In accordance with Section 555 of the Companies Act 2006.

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online. Please go to www.companieshouse.gov.uk

✓ What this form is for You may use this form to give notice of shares allotted following incorporation. What this form is NOT for You cannot use this form to a notice of shares taken by sub on formation of the company for an allotment of a new clashares by an unlimited comp



A16 05/12/2014

#264

	Company deta	ils				_	
ompany number	8 8 5 2 5 0 3					→ Filling in this form Please complete in typescript or in	
ompany name in full	Fuel 3D Techno	ologies Limited			bold black capitals. All fields are mandatory unless		
			******			specified or in	dicated by *
	Allotment date				_		
rom Date					Allotment date If all shares were allotted on the		
o Date	^d 2 ^d 8 ^m 1	^m 1 ^y 2	^y 0 ^y 1 ^y 4			same day ente 'from date' bo allotted over a	ere that date in the ox. If shares were a period of time, n 'from date' and 'to
	Shares allotted						
	Please give details (Please use a conti		ted, including bonu cessary.)	s shares.		Currency If currency de completed we is in pound st	will assume current
Class of shares (E.g. Ordinary/Preference et	rc.)	Currency 2	Number of shares allotted	Nominal value of each share	(inch prem	Amount paid (including share premium) on each share each share	
Ordinary		£	664,577	0.001	£5.6	6667	0
			tly paid up otherwis e shares were allotte		se	Continuation Please use a conecessary.	n page ontinuation page if
Details of non-cash consideration.							
f a PLC, please attach valuation report (if appropriate)							

	Return of allotme	nt of shares				
	Statement of ca	 pital				
	Section 4 (also Sec	<u>-</u>	if appropriate) should refi return.	ect the		
4	Statement of ca	pital (Share capital	in pound sterling (£))		
		ech class of shares held ection 4 and then go t	in pound sterling. If all you Section 7.	our	<u>-</u> .	
Class of shares (E.g. Ordinary/Preference etc	:.)	Amount paid up on each share	Amount (if any) unpaid on each share •	Number of shar	res 0	Aggregate nominal value 🕄
X Preferred		£0.001	0	591,104		£ 591.10
Y Preferred		£0.001	0	355,545		£ 355.55
Z Preferred	· · · · · ·	£0.001	0	190,771		£ 190.77
Ordinary		£0.001	0	200,000		£ 200.00
· · · · · · · · · · · · · · · · · · ·		·	Totals	see cont.	sheet	£
5	Statement of ca	pital (Share capital	in other currencies)			<u> </u>
Please complete the ta Please complete a sep		ny class of shares held i urrency.	n other currencies.			
Currency	,					
Class of shares (E.g. Ordinary / Preference et	c.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shar	es 🛭	Aggregate nominal value €
					·	
			Totals			
Currency		<u>-</u>				
Class of shares (E.g. Ordinary/Preference etc	.)	Amount paid up on each share	Amount (if any) unpaid on each share •	Number of shar	es ②	Aggregate nominal value €
			Totals			
6	Statement of ca	pital (Totals)				
	Please give the total issued share capital.		total aggregate nominal	value of	Please li	ggregate nominal value ist total aggregate values in
otal number of shares						t currencies separately. For e: £100 + €100 + \$10 etc.
otal aggregate						
• Including both the noming share premium. • Total number of issued s	·	9 E.g. Number of shares iss nominal value of each sh	are. Plea	ntinuation Page ase use a Statem e if necessary.		tal continuation

SH01

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page Return of allotment of shares

Stateme	nt of	capital
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ırrency				
ass of shares .g. Ordinary/preference etc.)	Amount paid up on each share •	Amount (if any) unpaid on each share •	Number of shares ②	Aggregate nominal value
Ordinary	£1.00	0	1,600,000	£1,600.00
Ordinary	£5.6667	0	664,577	£664.58
				<u> </u>
<u> </u>				
·				
·				
		Total	3,601,997	£3602.00
ncluding both the nominal value and a share premium.	ny E.g. Number of shares nominal value of each			
Total number of issued shares in this class.				

