

# SH01

## Return of allotment of shares

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☒ **What this form is for**  
You may use this form to give  
notice of shares allotted following  
incorporation.

☐ **What this form is for**  
You cannot use this  
notice of shares taken  
on formation of the  
company for an allotment of a  
share by an unlimited  
company.

WEDNESDAY



\*L6BHZ1T4\*  
LD6 26/07/2017 #46  
COMPANIES HOUSE

1

### Company details

Company number 0 8 0 7 0 5 2 5  
Company name in full Improbable Worlds Limited

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals.  
All fields are mandatory unless  
specified or indicated by \*

2

### Allotment dates

From Date 2 0 0 7 2 0 1 7  
To Date

① **Allotment date**  
If all shares were allotted on the  
same day enter that date in the  
'from date' box. If shares were  
allotted over a period of time,  
complete both 'from date' and 'to  
date' boxes.

3

### Shares allotted

Please give details of the shares allotted, including bonus shares.  
(Please use a continuation page if necessary.)

② **Currency**  
If currency details are not  
completed we will assume currency  
is in pound sterling.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	B1 Preference	11,590,597	£0.0001	£26.9346	£0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please  
state the consideration for which the shares were allotted.

**Continuation page**  
Please use a continuation page if  
necessary.

Details of non-cash  
consideration.  
If a PLC, please attach  
valuation report (if  
appropriate)

# SH01

## Return of allotment of shares

4

### Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
<b>Currency table A</b>				
GBP	(See continuation page)			
Totals				
<b>Currency table B</b>				
Totals				
<b>Currency table C</b>				
Totals				
		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)		£29,392,362	£2,939.2362	£0.00

① Please list total aggregate values in different currencies separately.  
For example: £100 + €100 + \$10 etc.

Complete the table below to show the issued share capital. Complete a separate table for each currency.

[illegible]

**SH01**

## Return of allotment of shares

**5****Statement of capital (prescribed particulars of rights attached to shares)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4.

Class of share

See continuation pages

Prescribed particulars  
**1**

Class of share

Prescribed particulars  
**1**

Class of share

Prescribed particulars  
**1****1 Prescribed particulars of rights attached to shares**

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

**6****Signature**

I am signing this form on behalf of the company.

Signature

Signature

**X**  **X**

This form may be signed by:

Director **2**, Secretary, Person authorised **3**, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.**2** **Societas Europaea**  
If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.**3** **Person authorised**  
Under either section 270 or 274 of the Companies Act 2006.

**SH01 - continuation page**  
Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary	
Prescribed particulars	<p>All terms used herein are defined in the articles of association of the Company adopted on 27 April 2017.</p> <p><u>Income</u></p> <p>Such amounts so distributed shall be applied in the following order of priority:</p> <p>(a) first, in paying to each B1 Preference Shareholder in respect of each B1 Preference Share held by such B1 Preference Shareholder an amount equal to the product of (i) the Starting Price of such B1 Preference Share multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant financial year that such B1 Preference Share was in issue and divided by (iv) the total number of days in the relevant financial year, provided that if the amounts distributed in the relevant financial year are insufficient to pay such amounts to the B1 Preference Shareholders in full, the amounts to be distributed shall be apportioned between the B1 Preference Shareholders pro rata to the amounts they would have received had the amounts distributed in the relevant financial year been sufficient to pay such amounts in full;</p> <p>(b) second, after the amounts required to be paid to the B1 Preference Shareholders have been paid in full, in paying to each A Preference Shareholder in respect of each A Preference Share held by such A Preference Shareholder an amount equal to the product of (i) the Starting Price of such A Preference Share multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant financial year that such A Preference Share was in issue and divided by (iv) the total number of days in the relevant financial year, provided that if the amounts distributed in the relevant financial year are insufficient to pay such amounts to the A Preference Shareholders in full, the amounts to be distributed shall be apportioned between the A Preference Shareholders pro rata to the amounts they would have received had the amounts distributed in the relevant financial year been sufficient to pay such amounts in full; and</p> <p>(c) third, after the amounts required to be paid to the A Preference Shareholders have been paid in full, in distributing amongst the Ordinary Shareholders (as if the Ordinary Shares constituted one class) the balance (if any) in proportion to</p>	

