

**Return of Allotment of Shares**Company Name: **Darwin & Wallace Limited**Company Number: **08071866**Received for filing in Electronic Format on the: **05/09/2019**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	05/09/2019	05/09/2019

Class of Shares: ORDINARY**Currency: GBP****Number allotted 320406****Nominal value of each share 0.01****Amount paid: 1.6****Amount unpaid: 0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	6662863
Currency:	GBP	Aggregate nominal value:	66628.63

Prescribed particulars

1.1 CAPITAL ON A RETURN OF CAPITAL ON WINDING UP OR OTHERWISE (OTHER THAN ON CONVERSION, REDEMPTION OR PURCHASE OF SHARES) (WINDING UP) THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES, THE B SHARES AND THE C SHARES PARI PASSU (BUT NOT THE DEFERRED SHARES) AS IF THEY CONSTITUTED ONE CLASS OF SHARE IN THE CAPITAL OF THE COMPANY THE BALANCE OF ANY AMOUNT AVAILABLE FOR DISTRIBUTION. 1.2 THE RIGHTS AND RESTRICTIONS ATTACHING TO THE DIFFERENT CLASSES OF SHARE IN THE CAPITAL OF THE COMPANY ARE AS FOLLOWS:

1.2.1 INCOME (A) THE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL PERIOD SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES, THE B SHARES AND THE C SHARES (BUT NOT THE DEFERRED SHARES) IN PROPORTION TO THE AMOUNTS PAID UP ON THE SHARES (EXCLUDING ANY PREMIUM) HELD BY THEM RESPECTIVELY PARI PASSU AS IF THE ORDINARY SHARES AND THE B SHARES CONSTITUTED ONE CLASS OF SHARES. (B) THE RIGHTS OF THE C SHAREHOLDERS TO VOTE SHALL BE RESTRICTED SO THAT THE C SHAREHOLDERS SHALL NOT BE ENTITLED TO VOTE UNTIL AN EXIT DATE UNLESS THERE IS PROPOSED TO A GENERAL MEETING (OR BY WAY OF WRITTEN RESOLUTION) A RESOLUTION VARYING THE RIGHTS ATTACHING TO THE C SHARES IN WHICH EVENT THE VOTING RESTRICTIONS ATTACHING TO THE C SHARES SHALL CEASE FOR AND ONLY IN RESPECT OF THAT MATTER. 1.2.2 VOTING AND GENERAL MEETINGS (A) EACH HOLDER OF B SHARES, EACH HOLDER OF ORDINARY SHARES AND EACH HOLDER OF C SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE AND ON A POLL EACH HOLDER OF B SHARES, EACH HOLDER OF ORDINARY SHARES AND EACH HOLDER OF C SHARES SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER; (B) THE RIGHTS OF THE C SHAREHOLDERS TO RECEIVE PROFITS SHALL BE RESTRICTED SO THAT THE C SHAREHOLDERS SHALL NOT BE ENTITLED TO SHARE IN ANY DISTRIBUTION OF PROFITS ARISING PRIOR TO AN EXIT DATE. FOR THE AVOIDANCE OF DOUBT, ANY DIVIDEND PAID TO THE HOLDERS OF THE C SHARES SHALL BE DISTRIBUTED AMONGST THE C SHAREHOLDERS IN PROPORTION

TO THE AMOUNTS PAID UP ON THE C SHARES (EXCLUDING ANY PREMIUM) HELD BY THEM RESPECTIVELY; (C) THE DEFERRED SHARES SHALL NOT ENTITLE THE DEFERRED SHAREHOLDERS TO RECEIVE NOTICE OF OR TO ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY. 1.3 IN THE EVENT THAT THERE IS A DEFICIT PROJECTED OR CALCULATED IMMEDIATELY PRIOR TO AN EXIT OPPORTUNITY A PROPORTION OF THE B SHARES SHALL CONVERT INTO DEFERRED SHARES PRO RATA AMONGST ALL OF THE ISSUED B SHARES, SUCH PROPORTION TO BE CALCULATED BY APPLICATION OF THE FOLLOWING FORMULA: $P = (N \times 1.5) - \text{RETURN } 1.5$ WHERE P IS THE PROPORTION OF B SHARES TO CONVERT INTO DEFERRED SHARES; AND N IS THE NUMBER OF ORDINARY SHARES IN ISSUE PLUS THE NUMBER OF C SHARES IN ISSUE OR WHICH WOULD BE ISSUED SUBJECT TO THE EXERCISE OF ANY OPTION CAPABLE OF EXERCISE AT AN EXIT DATE OVER ANY C SHARES, AND PROVIDED THAT THE NUMBER OF B SHARES IN ISSUE AFTER THE APPLICATION OF THIS FORMULA SHALL NEVER BE LESS THAN SUCH NUMBER OF B SHARES WHICH WOULD HAVE BEEN CAPABLE OF SUBSCRIPTION OR ISSUE HAD B SHARES BEEN SUBSCRIBED AT THE PRICE FOR WHICH ORDINARY SHARES WERE FIRST SUBSCRIBED ON PUBLICATION BY THE COMPANY OF AN INFORMATION MEMORANDUM OR SIMILAR DOCUMENT INVITING SUBSCRIPTIONS FOR ORDINARY SHARES. 1.4 THE COMPANY SHALL BE ENTITLED AT ANY TIME TO REDEEM ALL OF THE DEFERRED SHARES FOR AN AGGREGATE CONSIDERATION OF 1 PENNY.

Class of Shares:	ORDINARY	Number allotted	927500
	B	Aggregate nominal value:	9275
Currency:	GBP		

Prescribed particulars

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SHARES) IN PROPORTION TO THE AMOUNTS PAID UP ON THE SHARES (EXCLUDING ANY PREMIUM) HELD BY THEM RESPECTIVELY PARI PASSU AS IF THE ORDINARY SHARES AND THE B SHARES CONSTITUTED ONE CLASS OF SHARES. (B) THE RIGHTS OF THE C SHAREHOLDERS TO VOTE SHALL BE RESTRICTED SO THAT THE C SHAREHOLDERS SHALL NOT BE ENTITLED TO VOTE UNTIL AN EXIT DATE UNLESS THERE IS PROPOSED TO A GENERAL MEETING (OR BY WAY OF WRITTEN RESOLUTION) A RESOLUTION VARYING THE RIGHTS ATTACHING TO THE C SHARES IN WHICH EVENT THE VOTING RESTRICTIONS ATTACHING TO THE C SHARES SHALL CEASE FOR AND ONLY IN RESPECT OF THAT MATTER.

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**COMPANY SHALL BE ENTITLED AT ANY TIME TO REDEEM ALL OF THE DEFERRED SHARES
FOR AN AGGREGATE CONSIDERATION OF 1 PENNY.**

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	7590363
		Total aggregate nominal value:	75903.63
		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.