SH01 Return of allotment of shares

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5 .	• Prescribed particulars of rights attached to shares The particulars are:
Class of share	X Preferred, Y Preferred and Z Preferred shares	a particulars of any voting rights,
Prescribed particulars •	Please see continuation sheet	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 and any terms or conditions relating
Class of share	Ordinary Shares	to redemption of these shares. A separate table must be used for
Prescribed particulars •	Please see continuation sheet	each class of share. Continuation page Please use a Statement of Capital continuation page if necessary.
Class of share	Deferred Shares	
Prescribed particulars	Please see continuation sheet	
8	Signature	
Signature	I am signing this form on behalf of the company. Signature This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver, Receiver manager, CIC manager.	 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. Person authorised Under either section 270 or 274 of the Companies Act 2006.

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Return of allotment of shares

7

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

X Preferred, Y Preferred, Z Preferred Shares

Prescribed particulars

X Preferred, Y Preferred, Z Preferred: voting rights

- 1. Each Preferred Share will entitle its holder to receive notice of and attend any general meeting of the Company and to receive a copy of a proposed written resolution but, subject to paragraph 2 below, will not entitle the holder to vote upon or agree to any resolution other than:
- (a) a resolution for winding up the Company or reducing its share capital; or
- (b) a resolution directly or adversely varying or abrogating any of the special rights attached to the Preferred Shares; or
- (c) only at the time where a Preferred Shareholder Voting Condition applies, in relation to any matters affecting any distribution to Shareholders or a return of capital, in addition to the rights set out in paragraph 2.
- 2. In circumstances where a Preferred Shareholder Voting Condition applies, and only for so long as such Preferred Shareholder Voting Condition applies, the Preferred Shares shall be entitled to cause the Company to take such steps as are reasonably necessary to pay the balance of any outstanding Preferred Shares Amount by the Preferred Shares having the right to appoint such directors to the board as they (in their discretion) think fit and having in aggregate, such number of votes as is not less than 75% (seventy five per cent) of the aggregate voting rights of the Shares of the Company, such voting rights being held by the Preferred Shareholders pro-rata to their holding of Preferred Shares, with each Preferred Share entitling its holder to:
- (a) receive notice of, attend and vote at any general meeting of the Company; and
- (b) receive copies of and agree to a proposed written resolution.

3. Definitions

A "Preferred Shareholder Voting Condition" shall be the ongoing situation or circumstance where the Preferred Shares Amount is due but has not yet been paid after a 60 day period.

"Preferred Shares Amount" means the amount that is equal to 40% of the Capital Value, but subject always to (i) a cap of £4,000,000 less any Staged Redemption Payments that have been made to the Preferred Shareholders; and (ii) a floor of £2,000,000 less any

SH01 - continuation page ② Return of allotment of shares

	Statement of capital (Prescribed particulars of rights attached to sh
Class of share	
Prescribed particulars	Staged Redemption Payments that have been made.
	"Capital Value" means the amount, that represents:
	(a) in the event of a Listing or a Financing the aggregate market value of all of the Ordinary Shares of the Company allotted or in issue immediately prior to the time of Listing or Financing: (i) assuming that there have been exercised in full all rights of any person (whether or not yet exercisable) to call for the allotment or issue of share capital of the Company; (ii) excluding any new shares which are to be or have been newly subscribed in order to raise additional capital as part of the Listing or Financing, determined by reference to the price at which the Shares that are the subject of the Listing are to be issued or (as appropriate) placed or, in the case of an offer for sale by tender, by reference to the applicable striking price, as part of the Listing arrangements and, in the case of a Financing, the average price for which Ordinary Shares are issued and allotted fully paid determined by reference to the aggregate capital raised by the issue of such Ordinary Shares divided by the aggregate number of shares issued in such financing rounds;
	(b) in the event of a Share Sale, the product of P x N - C (appropriately adjusted where different prices are to be paid for different classes of share) where (i) P ≈ the aggregate price per share payable at the time of the Share Sale for the shares which are the subject of the Share Sale including the value of any consideration then satisfied otherwise than in cash;
	consideration then satisfied otherwise than in bash,

In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

7

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

Prescribed particulars

- (ii) N = the total number of Shares of the Company allotted or in issue at the time of the Share Sale assuming for these purposes that there have been exercised in full all rights of any person (whether or not yet exercisable) to call for the allotment or issue of share capital of the Company and that any conversions of Shares that may be required under paragraph 7 below have not yet taken place; and (iii) C = the aggregate costs and expenses incurred in relation to the Share Sale;
- (c) in the event of a distribution of assets on a winding up or other return of capital, the value of the assets then to be distributed to the holders of Shares; and
- (d) in the event of an Asset Sale, the amount of cash and the fair value of any securities or other property received by the Shareholders after the Asset Sale pursuant to a winding up or other return of capital in accordance with paragraph (c) above net of expenses and liabilities of the Company that the Company would be obliged to provide for on a winding up of the Company, provided that if no winding up, or other distribution of the net proceeds of the Asset Sale has taken place within six months of the Asset Sale, then such net proceeds shall be deemed to be the Capital Value in respect of the Asset Sale.