## SH01 - continuation page

### Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary (continued)	
Prescribed particulars	<p>the numbers of Ordinary Shares held by them respectively.</p> <p><u>Capital</u></p> <p>On a return of capital on liquidation, winding-up or otherwise (including any redemption or purchase of shares by the Company), the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>(a) first, to the B1 Preference Shareholders until such time as the B1 Shareholders have received (whether as result of single or multiple returns of capital) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each B1 Preference Share held, provided that if the amounts required to be applied are insufficient to satisfy such amounts to the B1 Preference Shareholders in full in respect of any return of capital, the amounts to be applied shall be apportioned between the B1 Preference Shareholders pro rata to the amounts they would have received had the amounts payable to the B1 Preference Shareholders been satisfied in full;</p> <p>(b) second, after the amounts required to be paid to the B1 Preference Shareholders have been satisfied in full (whether as result of single or multiple returns of capital) to the A Preference Shareholders until such time as the A Preference Shareholders have received (whether as result of single or multiple returns of capital) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each A Preference Share held, provided that if the amounts required to be applied are insufficient to satisfy such amounts to the A Preference Shareholders in full in respect of any return of capital, the amounts to be applied shall be apportioned between the A Preference Shareholders pro rata to the amounts they would have received had the amounts payable to the A Preference Shareholders have been satisfied in full; and</p> <p>(c) third, after the amounts required to be paid to the A Preference Shareholders have been satisfied in full (whether as result of single or multiple returns of capital) in distributing amongst the Ordinary Shareholders (as if the Ordinary Shareholders constituted one class) the balance (if</p>	

# SH01 - continuation page

## Return of allotment of shares

5

### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A Ordinary (continued)	
Prescribed particulars	<p>any) in proportion to the numbers of such shares held by them respectively.</p> <p><b><u>Voting</u></b></p> <p>(a) On a show of hands, every A Ordinary Shareholder, A Preference Shareholder and B1 Preference Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote;</p> <p>(b) on a written resolution or on a poll:</p> <p>(i) the A Ordinary Shareholders shall have, between them, 75 per cent of the total votes allocated to all shares, apportioned between the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares; and</p> <p>(ii) the A Preference Shareholders and B1 Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between A Preference Shareholders and B1 Preference Shareholders pro rata to their respective holdings of A Preference Shares and B1 Preference Shares.</p> <p><b><u>Redemption</u></b></p> <p>The A Ordinary Shares are non-redeemable.</p>	

## SH01 - continuation page

### Return of allotment of shares

5

#### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B Ordinary
Prescribed particulars	<p>All terms used herein are defined in the articles of association of the Company adopted on 27 April 2017.</p> <p><u>Income</u></p> <p>Such amounts so distributed shall be applied in the following order of priority:</p> <p>(a) first, in paying to each B1 Preference Shareholder in respect of each B1 Preference Share held by such B1 Preference Shareholder an amount equal to the product of (i) the Starting Price of such B1 Preference Share multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant financial year that such B1 Preference Share was in issue and divided by (iv) the total number of days in the relevant financial year, provided that if the amounts distributed in the relevant financial year are insufficient to pay such amounts to the B1 Preference Shareholders in full, the amounts to be distributed shall be apportioned between the B1 Preference Shareholders pro rata to the amounts they would have received had the amounts distributed in the relevant financial year been sufficient to pay such amounts in full;</p> <p>(b) second, after the amounts required to be paid to the B1 Preference Shareholders have been paid in full, in paying to each A Preference Shareholder in respect of each A Preference Share held by such A Preference Shareholder an amount equal to the product of (i) the Starting Price of such A Preference Share multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant financial year that such A Preference Share was in issue and divided by (iv) the total number of days in the relevant financial year, provided that if the amounts distributed in the relevant financial year are insufficient to pay such amounts to the A Preference Shareholders in full, the amounts to be distributed shall be apportioned between the A Preference Shareholders pro rata to the amounts they would have received had the amounts distributed in the relevant financial year been sufficient to pay such amounts in full; and</p> <p>(c) third, after the amounts required to be paid to the A Preference Shareholders have been paid in full, in distributing amongst the Ordinary Shareholders (as if the Ordinary Shares constituted</p>



**SH01 - continuation page**  
Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Ordinary (continued)	
Prescribed particulars	<p>one class) the balance (if any) in proportion to the numbers of Ordinary Shares held by them respectively.</p> <p><u>Capital</u></p> <p>On a return of capital on liquidation, winding-up or otherwise (including any redemption or purchase of shares by the Company), the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>(a) first, to the B1 Preference Shareholders until such time as the B1 Shareholders have received (whether as result of single or multiple returns of capital) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each B1 Preference Share held, provided that if the amounts required to be applied are insufficient to satisfy such amounts to the B1 Preference Shareholders in full in respect of any return of capital, the amounts to be applied shall be apportioned between the B1 Preference Shareholders pro rata to the amounts they would have received had the amounts payable to the B1 Preference Shareholders been satisfied in full;</p> <p>(b) second, after the amounts required to be paid to the B1 Preference Shareholders have been satisfied in full (whether as result of single or multiple returns of capital) to the A Preference Shareholders until such time as the A Preference Shareholders have received (whether as result of single or multiple returns of capital) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each A Preference Share held, provided that if the amounts required to be applied are insufficient to satisfy such amounts to the A Preference Shareholders in full in respect of any return of capital, the amounts to be applied shall be apportioned between the A Preference Shareholders pro rata to the amounts they would have received had the amounts payable to the A Preference Shareholders have been satisfied in full; and</p> <p>(c) third, after the amounts required to be paid to the A Preference Shareholders have been satisfied in full (whether as result of single or multiple returns of capital) in distributing amongst the</p>	

