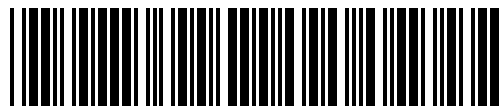


**Return of Allotment of Shares**Company Name: **TERRAFEND LTD**Company Number: **07962674**Received for filing in Electronic Format on the: **16/02/2024**

XCX0RE21

**Shares Allotted (including bonus shares)**Date or period during which  
shares are allottedFrom  
**18/01/2024**To  
**30/01/2024****Class of Shares: ORDINARY**Currency: **GBP**Number allotted **31329**Nominal value of each share **0.0001**Amount paid: **0.1197**Amount unpaid: **0**

No shares allotted other than for cash

**Class of Shares: ORDINARY**Currency: **GBP**Number allotted **12532**Nominal value of each share **0.0001**Amount paid: **0.1197**Amount unpaid: **0**

No shares allotted other than for cash

**Class of Shares: ORDINARY**Currency: **GBP**Number allotted **20886**Nominal value of each share **0.0001**Amount paid: **0.1197**Amount unpaid: **0**

No shares allotted other than for cash

**Class of Shares: ORDINARY**Currency: **GBP**Number allotted **62657**Nominal value of each share **0.0001**

Amount paid: 0.1197

Amount unpaid: 0

No shares allotted other than for cash

**Class of Shares: ORDINARY**

Currency: **GBP**

Number allotted 8355

Nominal value of each share 0.0001

Amount paid: 0.1197

Amount unpaid: 0

No shares allotted other than for cash

**Class of Shares: ORDINARY**

Currency: **GBP**

Number allotted 10443

Nominal value of each share 0.0001

Amount paid: 0.119699

Amount unpaid: 0

No shares allotted other than for cash

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# Statement of Capital (Share Capital)

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Class of Shares:	ORDINARY	Number allotted	30944191
Currency:	GBP	Aggregate nominal value:	3094.4191
Prescribed particulars			

ON A SHOW OF HANDS, EVERY SHAREHOLDER HOLDING ONE OR MORE ORDINARY SHARES, PREFERRED SHARES OR A SHARES PRESENT IN PERSON OR BY PROXY OR BY A DULY APPOINTED REPRESENTATIVE (AS APPROPRIATE) SHALL BE ENTITLED TO ONE VOTE, AND ON A POLL, SUBJECT TO ARTICLES 6.2 AND 6.3, EVERY SUCH SHAREHOLDER SHALL HAVE ONE VOTE FOR EACH ORDINARY SHARE, PREFERRED SHARE OR A SHARE HELD. ASPREMONT AS THE HOLDER OF THE CALL OPTIONS GRANTED TO IT BY THE COMPANY SHALL (UNLESS THE SERVICES AGREEMENT HAS BEEN TERMINATED BY EITHER PARTY) FOR THE PURPOSES OF THIS ARTICLE 6 (INCLUDING FOR THE AVOIDANCE OF DOUBT IN CONNECTION WITH SHAREHOLDER MAJORITY CONSENT) BE ENTITLED TO VOTING RIGHTS AS IF IT HELD 3,333,333 ORDINARY SHARES IN THE COMPANY UNTIL SUCH TIME AS THE CALL OPTION HAS BEEN EXERCISED. IN THE EVENT ASPREMONT TERMINATES THE SERVICES AGREEMENT BEFORE THE FIFTH ANNIVERSARY OF THE CALL OPTION, THEREAFTER IT WILL BE ENTITLED TO VOTE ON THE BASIS OF ITS VESTED OPTIONS AS IF THE OPTIONS HAD BEEN EXERCISED. ON A DISTRIBUTION OF ASSETS WHETHER BY LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: 5.1.1 FIRST, IN PAYING TO EACH HOLDER OF SHARES IN RESPECT OF EACH ORDINARY SHARE, PREFERRED SHARE AND A SHARE (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) PAID UP AS TO ITS NOMINAL VALUE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE NOMINAL VALUE THEREOF (ROUNDED UP TO THE NEXT WHOLE PENCE IN RESPECT OF THE TOTAL NUMBER OF SHARES OF EACH SUCH HOLDER); 5.1.2 SECOND, IN PAYING TO EACH HOLDER OF SHARES IN RESPECT OF EACH PREFERRED SHARE PAID UP AS TO ITS NOMINAL VALUE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE ISSUE PRICE (PREFERRED ISSUE PRICE) LESS THE NOMINAL VALUE THEREOF (ROUNDED TO THE NEXT WHOLE PENCE IN RESPECT OF THE TOTAL NUMBER OF SHARES OF EACH SUCH HOLDER); 5.1.3 THIRD, IN PAYING TO EACH HOLDER OF SHARES IN RESPECT OF EACH ORDINARY SHARE AND A SHARE (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) PAID UP AS TO ITS NOMINAL VALUE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE PARTICIPATION VALUE LESS THE NOMINAL VALUE THEREOF (ROUNDED UP TO THE NEXT WHOLE PENCE IN RESPECT OF THE TOTAL NUMBER OF SHARES OF EACH SUCH HOLDER); 5.1.4 FOURTH, IN PAYING TO EACH HOLDER OF SHARES IN RESPECT OF EACH ORDINARY SHARE PAID UP AS TO ITS NOMINAL VALUE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE PREFERRED ISSUE PRICE LESS THE PARTICIPATION VALUE AND LESS THE NOMINAL VALUE OF EACH SUCH ORDINARY SHARE (ROUNDED TO THE NEXT WHOLE PENCE IN RESPECT OF THE TOTAL

NUMBER OF SHARES OF EACH SUCH HOLDER); AND 5.1.5 THE BALANCE OF SUCH ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES AND THE PREFERRED SHARES PRO RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES AND PREFERRED SHARES, PAID UP AS TO THEIR NOMINAL VALUE, HELD BY EACH SUCH HOLDER AT THE TIME OF THE DISTRIBUTION. 5.2 FOR THE AVOIDANCE OF DOUBT THE A SHARES SHALL NOT CONFER ANY RIGHT TO PARTICIPATE ON A DISTRIBUTION OF ASSETS OTHER THAN AS SET OUT IN ARTICLE 5.1.1 AND 5.1.3 ABOVE OR IN EXCESS OF THE PARTICIPATION VALUE.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>30944191</b>
		Total aggregate nominal value:	<b>3094.4191</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.