

**Return of Allotment of Shares**Company Name: **MAXWELLIA LTD**Company Number: **08573637**Received for filing in Electronic Format on the: **04/04/2018**

X735M37V

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
23/03/2018

Class of Shares:	A ORDINARY	Number allotted	625000
Currency:	GBP	Nominal value of each share	0.00102
		Amount paid:	0.8
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	ORDINARY	Number allotted	250000
Currency:	GBP	Nominal value of each share	0.00102
		Amount paid:	0.8
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	1556464
Currency:	GBP	Aggregate nominal value:	1588.228571

Prescribed particulars

SHARE CLASS: ORDINARY SHARES THE FOLLOWING ARE AS SET OUT IN THE ARTICLES: PARTICULARS OF ANY VOTING RIGHTS, INCLUDING RIGHTS THAT ARISE ONLY IN CERTAIN CIRCUMSTANCES. SHARES THAT ARE SUBJECT TO UNSATISFIED TIME CONDITIONS DO NOT CARRY A RIGHT TO VOTE OR RECEIVE NOTICE OF OR ATTEND ANY MEETINGS OF SHAREHOLDERS ACCORDING TO ARTICLE 7.2. PARTICULARS OF ANY DIVIDEND RIGHTS SHARES SUBJECT TO TIME CONDITIONS WHICH ARE NOT SATISFIED SHARES SHALL NOT CARRY ANY RIGHT TO RECEIVE DIVIDENDS OR OTHER INCOME DISTRIBUTIONS ACCORDING TO ARTICLE 4.2. PARTICULARS OF ANY DISTRIBUTION RIGHTS 5.5 ON AN EVENT OF A RETURN OF ASSETS (WHETHER ON LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE), THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES ("REMAINING ASSETS") SHALL BE APPLIED AS FOLLOWS: 5.5.1 FIRST, IN PAYING TO THE A ORDINARY SHAREHOLDERS A SUM EQUAL TO THE ISSUE PRICE ("DISTRIBUTION PRICE") FOR EACH A ORDINARY SHARE HELD BY THEM; 5.5.2 SECOND, IN PAYING TO THE ORDINARY SHAREHOLDERS A SUM EQUAL TO THE DISTRIBUTION PRICE FOR EACH ORDINARY SHARE HELD BY THEM; 5.5.3 THIRD, (BUT SUBJECT TO THE PROVISIONS OF ARTICLES 5.2 AND ARTICLE 5.3) THE BALANCE OF THOSE ASSETS SHALL BE DISTRIBUTED AMONGST THE EQUITY SHAREHOLDERS (PARI PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARES AND IN PROPORTION (AS NEARLY AS POSSIBLE) TO THE NUMBER OF EQUITY SHARES HELD BY THEM RESPECTIVELY). 5.6 IF IN APPLYING THE PROVISIONS OF ARTICLE 5.1 IT WILL ONLY BE POSSIBLE TO MAKE A RETURN OF CAPITAL IN RELATION TO SOME BUT NOT ALL OF A PARTICULAR CLASS OF SHARES, THE AMOUNT AVAILABLE WILL BE DIVIDED AMONGST THE HOLDERS OF SHARES OF THAT CLASS PRO RATA (AS NEARLY AS POSSIBLE) TO THE NUMBER OF SHARES OF THAT CLASS HELD BY THEM. 5.7 SUBJECT AS OTHERWISE EXPRESSLY PROVIDED IN THESE ARTICLES, ON A LISTING OR ON OR FOLLOWING A SALE, THE EXIT VALUE ATTRIBUTABLE TO THE EQUITY SHARES THAT FORM PART OF THE SHARE CAPITAL TO WHICH THE EXIT VALUE RELATES SHALL BE ALLOCATED BETWEEN SUCH CLASSES OF SHARE IN THE MANNER PROVIDED IN ARTICLE 5.1 AS IF THE SAME IS A RETURN OF CAPITAL OTHER THAN ON A LIQUIDATION OR WINDING UP BUT WITHOUT THIS REQUIRING (ON A SALE) THAT THE AMOUNT OF CONSIDERATION SO ALLOCATED NEED BE SATISFIED

IN EXACTLY THE SAME FORM. 5.8 ON AND FOLLOWING A SALE THE CONSIDERATION THEREUNDER AND EACH PAYMENT THEREOF SHALL BE DEEMED TO BE SUBJECT TO A TRUST FOR APPLICATION IN THE PRIORITY AND BASIS PROVIDED IN THIS ARTICLE 5 AND THE RECIPIENTS THEREOF SHALL APPLY AND ACCOUNT FOR THE SAME ACCORDINGLY.

Class of Shares:	A	Number allotted	625000
	ORDINARY	Aggregate nominal value:	637.755102

Currency: **GBP**

Prescribed particulars

SHARE CLASS: A ORDINARY SHARES THE FOLLOWING ARE AS SET OUT IN THE ARTICLES:

PARTICULARS OF ANY VOTING RIGHTS 7.2 SHARES THAT ARE SUBJECT TO UNSATISFIED TIME CONDITIONS DO NOT CARRY A RIGHT TO VOTE OR RECEIVE NOTICE OF OR ATTEND ANY MEETINGS OF SHAREHOLDERS. 7.5 DEFAULT RIGHTS. IN THE CASE OF A VOTING ADJUSTMENT IN THE CASE OF A DEFAULT IN WHICH THE VOTING RIGHTS ATTACHING TO THE A ORDINARY SHARES SHALL BE AMENDED DURING A DEFAULT PERIOD TO ALLOW 100,000 VOTES FOR EVERY A ORDINARY SHARE. THESE DEFAULT RIGHTS ARE LIMITED TO THE DEFAULT PERIOD AND TO CERTAIN LIMITED CIRCUMSTANCES SET OUT IN THE ARTICLES 7.7 7.6 IF THE INVESTOR (BY AN INVESTOR DIRECTION) SO DIRECTS, ANY BAD LEAVER CURRENTLY THE SUBJECT OF A TRANSFER NOTICE SHALL NOT CONFER THE RIGHT TO RECEIVE NOTICE OF, ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY (OR MEETING OF ANY CLASS OF SHAREHOLDER) AND THAT SHARE SHALL NOT BE COUNTED IN CERTAIN CIRCUMSTANCES (7.6.1) NOR ENTITLE THE SHAREHOLDER WHO HOLDS THAT SHARE TO PARTICIPATE IN ANY ALLOTMENT OF SHARES (7.6.2) 19.2 IF A SPECIFIED EVENT HAS OCCURRED AND A VOTING ADJUSTMENT NOTICE HAS BEEN GIVEN AND NOT CANCELLED, THEN (NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES): 19.2.1. IF AN INVESTOR DIRECTOR VOTES AGAINST ANY RESOLUTION PUT TO A DIRECTORS' MEETING, THAT RESOLUTION SHALL BE DEEMED NOT TO HAVE BEEN CARRIED NOTWITHSTANDING THAT THE NUMBER OF VOTES CAST IN ITS FAVOUR EXCEEDS THOSE CAST AGAINST IT; AND 19.2.2 IF AN INVESTOR DIRECTOR VOTES IN FAVOUR OF ANY RESOLUTION PUT TO A DIRECTORS' MEETING, THAT RESOLUTION SHALL BE DEEMED TO HAVE BEEN CARRIED NOTWITHSTANDING THAT THE NUMBER OF VOTES CAST AGAINST IT EXCEEDS THOSE CAST IN ITS FAVOUR. PARTICULARS OF ANY DIVIDEND RIGHTS SHARES SUBJECT TO TIME CONDITIONS WHICH ARE NOT SATISFIED SHARES SHALL NOT CARRY ANY RIGHT TO RECEIVE DIVIDENDS OR OTHER INCOME DISTRIBUTIONS ACCORDING TO ARTICLE 4.2. PARTICULARS OF ANY DISTRIBUTION RIGHTS 5.1 ON AN

EVENT OF A RETURN OF ASSETS (WHETHER ON LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE), THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES ("REMAINING ASSETS") SHALL BE APPLIED AS FOLLOWS: 5.1.1 FIRST, IN PAYING TO THE A ORDINARY SHAREHOLDERS A SUM EQUAL TO THE ISSUE PRICE ("DISTRIBUTION PRICE") FOR EACH A ORDINARY SHARE HELD BY THEM; 5.1.2 SECOND, IN PAYING TO THE ORDINARY SHAREHOLDERS A SUM EQUAL TO THE DISTRIBUTION PRICE FOR EACH ORDINARY SHARE HELD BY THEM; 5.1.3 THIRD, (BUT SUBJECT TO THE PROVISIONS OF ARTICLES 5.2 AND ARTICLE 5.3) THE BALANCE OF THOSE ASSETS SHALL BE DISTRIBUTED AMONGST THE EQUITY SHAREHOLDERS (PARI PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARES AND IN PROPORTION (AS NEARLY AS POSSIBLE) TO THE NUMBER OF EQUITY SHARES HELD BY THEM RESPECTIVELY). 5.2 IF IN APPLYING THE PROVISIONS OF ARTICLE 5.1 IT WILL ONLY BE POSSIBLE TO MAKE A RETURN OF CAPITAL IN RELATION TO SOME BUT NOT ALL OF A PARTICULAR CLASS OF SHARES, THE AMOUNT AVAILABLE WILL BE DIVIDED AMONGST THE HOLDERS OF SHARES OF THAT CLASS PRO RATA (AS NEARLY AS POSSIBLE) TO THE NUMBER OF SHARES OF THAT CLASS HELD BY THEM. 5.3 SUBJECT AS OTHERWISE EXPRESSLY PROVIDED IN THESE ARTICLES, ON A LISTING OR ON OR FOLLOWING A SALE, THE EXIT VALUE ATTRIBUTABLE TO THE EQUITY SHARES THAT FORM PART OF THE SHARE CAPITAL TO WHICH THE EXIT VALUE RELATES SHALL BE ALLOCATED BETWEEN SUCH CLASSES OF SHARE IN THE MANNER PROVIDED IN ARTICLE 5.1 AS IF THE SAME IS A RETURN OF CAPITAL OTHER THAN ON A LIQUIDATION OR WINDING UP BUT WITHOUT THIS REQUIRING (ON A SALE) THAT THE AMOUNT OF CONSIDERATION SO ALLOCATED NEED BE SATISFIED IN EXACTLY THE SAME FORM. 5.4 ON AND FOLLOWING A SALE THE CONSIDERATION THEREUNDER AND EACH PAYMENT THEREOF SHALL BE DEEMED TO BE SUBJECT TO A TRUST FOR APPLICATION IN THE PRIORITY AND BASIS PROVIDED IN THIS ARTICLE 5 AND THE RECIPIENTS THEREOF SHALL APPLY AND ACCOUNT FOR THE SAME ACCORDINGLY.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	2181464
		Total aggregate nominal value:	2225.983673
		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.