**SH01 - continuation page**  
Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Ordinary (continued)	
Prescribed particulars	<p>Ordinary Shareholders (as if the Ordinary Shares constituted one class) the balance (if any) in proportion to the numbers of such shares held by them respectively.</p> <p><u>Voting</u></p> <p>The B Ordinary Shares are non-voting.</p> <p><u>Redemption</u></p> <p>The B Ordinary Shares are non-redeemable.</p>	

**SH01 - continuation page**  
Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A1 Preference	
Prescribed particulars	<p>All terms used herein are defined in the articles of association of the Company adopted on 27 April 2017.</p> <p><u>Income</u></p> <p>Such amounts so distributed shall be applied in the following order of priority:</p> <p>(a) first, in paying to each B1 Preference Shareholder in respect of each B1 Preference Share held by such B1 Preference Shareholder an amount equal to the product of (i) the Starting Price of such B1 Preference Share multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant financial year that such B1 Preference Share was in issue and divided by (iv) the total number of days in the relevant financial year, provided that if the amounts distributed in the relevant financial year are insufficient to pay such amounts to the B1 Preference Shareholders in full, the amounts to be distributed shall be apportioned between the B1 Preference Shareholders pro rata to the amounts they would have received had the amounts distributed in the relevant financial year been sufficient to pay such amounts in full;</p> <p>(b) second, after the amounts required to be paid to the B1 Preference Shareholders have been paid in full, in paying to each A Preference Shareholder in respect of each A Preference Share held by such A Preference Shareholder an amount equal to the product of (i) the Starting Price of such A Preference Share multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant financial year that such A Preference Share was in issue and divided by (iv) the total number of days in the relevant financial year, provided that if the amounts distributed in the relevant financial year are insufficient to pay such amounts to the A Preference Shareholders in full, the amounts to be distributed shall be apportioned between the A Preference Shareholders pro rata to the amounts they would have received had the amounts distributed in the relevant financial year been sufficient to pay such amounts in full; and</p> <p>(c) third, after the amounts required to be paid to the A Preference Shareholders have been paid in full, in distributing amongst the Ordinary</p>	

**SH01 - continuation page**  
**Return of allotment of shares**

5	<b>Statement of capital (prescribed particulars of rights attached to shares)</b>	
Class of share	A1 Preference (continued)	
Prescribed particulars	<p>Shareholders (as if Ordinary Shares constituted one class) the balance (if any) in proportion to the numbers of Ordinary Shares held by them respectively.</p> <p><u>Capital</u></p> <p>On a return of capital on liquidation, winding-up or otherwise (including any redemption or purchase of shares by the Company), the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>(a) first, to the B1 Preference Shareholders until such time as the B1 Shareholders have received (whether as result of single or multiple returns of capital) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each B1 Preference Share held, provided that if the amounts required to be applied are insufficient to satisfy such amounts to the B1 Preference Shareholders in full in respect of any return of capital, the amounts to be applied shall be apportioned between the B1 Preference Shareholders pro rata to the amounts they would have received had the amounts payable to the B1 Preference Shareholders been satisfied in full;</p> <p>(b) second, after the amounts required to be paid to the B1 Preference Shareholders have been satisfied in full (whether as result of single or multiple returns of capital) to the A Preference Shareholders until such time as the A Preference Shareholders have received (whether as result of single or multiple returns of capital) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each A Preference Share held, provided that if the amounts required to be applied are insufficient to satisfy such amounts to the A Preference Shareholders in full in respect of any return of capital, the amounts to be applied shall be apportioned between the A Preference Shareholders pro rata to the amounts they would have received had the amounts payable to the A Preference Shareholders have been satisfied in full; and</p> <p>(c) third, after the amounts required to be paid to the A Preference Shareholders have been satisfied</p>	

