

**Return of Allotment of Shares**Company Name: **KOKOON TECHNOLOGY LTD**Company Number: **08740486**Received for filing in Electronic Format on the: **20/03/2023**

XBZPUQWP

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	28/08/2022	

Class of Shares:	ORDINARY	Number allotted	1971968
Currency:	GBP	Nominal value of each share	0.001
		Amount paid:	0.232
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	32493427
Currency:	GBP	Aggregate nominal value:	32493.427

Prescribed particulars

A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE RIGHT TO PARTICIPATE IN A DIVIDEND IN PROPORTION TO THE NUMBER OF SHARES HELD; C) ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (1) FIRST IN PAYING TO EACH OF THE HOLDERS OF PREFERRED ORDINARY SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARE, AN AMOUNT PER SHARE HELD EQUAL TO THE SUBSCRIPTION PRICE FOR THE PREFERRED SHARES PLUS ACCRUED YET UNPAID DIVIDENDS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS PER SHARE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED 1 THE HOLDERS OF PREFERRED ORDINARY SHARES PRO RATA TO THE AMOUNTS PAID UP ON THE PREFERRED ORDINARY SHARES); (2) SECONDLY, IN PAYING TO EACH OF THE HOLDERS OF A ORDINARY SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES EXCEPT THE PREFERRED ORDINARY SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE SUBSCRIPTION PRICE FOR THE A ORDINARY SHARES PLUS ACCRUED YET UNPAID DIVIDENDS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO SUCH AMOUNTS PER SHARE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE A ORDINARY SHARES PRO RATS TO THE AMOUNTS PAID UP ON THE A ORDINARY SHARES); AND (3) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS PRO RATA (AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SHARES HELD, AND D) THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	A	Number allotted	1110000
	ORDINARY	Aggregate nominal value:	1110
Currency:	GBP		

Prescribed particulars

A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE RIGHT TO PARTICIPATE IN A DIVIDEND IN PROPORTION TO THE NUMBER OF SHARES HELD; C) ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (1) FIRST IN PAYING TO EACH OF THE HOLDERS OF PREFERRED ORDINARY SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARE, AN AMOUNT PER SHARE HELD EQUAL TO THE SUBSCRIPTION PRICE FOR THE PREFERRED SHARES PLUS ACCRUED YET UNPAID DIVIDENDS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS PER SHARE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF PREFERRED ORDINARY SHARES PRO RATA TO THE AMOUNTS PAID UP ON THE PREFERRED ORDINARY SHARES); (2) SECONDLY, IN PAYING TO EACH OF THE HOLDERS OF A ORDINARY SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES EXCEPT THE PREFERRED ORDINARY SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE SUBSCRIPTION PRICE FOR THE A ORDINARY SHARES PLUS ACCRUED YET UNPAID DIVIDENDS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO SUCH AMOUNTS PER SHARE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE A ORDINARY SHARES PRO RATA TO THE AMOUNTS PAID UP ON THE A ORDINARY SHARES); AND (3) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS PRO RATA (AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SHARES HELD, AND D) THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	PREFERRED	Number allotted	13181098
	ORDINARY	Aggregate nominal value:	13181.098
Currency:	GBP		
Prescribed particulars			

A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR, ON A POLL, ON THE BASIS OF ONE VOTE PER SHARE HELD; B) THE RIGHT TO PARTICIPATE IN A DIVIDEND IN PROPORTION TO THE NUMBER OF SHARES HELD; C) ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO)! (1) FIRST IN PAYING TO EACH OF THE HOLDERS OF PREFERRED ORDINARY SHARES, IN PRIORITY TO ANY OTHER CLASSES & SHARE, AN AMOUNT PER SHARE HELD EQUAL TO THE SUBSCRIPTION PRICE FOR THE PREFERRED SHARES PLUS ACCRUED YET UNPAID DIVIDENDS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS PER SHARE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF PREFERRED ORDINARY SHARES PRO RATA TO THE AMOUNTS PAID UP ON THE PREFERRED ORDINARY SHARES); (2) SECONDLY, IN PAYING TO EACH OF THE HOLDERS OF A ORDINARY SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES EXCEPT THE PREFERRED ORDINARY SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE SUBSCRIPTION PRICE FOR THE A ORDINARY SHARES PLUS ACCRUED YET UNPAID DIVIDENDS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO SUCH AMOUNTS PER SHARE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE A ORDINARY SHARES PRO RATA TO THE AMOUNTS PAID UP ON THE A ORDINARY SHARES); AND (3) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS PRO RATA (AS IF THE SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF SHARES HELD, AND D) THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	3501573
	ORDINARY	Aggregate nominal value:	3501.573
Currency:	GBP		
Prescribed particulars			