"Listing" means the successful application for admission of any of the share capital of the Company to the Official List of the Financial Conduct Authority and to trading on London Stock Exchange plc's market for listed securities, or a successful application for admission to trading of such Shares on any other investment exchange, which has in any such case been approved by the Ordinary Shareholders.

"Financing" means, after 30 November 2014, an issue or issues of Ordinary Shares for which the aggregate subscriptions received by the Company are in excess of £3,000,000 and which are issued and allotted fully paid at an average amount of not less than the issue price for Ordinary Shares in any Second Financing Round, and "Second Financing Round" means an issue of Ordinary Shares that is made after 31 March 2014 but before 30 November 2014 pursuant to which the Company receives subscriptions that are at least £1,000,000 in aggregate.

"Share Sale" means the sale of any Ordinary Shares to any person pursuant to a transaction or series of transactions resulting in that person together with any connected persons or person acting in concert (as defined in the City Code on Takeovers and Mergers) holding a Controlling Interest in the Company, and persons who are

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Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

Prescribed particulars

Shareholders at the date of these Articles shall not be deemed to be acting in concert with each other.

"Asset Sale" means a sale of all or substantially all of the Company's or its Associated Undertakings' (if any) business associated with the development of 3D imaging technology or any of the assets and undertakings necessary to operate such business that are in one or a series of related transactions.

"Staged Redemption Payments" means amounts that will fall due to be made to the Preferred Shareholders in the equal payments of £500,000 per annum commencing in the Financial Year that ends on 31 January 2018 and in each Financial Year thereafter provided that no payments will be made in respect of any Financial Year if: (a) a Capital Event has occurred and the Preferred Shares Amount has been paid in full; or (b) the Company does not have Sufficient Cash Resources, and subject always to a cap of: (i) if no capital event has occurred, aggregate Staged Redemption Payments in an amount not exceeding £4,000,000; and (ii) if a Capital Event has occurred which has not satisfied the Preferred Shares Amount in full, aggregate Staged Redemption Payments of no greater than the outstanding Preferred Shares Amount less the aggregate of any payments previously paid in respect of the Preferred Shares.

"Sufficient Cash Resources" means an amount that shall be determined as meaning that the Company shall have minimum retained reserves of at least £2,000,000 (two million pounds) pre-distribution.

Preferred, Y Preferred, Z Preferred: distribution rights

4. The holders of X Preferred Shares, the Y Preferred Shares and Z Preferred Shares shall have no entitlement to receive any distribution of profits in respect of their X Preferred Shares, the Y Preferred Shares or Z Preferred Shares other than pursuant to a Capital Event or any Staged Redemption Payment.

Waterfall

5. On the occurrence of a Capital Event, but subject always to the satisfaction by the Company of any Indemnity Claim that may arise, the Preferred Shareholders will be entitled to be paid, within 30 days of determination, their proportionate share (determined in

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Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

Prescribed particulars

accordance with the provisions of this paragraph) of any Staged Redemption Payments and/or the Preferred Shares Amount. The determination of payments that may fall due to the Preferred Shares set out in this clause (the "Waterfall") will apply to the aggregate of all sums paid or that may fall due to be paid to the holders of the Preferred Shares upon a Capital Event or Staged Redemption Payment(s) in proportion to the relevant number of Preferred Shares held by the Shareholders in respect thereof. Monies to be paid to the Preferred Shareholders shall be applied in the following manner and order of priority:

- (a) first, in paying to the holders of the X Preferred Shares the aggregate amount of £591,104 (five hundred and ninety one thousand one hundred and four pounds), to be paid to the X Preferred Shareholders equally and pro rata to the number of X Preferred Shares held by them upon the Capital Event or at the time that any Staged Redemption Payment becomes due to be paid; (b) second in paying to the holders of the Y Preferred Shares the aggregate amount equal to the Y Preferred Share Amount to be paid to the Y Preferred Shareholders equally and pro rata to the number of Y Preferred Shares held by them upon the Capital Event or at the time that any Staged Redemption Payment becomes due
- (c) third, the balance of Preferred Share Amount shall be paid to the holders of the Z Preferred Shares pro rata to the number of Z Preferred Shares respectively held by them,

thereafter, all monies are available to the holders of the Ordinary Shares of the Company.