# SH01 - continuation page

Return of allotment of shares

5

## Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A1 Preference (continued)
Prescribed particulars	<p>in full (whether as result of single or multiple returns of capital) in distributing amongst the Ordinary Shareholders (as if the Ordinary Shares constituted one class) the balance (if any) in proportion to the numbers of such shares held by them respectively.</p> <p><b><u>Voting</u></b></p> <p>(a) On a show of hands, every A Ordinary Shareholder, A Preference Shareholder and B1 Preference Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote;</p> <p>(b) on a written resolution or on a poll:</p> <p>(i) the A Ordinary Shareholders shall have, between them, 75 per cent of the total votes allocated to all shares, apportioned between the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares; and</p> <p>(ii) the A Preference Shareholders and B1 Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between A Preference Shareholders and B1 Preference Shareholders pro rata to their respective holdings of A Preference Shares and B1 Preference Shares.</p> <p><b><u>Redemption</u></b></p> <p>The A1 Preference Shares are non-redeemable.</p>

# SH01 - continuation page

## Return of allotment of shares

5

### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A2 Preference
Prescribed particulars	<p>All terms used herein are defined in the articles of association of the Company adopted on 27 April 2017.</p> <p><u>Income</u></p> <p>Such amounts so distributed shall be applied in the following order of priority:</p> <p>(a) first, in paying to each B1 Preference Shareholder in respect of each B1 Preference Share held by such B1 Preference Shareholder an amount equal to the product of (i) the Starting Price of such B1 Preference Share multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant financial year that such B1 Preference Share was in issue and divided by (iv) the total number of days in the relevant financial year, provided that if the amounts distributed in the relevant financial year are insufficient to pay such amounts to the B1 Preference Shareholders in full, the amounts to be distributed shall be apportioned between the B1 Preference Shareholders pro rata to the amounts they would have received had the amounts distributed in the relevant financial year been sufficient to pay such amounts in full;</p> <p>(b) second, after the amounts required to be paid to the B1 Preference Shareholders have been paid in full, in paying to each A Preference Shareholder in respect of each A Preference Share held by such A Preference Shareholder an amount equal to the product of (i) the Starting Price of such A Preference Share multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant financial year that such A Preference Share was in issue and divided by (iv) the total number of days in the relevant financial year, provided that if the amounts distributed in the relevant financial year are insufficient to pay such amounts to the A Preference Shareholders in full, the amounts to be distributed shall be apportioned between the A Preference Shareholders pro rata to the amounts they would have received had the amounts distributed in the relevant financial year been sufficient to pay such amounts in full; and</p> <p>(c) third, after the amounts required to be paid to the A Preference Shareholders have been paid in full, in distributing amongst the Ordinary Shareholders (as if Ordinary Shares constituted one class) the balance (if any) in proportion to the</p>

**SH01 - continuation page**  
Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A2 Preference (continued)	
Prescribed particulars	numbers of Ordinary Shares held by them respectively.	
	<p><b><u>Capital</u></b></p> <p>On a return of capital on liquidation, winding-up or otherwise (including any redemption or purchase of shares by the Company), the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>(a) first, to the B1 Preference Shareholders until such time as the B1 Shareholders have received (whether as result of single or multiple returns of capital) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each B1 Preference Share held, provided that if the amounts required to be applied are insufficient to satisfy such amounts to the B1 Preference Shareholders in full in respect of any return of capital, the amounts to be applied shall be apportioned between the B1 Preference Shareholders pro rata to the amounts they would have received had the amounts payable to the B1 Preference Shareholders been satisfied in full;</p> <p>(b) second, after the amounts required to be paid to the B1 Preference Shareholders have been satisfied in full (whether as result of single or multiple returns of capital) to the A Preference Shareholders until such time as the A Preference Shareholders have received (whether as result of single or multiple returns of capital) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each A Preference Share held, provided that if the amounts required to be applied are insufficient to satisfy such amounts to the A Preference Shareholders in full in respect of any return of capital, the amounts to be applied shall be apportioned between the A Preference Shareholders pro rata to the amounts they would have received had the amounts payable to the A Preference Shareholders have been satisfied in full; and</p> <p>(c) third, after the amounts required to be paid to the A Preference Shareholders have been satisfied in full (whether as a result of single or multiple returns of capital) in distributing amongst the</p>	

**SH01 - continuation page**  
Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A2 Preference (continued)	
Prescribed particulars	<p>Ordinary Shareholders (as if the Ordinary Shares constituted one class) the balance (if any) in proportion to the numbers of such shares held by them respectively.</p> <p><u>Voting</u></p> <p>(a) On a show of hands, every A Ordinary Shareholder, A Preference Shareholder and B1 Preference Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote;</p> <p>(b) on a written resolution or on a poll:</p> <p>(i) the A Ordinary Shareholders shall have, between them, 75 per cent of the total votes allocated to all shares, apportioned between the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares; and</p> <p>(ii) the A Preference Shareholders and B1 Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between A Preference Shareholders and B1 Preference Shareholders pro rata to their respective holdings of A Preference Shares and B1 Preference Shares.</p> <p><u>Redemption</u></p> <p>The A2 Preference Shares are non-redeemable.</p>	



# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A3 Preference	
Prescribed particulars	<p>All terms used herein are defined in the articles of association of the Company adopted on 27 April 2017.</p> <p><u>Income</u></p> <p>Such amounts so distributed shall be applied in the following order of priority:</p> <p>(a) first, in paying to each B1 Preference Shareholder in respect of each B1 Preference Share held by such B1 Preference Shareholder an amount equal to the product of (i) the Starting Price of such B1 Preference Share multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant financial year that such B1 Preference Share was in issue and divided by (iv) the total number of days in the relevant financial year, provided that if the amounts distributed in the relevant financial year are insufficient to pay such amounts to the B1 Preference Shareholders in full, the amounts to be distributed shall be apportioned between the B1 Preference Shareholders pro rata to the amounts they would have received had the amounts distributed in the relevant financial year been sufficient to pay such amounts in full;</p> <p>(b) second, after the amounts required to be paid to the B1 Preference Shareholders have been paid in full, in paying to each A Preference Shareholder in respect of each A Preference Share held by such A Preference Shareholder an amount equal to the product of (i) the Starting Price of such A Preference Share multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant financial year that such A Preference Share was in issue and divided by (iv) the total number of days in the relevant financial year, provided that if the amounts distributed in the relevant financial year are insufficient to pay such amounts to the A Preference Shareholders in full, the amounts to be distributed shall be apportioned between the A Preference Shareholders pro rata to the amounts they would have received had the amounts distributed in the relevant financial year been sufficient to pay such amounts in full; and</p> <p>(c) third, after the amounts required to be paid to the A Preference Shareholders have been paid in full, in distributing amongst the Ordinary Shareholders (as if Ordinary Shares constituted one</p>	

# SH01 - continuation page

## Return of allotment of shares

5

### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A3 Preference (continued)
Prescribed particulars	<p>class) the balance (if any) in proportion to the numbers of Ordinary Shares held by them respectively.</p> <p><u>Capital</u></p> <p>On a return of capital on liquidation, winding-up or otherwise (including any redemption or purchase of shares by the Company), the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>(a) first, to the B1 Preference Shareholders until such time as the B1 Shareholders have received (whether as result of single or multiple returns of capital) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each B1 Preference Share held, provided that if the amounts required to be applied are insufficient to satisfy such amounts to the B1 Preference Shareholders in full in respect of any return of capital, the amounts to be applied shall be apportioned between the B1 Preference Shareholders pro rata to the amounts they would have received had the amounts payable to the B1 Preference Shareholders been satisfied in full;</p> <p>(b) second, after the amounts required to be paid to the B1 Preference Shareholders have been satisfied in full (whether as result of single or multiple returns of capital) to the A Preference Shareholders until such time as the A Preference Shareholders have received (whether as result of single or multiple returns of capital) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each A Preference Share held, provided that if the amounts required to be applied are insufficient to satisfy such amounts to the A Preference Shareholders in full in respect of any return of capital, the amounts to be applied shall be apportioned between the A Preference Shareholders pro rata to the amounts they would have received had the amounts payable to the A Preference Shareholders have been satisfied in full; and</p> <p>(c) third, after the amounts required to be paid to the A Preference Shareholders have been satisfied in full (whether as result of single or multiple returns of capital) in distributing amongst the</p>

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A3 Preference (continued)	
Prescribed particulars	<p>Ordinary Shareholders (as if the Ordinary Shares constituted one class) the balance (if any) in proportion to the numbers of such shares held by them respectively.</p> <p><u>Voting</u></p> <p>(a) On a show of hands, every A Ordinary Shareholder, A Preference Shareholder and B1 Preference Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote;</p> <p>(b) on a written resolution or on a poll:</p> <p>(i) the A Ordinary Shareholders shall have, between them, 75 per cent of the total votes allocated to all shares, apportioned between the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares; and</p> <p>(ii) the A Preference Shareholders and B1 Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between A Preference Shareholders and B1 Preference Shareholders pro rata to their respective holdings of A Preference Shares and B1 Preference Shares.</p> <p><u>Redemption</u></p> <p>The A3 Preference Shares are non-redeemable.</p>	

