In accordance with Section 555 of the Companies Act 2006.

SH01

Return of allotment of shares

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COMPANIES HOUSE

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

✗ **What this form is NOT f**
You cannot use this form t notice of shares taken by s on formation of the comp for an allotment of a new shares by an unlimited company.

1 Company details

Company number	0 8 2 2 7 5 4 2
Company name in full	Adludio 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 ❶

From Date	d 2 d 6	m 0 m 4	y 2 y 0 y 1 y 9
To Date	d 0 d 7	m 0 m 5	y 2 y 0 y 1 y 9

❶ **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.)

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

Currency ❷	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	Series A-1 Preferred	102,890	£0.01	£17.084	£0.00
GBP	Series A-1 Preferred	27,472	£0.01	£12.813	£0.00
GBP	Series A-1 Preferred	54,116	£0.01	£14.522	£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)

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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
Currency table A				
GBP	Ordinary	193475	1934.75	
GBP	Preference	24773	247.73	
GBP	Series A Preferred	68968	689.68	
	Totals	287216	2872.16	£0.00
Currency table B				
	Totals	0	0	
Currency table C				
	Totals	0	0	

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	471,694	£4,716.94	£0.00

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

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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	Series A-1 Preferred
Prescribed particulars ❶	See continuation sheet.
Class of share	Series A Preferred
Prescribed particulars ❶	See continuation sheet.
Class of share	Preference
Prescribed particulars ❶	See continuation sheet.

❶ 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 ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ 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.

❸ Person authorised
Under either section 270 or 274 of the Companies Act 2006.

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Presenter information

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 Brendan Biggs

Company name Ashfords LLP

Address Tower Wharf

Cheese Lane

Post town Bristol

County/Region

Postcode B S 2 0 J J

Country

DX 151760 Bristol 30

Telephone 0117 321 8096

Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

Important information

Please note that all information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
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).

For companies registered in Northern Ireland:
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.

Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse
or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

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3 Shares allotted

Please give details of the shares allotted, including bonus shares.

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ❷	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
Ordinary	GBP	2,500	£0.01	£0.01	£0.00

In accordance with Section 555 of the Companies Act 2006.

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4 Statement of capital

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

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
GBP	Series A-1 Preferred	184478	1844.78	
	Totals	184478	1844.78	£0.00

In accordance with Section 555 of the Companies Act 2006.

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

Class of share	Series A-1 Preferred
Prescribed particulars	(a) Each Series A-1 Preferred Share shall carry a number of votes equal to the number of Ordinary Shares then issuable upon its conversion into Ordinary Shares. (b) Any Available Profits which the Company may determine to distribute in respect of any financial year shall, subject to the consent of a Majority of Investors and Director Consent (as defined in the Company's Articles), be distributed amongst the holders of the Shares then in issue pro rata and pari passu. (c) Upon a distribution of assets on a liquidation, dissolution, winding up or a return of capital for any reason (whether following the sale of all or substantially of the Company's assets or the granting of an exclusive licence over all or substantially all of the Company's intellectual property by the Company but excluding any conversion, redemption, share buy-back or payment of dividend) or upon a Sale, the surplus assets of the Company remaining after payment of its liabilities, or the proceeds of any Sale, shall be applied by the Company (to the extent that the Company is lawfully permitted to do so) first, in paying to the holders of Series A-1 Preferred Shares, in priority to any other classes of Share, the higher of: (i) two times (2 x) the Issue Price paid upon their subscription for Series A-1 Preferred Shares (as adjusted for share splits, dividends or recapitalisations) plus any declared but unpaid dividends, provided that if, within 24 months of the Date of Adoption, the Company completes a new financing round raising no less than $4,000,000 on the basis of a pre-money valuation of no less than $24,000,000, then the holders of Series A-1 Preferred Shares shall receive one times (1 x) the Issue Price paid upon their subscription for Series A-1 Preferred Shares (as adjusted for share splits, dividends or recapitalisations) plus any declared but unpaid dividends; and (ii) the amount they would receive if all Shareholders received their pro rata share of such assets or proceeds on an as-converted basis, provided that, if there are insufficient surplus assets or proceeds of the Sale to pay the amounts per share equal to the Issue Price, the remaining surplus assets or proceeds of Sale shall be distributed to the holders of Series A-1 Preferred Shares pro rata to their respective holdings of Series A-1 Preferred Shares. (d) The shares are not redeemable.