- "Y Preferred Shares Amount" means an amount equal to £355,545 increasing on a running balance basis at a rate of Barclays Base Rate plus 5%, compounding monthly, as from 20 January 2014 and reduced by any payments made to the holders of the Y Preferred Shares.
- 6. Following satisfaction in full of any amount due pursuant to the preceding sub-clause of the Waterfall, no further sums shall be or become payable on the relevant class of Preferred Share.

Conversion to Deferred Shares

7. Following the payment of any Preferred Shares Amount or any Staged Redemption Payment to the Preferred Shareholders, such number of that class of Preferred Shares as is equal to the proportion of Preferred Shares of any class that have or would be deemed to have received a return expressed as a proportion of the In accordance with Section 555 of the Companies Act 2006.

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Return of allotment of shares

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

Prescribed particulars

relevant class of Preferred Shares then in issue shall be converted into Deferred Shares, such conversion taking place automatically and without further resolution of the Board or the Company or any action being required of any of the Shareholders.

Capital Event

- 8. Upon any Capital Event the Capital Value shall be determined by agreement between the Board and those persons representing a majority of the Preferred Shareholders for the time being who shall, for the purposes of this paragraph, appoint a person to act as the representative of the majority of the Preferred Shareholders (the "Preferred Shareholders' Representative"). If the Board and the Preferred Shareholders' Representative, do not agree the Capital Value or if there is a unresolved dispute in relation to the Capital Value (each a "Dispute"), then the Company and the Preferred Shareholders' Representative shall request that the Appraiser deliver its written report as to the Capital Value (the "Appraiser's Report") to the Company and the Preferred Shareholders' Representative within 10 days from selection of the Appraiser. The Appraiser shall be appointed on the basis of Articles 29.10 and 29.11 and be deemed to act as an expert and not as an arbitrator. The Appraiser's determination shall be final and binding in the absence of manifest error.
- 9. Upon any Capital Event the Capital Value shall be determined by agreement between the Board and those persons representing a majority of the Preferred Shareholders for the time being who shall, for the purposes of this paragraph, appoint a person to act as the representative of the majority of the Preferred Shareholders (the "Preferred Shareholders' Representative"). If the Board and the Preferred Shareholders' Representative, do not agree the Capital Value or if there is a unresolved dispute in relation to the Capital Value (each a "Dispute"), then the Company and the Preferred Shareholders' Representative shall request that the Appraiser deliver its written report as to the Capital Value (the "Appraiser's Report") to the Company and the Preferred Shareholders' Representative within 10 days from selection of the Appraiser. The Appraiser shall be appointed on the basis of Articles 29.10 and 29.11 and be deemed to act as an expert and not as an arbitrator. The Appraiser's determination shall be final and binding in the absence of manifest error.

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Return of allotment of shares

7

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

Prescribed particulars

- 10. The terms of engagement of the Appraiser (including without limitation its fees and costs and any limitations on liability, but not the terms of determination of Capital Value, which shall be in accordance with the provisions of these articles) shall be such reasonable commercial terms as shall:
- (a) take into account the relevant provisions of these Articles and the purpose for which the Appraiser is to be appointed; and
- (b) be agreed between the Appraiser, the Board and the person representing the majority of the Preferred Shares.

Income

11. The Preferred Shareholders and the Deferred Shareholders will not be entitled to receive any dividend.

Capital

- 12. On a winding up of the Company or on a reduction or return of capital, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of the winding up or reduction or return of capital will be applied in the following manner and order of priority:
- (a) first, in paying any amount that may be due pursuant to the waterfall set out in paragraph 5 above;
- (b) second, in paying the sum of £50,000,000 to the Ordinary Shareholders pro-rata to their holding of Ordinary Shares;
- (c) third, in paying the sum of £1.00 to the Deferred Shareholders pro-rata to their holding of Deferred Shares; and
- (d) finally, the balance shall be paid to the Ordinary Shareholders pro-rata to their holding of Ordinary Shares.

X Preferred, Y Preferred, Z Preferred: redemption

Redemption of Preferred Shares

13. If any Preferred Shares remain in issue at the time that a Listing takes effect, the Company shall redeem all remaining Preferred Shares that are in issue within 60 days of the date of such Listing upon such date as the Directors may determine having regard to receipt by the Company of the proceeds of such Listing (the "Redemption Date").