# SH01 - continuation page

## Return of allotment of shares

5

### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A4 Preference	
Prescribed particulars	<p>All terms used herein are defined in the articles of association of the Company adopted on 27 April 2017.</p> <p><u>Income</u></p> <p>Such amounts so distributed shall be applied in the following order of priority:</p> <p>(a) first, in paying to each B1 Preference Shareholder in respect of each B1 Preference Share held by such B1 Preference Shareholder an amount equal to the product of (i) the Starting Price of such B1 Preference Share multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant financial year that such B1 Preference Share was in issue and divided by (iv) the total number of days in the relevant financial year, provided that if the amounts distributed in the relevant financial year are insufficient to pay such amounts to the B1 Preference Shareholders in full, the amounts to be distributed shall be apportioned between the B1 Preference Shareholders pro rata to the amounts they would have received had the amounts distributed in the relevant financial year been sufficient to pay such amounts in full;</p> <p>(b) second, after the amounts required to be paid to the B1 Preference Shareholders have been paid in full, in paying to each A Preference Shareholder in respect of each A Preference Share held by such A Preference Shareholder an amount equal to the product of (i) the Starting Price of such A Preference Share multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant financial year that such A Preference Share was in issue and divided by (iv) the total number of days in the relevant financial year, provided that if the amounts distributed in the relevant financial year are insufficient to pay such amounts to the A Preference Shareholders in full, the amounts to be distributed shall be apportioned between the A Preference Shareholders pro rata to the amounts they would have received had the amounts distributed in the relevant financial year been sufficient to pay such amounts in full; and</p> <p>(c) third, after the amounts required to be paid to the A Preference Shareholders have been paid in</p>	

**SH01 - continuation page**  
Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A4 Preference (continued)	
Prescribed particulars	<p>full, in distributing amongst the Ordinary Shareholders (as if Ordinary Shares constituted one class) the balance (if any) in proportion to the numbers of Ordinary Shares held by them respectively.</p> <p><u>Capital</u></p> <p>On a return of capital on liquidation, winding-up or otherwise (including any redemption or purchase of shares by the Company), the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>(a) first, to the B1 Preference Shareholders until such time as the B1 Shareholders have received (whether as result of single or multiple returns of capital) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each B1 Preference Share held, provided that if the amounts required to be applied are insufficient to satisfy such amounts to the B1 Preference Shareholders in full in respect of any return of capital, the amounts to be applied shall be apportioned between the B1 Preference Shareholders pro rata to the amounts they would have received had the amounts payable to the B1 Preference Shareholders been satisfied in full;</p> <p>(b) second, after the amounts required to be paid to the B1 Preference Shareholders have been satisfied in full (whether as result of single or multiple returns of capital) to the A Preference Shareholders until such time as the A Preference Shareholders have received (whether as result of single or multiple returns of capital) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each A Preference Share held, provided that if the amounts required to be applied are insufficient to satisfy such amounts to the A Preference Shareholders in full in respect of any return of capital, the amounts to be applied shall be apportioned between the A Preference Shareholders pro rata to the amounts they would have received had the amounts payable to the A Preference Shareholders have been satisfied in full; and</p> <p>(c) third, after the amounts required to be paid to the A Preference Shareholders have been satisfied</p>	

# SH01 - continuation page

## Return of allotment of shares

5

### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A4 Preference (continued)
Prescribed particulars	<p>in full (whether as result of single or multiple returns of capital) in distributing amongst the Ordinary Shareholders (as if the Ordinary Shares constituted one class) the balance (if any) in proportion to the numbers of such shares held by them respectively.</p> <p><u>Voting</u></p> <p>(a) On a show of hands, every A Ordinary Shareholder, A Preference Shareholder and B1 Preference Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote;</p> <p>(b) on a written resolution or on a poll:</p> <p>(i) the A Ordinary Shareholders shall have, between them, 75 per cent of the total votes allocated to all shares, apportioned between the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares; and</p> <p>(ii) the A Preference Shareholders and B1 Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between A Preference Shareholders and B1 Preference Shareholders pro rata to their respective holdings of A Preference Shares and B1 Preference Shares.</p> <p><u>Redemption</u></p> <p>The A4 Preference Shares are non-redeemable.</p>