A) THE RIGHT TO VOTE ON THE BASIS OF ONE VOTE ON A SHOW OF HANDS OR ONE VOTE PER SHARE HELD ON A POLL; B) THE RIGHT TO PARTICIPATE IN A DIVIDEND IN PROPORTION TO THE NUMBER OF SHARES HELD; C) ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY AFTER PAYMENT OF ITS LIABILITIES OR ON THE SALE OF A CONTROLLING INTEREST IN THE COMPANY THE PROCEEDS SHALL BE APPLIED WHERE THE HOLDERS OF B ORDINARY SHARES (“B ORDS”) WOULD RECEIVE AN AMOUNT WHICH IS LESS THAN OR EQUAL TO THE AMOUNT THEY SUBSCRIBED IF THE NET PROCEEDS WERE DISTRIBUTED AMONGST THE HOLDERS OF SHARES PURSUANT TO D BELOW, AS: (I) FIRST, THE NET PROCEEDS SHALL BE DISTRIBUTED TO THE PREFERENCE (“PREF”) , A ORDINARY (“A ORDS”) AND ORDINARY (“ORDS”) SHAREHOLDERS £100 ON A PRO-RATA BASIS TO THE NUMBER OF SHARES HELD; AND TO THE B ORDS SHAREHOLDERS THE BALANCE ALLOCATED AMONGST THE HOLDERS SUCH THAT EACH RECEIVES FOR EACH B ORDS SHARE HELD ITS ISSUE PRICE, PROVIDING THAT, WHERE THERE ARE INSUFFICIENT NET PROCEEDS TO PAY THE AMOUNTS UNDER THIS PROVISION, THE NET PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EACH CLASS PRO-RATA TO THE AMOUNT THEY WOULD OTHERWISE HAVE RECEIVED UNDER THIS PROVISION; THEN (II) SECOND, THE BALANCE (IF ANY) OF THE NET PROCEEDS SHALL BE DISTRIBUTED TO THE B ORDS, A ORDS AND ORDS SHAREHOLDERS £100 ON A PRO-RATA BASIS TO THE NUMBER OF SHARES HELD; AND TO THE PREF SHAREHOLDERS THE BALANCE SUCH THAT EACH RECEIVES FOR EACH PREF SHARE HELD THE PREFERRED AMOUNT OF THAT PREF SHARE, PROVIDING THAT, WHERE THERE IS AN INSUFFICIENT TO PAY THE AMOUNTS UNDER THIS PROVISION, THE BALANCE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EACH CLASS PRO-RATA TO THE AMOUNT THEY WOULD OTHERWISE HAVE RECEIVED UNDER THIS PROVISION; THEN (III) THIRD, THE BALANCE (IF ANY) OF THE NET PROCEEDS SHALL BE DISTRIBUTED TO THE B ORDS, PREF AND ORDS SHAREHOLDERS £100 ON A PRO-RATA BASIS TO THE NUMBER OF B ORDS, PREF AND ORDS SHARES HELD AND TO THE A ORDS SHAREHOLDERS THE BALANCE SUCH THAT EACH HOLDER RECEIVES FOR EACH A ORDS SHARE HELD THE PREFERENCE AMOUNT OF THAT A ORDS, PROVIDING THAT, WHERE THERE IS AN INSUFFICIENT BALANCE TO PAY THE AMOUNTS UNDER THIS PROVISION, SAID BALANCE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EACH CLASS PRO-RATA TO THE AMOUNT THEY WOULD OTHERWISE HAVE RECEIVED UNDER THIS PROVISION; AND (IV) THEREAFTER, THE BALANCE (IF ANY) SHALL BE DISTRIBUTED AS TO 0.0001% IN AGGREGATE TO THE HOLDERS OF THE B ORDS PRO-RATA TO THE NUMBER OF B ORDS HELD BY THEM & 99.9999% IN AGGREGATE TO THE HOLDERS OF THE PREF, A ORDS & ORDS ON A PRO-RATA BASIS TO THE NUMBER OF SUCH SHARES HELD BY THEM AS IF THEY

CONSTITUTED ONE CLASS OF SHARE IMMEDIATELY PRIOR TO THE COMMENCEMENT OF THE WINDING UP (IN THE CASE OF A WINDING UP) OR THE RETURN OF CAPITAL OR SALE OF SHARES (IN ANY OTHER CASE); D) SAVE WHERE THE PREVIOUS POSITION APPLIES, THE NET PROCEEDS SHALL BE DISTRIBUTED AS FOLLOWS: (1) IN PAYING TO EACH OF THE PEF SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARE, AN AMOUNT PER SHARE EQUAL TO THE SUBSCRIPTION PRICE FOR THE PEF SHARES PLUS ACCRUED YET UNPAID DIVIDENDS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS PER SHARE, THE SURPLUS SHALL BE DISTRIBUTED TO THE PEF HOLDERS PRO-RATA TO THE AMOUNTS PAID UP ON THE PEF SHARES); (2) IN PAYING TO EACH OF THE HOLDERS OF A ORDS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES EXCEPT THE PEF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE SUBSCRIPTION PRICE FOR THE A ORDS PLUS ACCRUED YET UNPAID DIVIDENDS (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO SUCH AMOUNTS PER SHARE, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE A ORDS PRO-RATA TO THE AMOUNTS PAID UP ON THE A ORDS); AND (3) BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS PRO-RATA (AS IF THE SHARES CONSTITUTED THE SAME CLASS) TO THE NUMBER OF SHARES HELD. E) SHARES ARE NOT REDEEMABLE

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	50286098
		Total aggregate nominal value:	50286.098
		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.