES IN ISSUE, BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: PRIOR TO THE PREFERENCE LAPSE DATE: FIRST IN PAYING TO THE B PREFERENCE SHAREHOLDERS, £0.96368 PER SHARE HELD (THE "PREFERENCE AMOUNT"); SECOND, IN PAYING TO THE A PREFERENCE SHAREHOLDERS THE PREFERENCE AMOUNT; THIRD, IN PAYING TO THE ORDINARY SHAREHOLDERS, A ORDINARY SHAREHOLDERS AND FOUNDER SHAREHOLDERS THE PREFERENCE AMOUNT; THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE FOUNDER SHARES, A ORDINARY SHARES AND INVESTOR SHARES PRO RATA TO THE NUMBER OF SHARES HELD. ON OR AFTER THE PREFERENCE LAPSE DATE, THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE FOUNDER SHARES, A ORDINARY SHARES AND INVESTOR SHARES PRO RATA TO THE NUMBER OF SHARES HELD. REDEMPTION: THE A PREFERENCE SHARES ARE NON-REDEEMABLE.

Class of Shares:	FOUNDER	Number allotted	1
Currency:	GBP	Aggregate nominal value:	0.1
Prescribed particulars			

VOTING: ALL VOTES SHALL BE TAKEN ON A POLL AND EVERY SHAREHOLDER HOLDING ONE OR MORE FOUNDER SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE OR BY PROXY, SHALL HAVE A NUMBER OF VOTES EQUAL TO ITS PROPORTION (BASED ON THE NUMBER OF FOUNDER SHARES HELD) OF A NUMBER EQUAL TO 100 MINUS THE AGGREGATE INVESTOR VOTING ENTITLEMENTS (SUCH NUMBER BEING THE “FOUNDER VOTING ENTITLEMENT”). ON A WRITTEN RESOLUTION EVERY SHAREHOLDER HOLDING ONE OR MORE FOUNDER SHARES SHALL HAVE A NUMBER OF VOTES EQUAL TO THEIR PROPORTION (BASED ON THE NUMBER OF FOUNDER SHARES HELD) OF THE FOUNDER VOTING ENTITLEMENT. EXCEPTION 1: ON ANY RESOLUTION PURSUANT TO S.168 OF THE COMPANIES ACT 2006 OR ARTICLE 24.2 FOR THE REMOVAL OF ANY DIRECTOR APPOINTED BY A HOLDER OF FOUNDER SHARES (A “FOUNDER DIRECTOR”) PURSUANT TO ARTICLE 22, THE FOUNDER SHARES HELD BY THE PERSON OR PERSONS WHO APPOINTED SUCH FOUNDER DIRECTOR SHALL CONFER UPON THE HOLDER(S) OF THOSE SHARES THE RIGHT TO AN AGGREGATE NUMBER OF VOTES WHICH IS ONE VOTE GREATER THAN THE NUMBER OF VOTES CAPABLE OF BEING CAST ON SUCH RESOLUTION BY ALL OTHER MEMBERS OF THE COMPANY. EXCEPTION 2: ON ANY RESOLUTION PURSUANT TO S.168 OF THE COMPANIES ACT 2006 OR ARTICLE 24.2 FOR THE REMOVAL OF ANY DIRECTOR HOLDING OFFICE PURSUANT TO ARTICLE 23, THE ORDINARY SHARES HELD BY CAGERA SHALL CONFER UPON CAGERA THE RIGHT TO AN AGGREGATE NUMBER OF VOTES WHICH IS ONE VOTE GREATER THAN THE NUMBER OF VOTES CAPABLE OF BEING CAST ON SUCH RESOLUTION BY ALL OTHER MEMBERS OF THE COMPANY. EXCEPTION 3: ON ANY RESOLUTION WHICH AMENDS OR REMOVES ARTICLE 93, THE HOLDERS OF DEFERRED SHARES (THE “DEFERRED SHAREHOLDERS”) SHALL BE ENTITLED TO VOTE AND ANY VOTE CAST AGAINST SUCH RESOLUTION BY THE DEFERRED SHAREHOLDERS SHALL CARRY 75 PER CENT OF THE VOTES CAST AGAINST SUCH RESOLUTION. EXCEPTION 4: ON A WRITTEN RESOLUTION TO AMEND OR REMOVE ARTICLE 93, THE DEFERRED SHAREHOLDERS SHALL BE ENTITLED TO VOTE AND ANY VOTE CAST AGAINST SUCH RESOLUTION BY THE DEFERRED SHAREHOLDERS SHALL CARRY 75 PER CENT OF THE VOTES CAST AGAINST SUCH RESOLUTION. DIVIDENDS: AMOUNTS WHICH THE COMPANY MAY RESOLVE TO DISTRIBUTE IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPORTIONED AMONGST THE HOLDERS OF THE FOUNDER SHARES, ORDINARY SHARES, A ORDINARY SHARES, A PREFERENCE SHARES AND B PREFERENCE SHARES PRO RATA TO THE NUMBER OF SUCH SHARES HELD. CAPITAL: ON A CAPITAL REDUCTION OR RETURN OF CAPITAL, THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL, SUBJECT TO THE RIGHT OF THE DEFERRED SHAREHOLDERS

TO RECEIVE A TOTAL OF 1P FOR ALL DEFERRED SHARES IN ISSUE, BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: PRIOR TO THE PREFERENCE LAPSE DATE: FIRST IN PAYING TO THE B PREFERENCE SHAREHOLDERS, £0.96368 PER SHARE HELD (THE "PREFERENCE AMOUNT"); SECOND, IN PAYING TO THE A PREFERENCE SHAREHOLDERS THE PREFERENCE AMOUNT; THIRD, IN PAYING TO THE ORDINARY SHAREHOLDERS, A ORDINARY SHAREHOLDERS AND FOUNDER SHAREHOLDERS THE PREFERENCE AMOUNT; THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE FOUNDER SHARES, A ORDINARY SHARES AND INVESTOR SHARES PRO RATA TO THE NUMBER OF SHARES HELD. ON OR AFTER THE PREFERENCE LAPSE DATE, THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE FOUNDER SHARES, A ORDINARY SHARES AND INVESTOR SHARES PRO RATA TO THE NUMBER OF SHARES HELD. REDEMPTION: THE FOUNDER SHARES ARE NON-REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	50937363
		Total aggregate nominal value:	5093736.3
		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.