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Return of allotment of shares

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

Prescribed particulars

- 14. On the Redemption Date the relevant Preferred Shareholder shall deliver to the Company at its registered office the certificates for the Preferred Shares held by it or an indemnity in such terms as the directors of the Company may reasonably determine in the event such certificates have been lost, stolen or destroyed and, upon such delivery, the Company shall pay to such holder (or, in the case of joint holders, to the holder whose name stands first in the register of members in respect of such Shares) the of the greater of: (a) the subscription price; and
- (b) any amount that may be due and outstanding or may otherwise become due to the respective Preferred Shareholders pursuant to the Waterfall (including any outstanding Preferred Shares Amount, which shall include any accrued and outstanding Y Preferred Shares Amount),

in respect of each Preferred Share.

- 15. The receipt of the registered holder (or, in the case of joint holders, the holder whose name stands first in the register of members) for the time being of any Preferred Shares being redeemed for the monies payable on redemption of such Shares shall constitute an absolute discharge to the Company in respect thereof.
- 16. Subject to the Act, and provided it is a private company, the Company shall be authorised to make a payment in respect of the redemption or purchase of any of its own Shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of Shares.

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Return of allotment of shares

7	

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share

Ordinary Shares

Prescribed particulars

Ordinary Shares: voting rights

- 17. Subject to the rights of the Preferred Shareholders referred to in paragraphs 1 and 2 above, each Ordinary Share will entitle its holder to:
- (a) receive notice of, attend and vote at any general meeting of the Company;
- (b) receive copies of and agree to a proposed written resolution;
- (c) subject to paragraph 2 above, cast one vote in respect of each Ordinary Share held.

Ordinary Shares: distribution rights

Income

- 18. The holders of the Ordinary Shares shall have no entitlement to receive any distribution of profits in respect of their Shares for so long as any Preferred Shares remain in issue. The Company may only pay dividends once all Preferred Shares have been converted into Deferred Shares or otherwise redeemed, repaid or cancelled by the Company.
- 19. Subject to paragraph 18, each Ordinary Share is entitled to participate pari passu in any dividend distribution.

Capital

- 20. On a winding up of the Company or on a reduction or return of capital, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of the winding up or reduction or return of capital will be applied in the following manner and order of priority:
- (a) first, in paying any amount that may be due pursuant to the waterfall set out in paragraph 5 above;
- (b) second, in paying the sum of £50,000,000 to the Ordinary Shareholders pro-rata to their holding of Ordinary Shares;
- (c) third, in paying the sum of £1.00 to the Deferred Shareholders pro-rata to their holding of Deferred Shares; and
- (d) finally, the balance shall be paid to the Ordinary Shareholders pro-rata to their holding of Ordinary Shares.

Deferred Shares: voting rights 21. The Deferred Shares shall not be entitled to: (a) receive notice of, attend and vote at any general meeting of the Company; nor (b) receive copies of and agree to a proposed written resolution; nor (c) appoint any Director to the Board. Deferred Shares: distribution rights Income 22. The holders of Deferred Shares shall have no entitlement to receive any dividend and shall have no right to receive any distribution of profits in respect of their Deferred Shares other than pursuant to paragraph 23 below (return of capital). Capital 23. On a winding up of the Company or on a reduction or return of capital, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of the winding up or reduction or return of capital will be applied in the following manner and order of priority: (a) first, in paying any amount that may be due pursuant to the waterfall set out in paragraph 5 above; (b) second, in paying the sum of £50,000,000 to the Ordinary
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capital, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of the winding up or reduction or return of capital will be applied in the following manner and order of priority: (a) first, in paying any amount that may be due pursuant to the waterfall set out in paragraph 5 above; (b) second, in paying the sum of £50,000,000 to the Ordinary
waterfall set out in paragraph 5 above; (b) second, in paying the sum of £50,000,000 to the Ordinary
Shareholders pro-rata to their holding of Ordinary Shares; (c) third, in paying the sum of £1.00 to the Deferred Shareholders pro-rata to their holding of Deferred Shares; and (d) finally, the balance shall be paid to the Ordinary Shareholders pro-rata to their holding of Ordinary Shares.

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 Fiona Young
Company name Fuel 3D
Address Unit 2, Douglas Court, Seymour Business
Park
Post town Chinnor
County/Region Oxon
Postcode OX394HA
Country England
DX
Telephone 0844 870 8659

✓ 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 appropriate 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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

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