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

Class of share	Series A Preferred
Prescribed particulars	(a) Each Series A Preferred Share shall carry a number of votes equal to the number of Ordinary Shares then issuable upon its conversion into Ordinary Shares. (b) Any Available Profits which the Company may determine to distribute in respect of any financial year shall, subject to the consent of a Majority of Investors and Director Consent (as defined in the Company's Articles), be distributed amongst the holders of the Shares then in issue pro rata and pari passu. (c) Upon a distribution of assets on a liquidation, dissolution, winding up or a return of capital for any reason (whether following the sale of all or substantially of the Company's assets or the granting of an exclusive licence over all or substantially all of the Company's intellectual property by the Company but excluding any conversion, redemption, share buy-back or payment of dividend) or upon a Sale, the surplus assets of the Company remaining after payment of its liabilities, or the proceeds of any Sale, shall be applied by the Company (to the extent that the Company is lawfully permitted to do so): first, in paying to the holders of Series A-1 Preferred Shares, in priority to any other classes of Share, an amount calculated as set out in the prescribed particulars of the rights attached to the Series A-1 Preferred Shares above; and, secondly, in paying to the holders of Series A Preferred Shares the higher of: (i) one times (1 ×) the Issue Price paid upon their subscription for Series A Preferred Shares (as adjusted for share splits, dividends or recapitalisations) plus any declared but unpaid dividends; and (ii) the amount they would receive if all Shareholders received their pro rata share of such assets or proceeds on an as-converted basis, provided that if there are insufficient surplus assets or proceeds of the Sale to pay the amounts per share equal to the Issue Price, the remaining surplus assets or proceeds of Sale shall be distributed to the holders of Series A Preferred Shares pro rata to their respective holdings of Series A Preferred Shares. (d) The shares are not redeemable.

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

Class of share	Preference
Prescribed particulars	(a) Any holder of Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall, on a show of hands, have one vote each, and, on a poll, have one vote for each Share of which he is the holder. (b) Any Available Profits which the Company may determine to distribute in respect of any financial year shall, subject to the consent of a Majority of Investors and Director Consent (as defined in the Company's Articles), be distributed amongst the holders of the Shares then in issue pro rata and pari passu. (c) Upon a distribution of assets on a liquidation, dissolution, winding up or a return of capital for any reason (whether following the sale of all or substantially of the Company's assets or the granting of an exclusive licence over all or substantially all of the Company's intellectual property by the Company but excluding any conversion, redemption, share buy-back or payment of dividend) or upon a Sale, the surplus assets of the Company remaining after payment of its liabilities, or the proceeds of any Sale, shall be applied by the Company (to the extent that the Company is lawfully permitted to do so): first, in paying to the holders of Series A-1 Preferred Shares, in priority to any other classes of Share, an amount calculated as set out in the prescribed particulars of the rights attached to the Series A-1 Preferred Shares above; secondly, in paying to the holders of Series A Preferred Shares an amount calculated as set out in the prescribed particulars of the rights attached to the Series A Preferred Shares above; and, thirdly, in paying to the holders of Preference Shares the higher of: (i) an amount per share held equal to the Issue Price in respect of the Preference Shares (as adjusted for share splits, dividends or recapitalisations) plus any declared but unpaid dividends held by each of them; and (ii) the amount they would receive if all Shareholders received their pro rata share of such assets or proceeds on an as-converted basis, provided that if there are insufficient surplus assets or proceeds of the Sale to pay the amounts per share equal to the Issue Price, the remaining surplus assets or proceeds of Sale shall be distributed to the holders of Preference Shares pro rata to their respective holdings of Preference Shares. (d) The shares are not redeemable.

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

Class of share	Ordinary
Prescribed particulars	(a) Any holder of Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall, on a show of hands, have one vote each, and, on a poll, have one vote for each Share of which he is the holder. (b) Any Available Profits which the Company may determine to distribute in respect of any financial year shall, subject to the consent of a Majority of Investors and Director Consent (as defined in the Company's Articles), be distributed amongst the holders of the Shares then in issue pro rata and pari passu. (c) Upon a distribution of assets on a liquidation, dissolution, winding up or a return of capital for any reason (whether following the sale of all or substantially of the Company's assets or the granting of an exclusive licence over all or substantially all of the Company's intellectual property by the Company but excluding any conversion, redemption, share buy-back or payment of dividend) or upon a Sale, the surplus assets of the Company remaining after payment of its liabilities, or the proceeds of any Sale, shall be applied by the Company (to the extent that the Company is lawfully permitted to do so): first, in paying to the holders of Series A-1 Preferred Shares, in priority to any other classes of Share, an amount calculated as set out in the prescribed particulars of the rights attached to the Series A-1 Preferred Shares above; secondly, in paying to the holders of Series A Preferred Shares an amount calculated as set out in the prescribed particulars of the rights attached to the Series A Preferred Shares above; thirdly, in paying to the holders of Preference Shares an amount calculated as set out in the prescribed particulars of the rights attached to the Preference Shares above; and thereafter: (i) if there are sufficient surplus assets or proceeds of the Sale for all Ordinary Shareholders to receive at least the aggregate Issue Price paid in respect of the Ordinary Shares held by each of them, then the remaining surplus assets or the proceeds of the Sale shall be distributed to the Ordinary Shareholders pro rata to their respective shareholdings; or, (ii) if there are insufficient surplus assets or proceeds of the Sale for all Ordinary Shareholders to receive the aggregate Issue Price paid in respect of the Ordinary Shares held by each of them, then the remaining surplus assets or the proceeds of the Sale shall be distributed to the Ordinary Shareholders pro rata to the aggregate Issue Price paid by each Ordinary Shareholder in respect of the Ordinary Shares held by them. (d) The shares are not redeemable.