# SH01 - continuation page

Return of allotment of shares

5

## Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A5 Preference
Prescribed particulars	<p>All terms used herein are defined in the articles of association of the Company adopted on 27 April 2017.</p> <p><u>Income</u></p> <p>Such amounts so distributed shall be applied in the following order of priority:</p> <p>(a) first, in paying to each B1 Preference Shareholder in respect of each B1 Preference Share held by such B1 Preference Shareholder an amount equal to the product of (i) the Starting Price of such B1 Preference Share multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant financial year that such B1 Preference Share was in issue and divided by (iv) the total number of days in the relevant financial year, provided that if the amounts distributed in the relevant financial year are insufficient to pay such amounts to the B1 Preference Shareholders in full, the amounts to be distributed shall be apportioned between the B1 Preference Shareholders pro rata to the amounts they would have received had the amounts distributed in the relevant financial year been sufficient to pay such amounts in full;</p> <p>(b) second, after the amounts required to be paid to the B1 Preference Shareholders have been paid in full, in paying to each A Preference Shareholder in respect of each A Preference Share held by such A Preference Shareholder an amount equal to the product of (i) the Starting Price of such A Preference Share multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant financial year that such A Preference Share was in issue and divided by (iv) the total number of days in the relevant financial year, provided that if the amounts distributed in the relevant financial year are insufficient to pay such amounts to the A Preference Shareholders in full, the amounts to be distributed shall be apportioned between the A Preference Shareholders pro rata to the amounts they would have received had the amounts distributed in the relevant financial year been sufficient to pay such amounts in full; and</p> <p>(c) third, after the amounts required to be paid to the A Preference Shareholders have been paid in</p>

# SH01 - continuation page

## Return of allotment of shares

5

### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A5 Preference (continued)
Prescribed particulars	<p>full, in distributing amongst the Ordinary Shareholders (as if Ordinary Shares constituted one class) the balance (if any) in proportion to the numbers of Ordinary Shares held by them respectively.</p> <p><u>Capital</u></p> <p>On a return of capital on liquidation, winding-up or otherwise (including any redemption or purchase of shares by the Company), the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>(a) first, to the B1 Preference Shareholders until such time as the B1 Shareholders have received (whether as result of single or multiple returns of capital) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each B1 Preference Share held, provided that if the amounts required to be applied are insufficient to satisfy such amounts to the B1 Preference Shareholders in full in respect of any return of capital, the amounts to be applied shall be apportioned between the B1 Preference Shareholders pro rata to the amounts they would have received had the amounts payable to the B1 Preference Shareholders been satisfied in full;</p> <p>(b) second, after the amounts required to be paid to the B1 Preference Shareholders have been satisfied in full (whether as result of single or multiple returns of capital) to the A Preference Shareholders until such time as the A Preference Shareholders have received (whether as result of single or multiple returns of capital) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each A Preference Share held, provided that if the amounts required to be applied are insufficient to satisfy such amounts to the A Preference Shareholders in full in respect of any return of capital, the amounts to be applied shall be apportioned between the A Preference Shareholders pro rata to the amounts they would have received had the amounts payable to the A Preference Shareholders have been satisfied in full; and</p>



# SH01 - continuation page

Return of allotment of shares

5

## Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A5 Preference (continued)
Prescribed particulars	<p>(c) third, after the amounts required to be paid to the A Preference Shareholders have been satisfied in full (whether as result of single or multiple returns of capital) in distributing amongst the Ordinary Shareholders (as if the Ordinary Shares constituted one class) the balance (if any) in proportion to the numbers of such shares held by them respectively.</p> <p><b><u>Voting</u></b></p> <p>(a) On a show of hands, every A Ordinary Shareholder, A Preference Shareholder and B1 Preference Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote;</p> <p>(b) on a written resolution or on a poll:</p> <p>(i) the A Ordinary Shareholders shall have, between them, 75 per cent of the total votes allocated to all shares, apportioned between the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares; and</p> <p>(ii) the A Preference Shareholders and B1 Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between A Preference Shareholders and B1 Preference Shareholders pro rata to their respective holdings of A Preference Shares and B1 Preference Shares.</p> <p><b><u>Redemption</u></b></p> <p>The A5 Preference Shares are non-redeemable.</p>

# SH01 - continuation page

## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B1 Preference
Prescribed particulars	<p>All terms used herein are defined in the articles of association of the Company adopted on 27 April 2017.</p> <p><u>Income</u></p> <p>Such amounts so distributed shall be applied in the following order of priority:</p> <p>(a) first, in paying to each B1 Preference Shareholder in respect of each B1 Preference Share held by such B1 Preference Shareholder an amount equal to the product of (i) the Starting Price of such B1 Preference Share multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant financial year that such B1 Preference Share was in issue and divided by (iv) the total number of days in the relevant financial year, provided that if the amounts distributed in the relevant financial year are insufficient to pay such amounts to the B1 Preference Shareholders in full, the amounts to be distributed shall be apportioned between the B1 Preference Shareholders pro rata to the amounts they would have received had the amounts distributed in the relevant financial year been sufficient to pay such amounts in full;</p> <p>(b) second, after the amounts required to be paid to the B1 Preference Shareholders have been paid in full, in paying to each A Preference Shareholder in respect of each A Preference Share held by such A Preference Shareholder an amount equal to the product of (i) the Starting Price of such A Preference Share multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant financial year that such A Preference Share was in issue and divided by (iv) the total number of days in the relevant financial year, provided that if the amounts distributed in the relevant financial year are insufficient to pay such amounts to the A Preference Shareholders in full, the amounts to be distributed shall be apportioned between the A Preference Shareholders pro rata to the amounts they would have received had the amounts distributed in the relevant financial year been sufficient to pay such amounts in full; and</p> <p>(c) third, after the amounts required to be paid to the A Preference Shareholders have been paid in</p>

**SH01 - continuation page**  
Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B1 Preference (continued)	
Prescribed particulars	<p>full, in distributing amongst the Ordinary Shareholders (as if Ordinary Shares constituted one class) the balance (if any) in proportion to the numbers of Ordinary Shares held by them respectively.</p> <p><u>Capital</u></p> <p>On a return of capital on liquidation, winding-up or otherwise (including any redemption or purchase of shares by the Company), the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>(a) first, to the B1 Preference Shareholders until such time as the B1 Shareholders have received (whether as result of single or multiple returns of capital) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each B1 Preference Share held, provided that if the amounts required to be applied are insufficient to satisfy such amounts to the B1 Preference Shareholders in full in respect of any return of capital, the amounts to be applied shall be apportioned between the B1 Preference Shareholders pro rata to the amounts they would have received had the amounts payable to the B1 Preference Shareholders been satisfied in full;</p> <p>(b) second, after the amounts required to be paid to the B1 Preference Shareholders have been satisfied in full (whether as result of single or multiple returns of capital) to the A Preference Shareholders until such time as the A Preference Shareholders have received (whether as result of single or multiple returns of capital) an amount equal to the Starting Price (subject to appropriate adjustment following any Bonus Issue or Reorganisation) of each A Preference Share held, provided that if the amounts required to be applied are insufficient to satisfy such amounts to the A Preference Shareholders in full in respect of any return of capital, the amounts to be applied shall be apportioned between the A Preference Shareholders pro rata to the amounts they would have received had the amounts payable to the A Preference Shareholders have been satisfied in full; and</p>	

**SH01 - continuation page**  
Return of allotment of shares


**5**


**Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	B1 Preference (continued)
Prescribed particulars	<p>(c) third, after the amounts required to be paid to the A Preference Shareholders have been</p> <p>satisfied in full (whether as result of single or multiple returns of capital) in distributing amongst the Ordinary Shareholders (as if the Ordinary Shares constituted one class) the balance (if any) in proportion to the numbers of such shares held by them respectively.</p> <p><b><u>Voting</u></b></p> <p>(a) On a show of hands, every A Ordinary Shareholder, A Preference Shareholder and B1 Preference Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote;</p> <p>(b) on a written resolution or on a poll:</p> <p>(i) the A Ordinary Shareholders shall have, between them, 75 per cent of the total votes allocated to all shares, apportioned between the A Ordinary Shareholders pro rata to their respective holdings of A Ordinary Shares; and</p> <p>(ii) the A Preference Shareholders and B1 Preference Shareholders shall have, between them, 25 per cent of the total votes allocated to all shares, apportioned between A Preference Shareholders and B1 Preference Shareholders pro rata to their respective holdings of A Preference Shares and B1 Preference Shares.</p> <p><b><u>Redemption</u></b></p> <p>The B1 Preference Shares are non-redeemable.</p>


SH01

Return of allotment of shares

 <b>Presenter information</b>	
You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.	
Contact name	RYM/655796
Company name	Macfarlanes LLP
Address	20 Cursitor Street
Post town	
County/Region	London
Postcode	E C 4 A 1 I T
Country	UK
DX DX No:	138 Chancery Lane
Telephone	+44 (0)20 7831 9222

 <b>Checklist</b>
We may return the forms completed incorrectly or with information missing.
Please make sure you have remembered the following:
<input type="checkbox"/> The company name and number match the information held on the public Register.
<input type="checkbox"/> You have shown the date(s) of allotment in section 2.
<input type="checkbox"/> You have completed all appropriate share details in section 3.
<input type="checkbox"/> You have completed the relevant sections of the statement of capital.
<input type="checkbox"/> You have signed the form.

 <b>Important information</b>
Please note that all information on this form will appear on the public record.
 <b>Where to send</b>
You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:
<b>For companies registered in England and Wales:</b> The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ. DX 33050 Cardiff.
<b>For companies registered in Scotland:</b> The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF. DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post).
<b>For companies registered in Northern Ireland:</b> The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG. DX 481 N.R. Belfast 1.

 <b>Further information</b>
For further information please see the guidance notes on the website at <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a> or email <a href="mailto:enquiries@companieshouse.gov.uk">enquiries@companieshouse.gov.uk</a>
This form is available in an alternative format. Please visit the forms page on the website at <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>