

**Return of Allotment of Shares**Company Name: **SUNNYMARCH HOLDINGS LIMITED**Company Number: **09084884**Received for filing in Electronic Format on the: **29/09/2021**

XAE1P363

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	27/08/2021	

Class of Shares:	PREFERRED	Number allotted	19800
Currency:	GBP	Nominal value of each share	0.001
		Amount paid:	45.4545
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	GROWTH	Number allotted	14422
Currency:	GBP	Nominal value of each share	0.001
		Amount paid:	0.001
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	97350
Currency:	GBP	Aggregate nominal value:	97.35
Prescribed particulars			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS AND RIGHTS TO DIVIDENDS. ON A LIQUIDATION OR RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), ON A SHARE SALE WHICH WILL RESULT IN A CHANGE OF CONTROL OR ACQUISITION OF A CONTROLLING INTEREST IN THE COMPANY (EXCEPT WHERE FOLLOWING COMPLETION, THE SHAREHOLDERS AND THE PROPORTION OF SHARES HELD BY EACH OF THEM ARE THE SAME AS IMMEDIATELY PRIOR TO THE SALE) OR ON AN ASSET SALE THE SURPLUS ASSETS LESS LIABILITIES SHALL BE APPLIED: A) FIRST, TO THE HOLDERS OF DEFERRED SHARES A TOTAL OF ONE PENNY; B) SECOND, TO THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE AGGREGATE OF (1)(I) THE AGGREGATE AMOUNT PAID UP OR CREDITED FOR THE PREFERRED SHARES AND (II) THE AGGREGATE AMOUNT PAID FOR THE PREFERRED SHARES PURCHASED ON OR PRIOR TO DATE OF ADOPTION OF THE ARTICLES BY WAY OF TRANSFER AND (2) A SUM EQUAL TO 8% OF THE AGGREGATE AMOUNT PAID UP OR CREDITED FOR THE PREFERRED SHARES HELD BY THE HOLDER ACCRUING ANNUALLY FROM DATE OF THE SUBSCRIPTION/ACQUISITION AND (3) THE AGGREGATE AMOUNT PAID FOR THE PREFERRED SHARES PURCHASED FROM THE FOUNDERS (TOGETHER, THE PREFERRED AMOUNT). IF REMAINING SURPLUS ASSETS ARE LESS THAN THE PREFERRED AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF PREFERRED SHARES IN PROPORTION TO THE PERCENTAGE HELD BY THEM; C) THIRD, IN PAYING THE HOLDERS OF ORDINARY SHARES IN PROPORTION TO THE PERCENTAGE HELD BY THEM, THE PREFERRED AMOUNT. IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE PREFERRED AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE PERCENTAGE HELD BY THEM. THE MAXIMUM AMOUNT PAID TO THE HOLDERS OF ORDINARY SHARES SHALL WHEN AGGREGATED WITH THE SUMS PAID AT A) AND B) EQUAL £6,980,000; D) FOURTH, IN PAYING AN AGGREGATE AMOUNT EQUAL TO £6,980,000 MINUS THE AMOUNTS DISTRIBUTED UNDER A), B) AND C) TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES PARI PASSU AS IF ONE CLASS OF SHARE IN PROPORTION TO THE PERCENTAGE OF SUCH SHARES HELD BY THEM; AND E) FIFTH, IN PAYING THE AMOUNT OF SURPLUS ASSETS IN EXCESS OF £6,980,000 TO HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES, PREFERRED SHARES AND GROWTH SHARES PARI PASSU AS IF ONE CLASS OF SHARE IN THE FOLLOWING PROPORTIONS: (I) THE PREFERRED PERCENTAGE (BEING (1) FOR HOLDERS OF PREFERRED SHARES, THE PERCENTAGE OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES HELD BY THEM REPRESENTED BY THE NUMBER OF THAT SHAREHOLDER'S PREFERRED SHARES OR (2) FOR HOLDERS OF ORDINARY B SHARES, THE PERCENTAGE

OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES HELD BY THEM REPRESENTED BY THE NUMBER OF THAT SHAREHOLDER'S ORDINARY B SHARES OR (3) FOR HOLDS OF A ORDINARY SHARES THE PERCETAGE OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES HELD BY THEM REPRESENTED BY THE NUMBER OF THAT SHAREHOLDER'S A ORDINARY SHARES) TO (1) THE HOLDERS OF THE PREFERED SHARES (OR AFTER CONVERSION, A ORDINARY SHARES) AND (2) ORDINARY B SHARES (AFTER CONVERSION, A ORDINARY SHARES); AND (II) THE BALANCE TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES, PREFERRED SHARES AND GROWTH SHARES IN PROPORTION TO THE PERCENTAGE OF THOSE SHARES HELD BY THEM. ANY HOLDER OF PREFERRED SHARES AND ORDINARY B SHARES SHALL BE ENTITLED, BY WRITTEN NOTICE TO THE COMPANY TO CONVERT SUCH SHARES INTO A ORDINARY SHARES ON DATE OF NOTICE OR ON COMPLETION OF CONDITIONS STIPULATED IN SUCH NOTICE (THE CONVERSION DATE) ON THE BASIS OF ONE A ORDINARY SHARE FOR EACH PREFERRED SHARE AND EACH ORDINARY B SHARE HELD (CONVERSION RATE). ALL FULLY PAID PREFERRED SHARES AND ORDINARY B SHARES AUTOMATICALLY CONVERT INTO A ORDINARY SHARES ON THE DATE OF NOTICE BY ANTON DIRECTOR OR IPO. ON THE CONVERSION DATE, SUCH HOLDERS SHALL BE PAID A DIVIDEND ATTACHING TO THOSE SHARES TO THE CONVERSION DATE.

Class of Shares:	PREFERRED	Number allotted	32450
Currency:	GBP	Aggregate nominal value:	32.45
Prescribed particulars			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS AND RIGHTS TO DIVIDENDS. ON A LIQUIDATION OR RETURN OF CAPITAL (OTHER THAN A CONVERSION/REDEMPTION/ PURCHASE OF SHARES), ON A SHARE SALE WHICH WILL RESULT IN A CHANGE OF CONTROL OR THE ACQUISITION OF CONTROLLING INTEREST (EXCEPT WHERE FOLLOWING COMPLETION, THE SHAREHOLDERS AND THE PROPORTION OF SHARES HELD BY EACH OF THEM ARE THE SAME) OR ON AN ASSET SALE (WHERE LAWFULLY PERMITTED) THE SURPLUS ASSETS LESS LIABILITIES SHALL BE APPLIED: A) FIRST, TO THE HOLDERS OF DEFERRED SHARES A TOTAL OF ONE PENNY; B) SECOND, TO THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE AGGREGATE OF (1)(I) THE AGGREGATE AMOUNT PAID UP/CREDITED FOR THE PREFERRED SHARES HELD BY THE HOLDER AND (II) THE AGGREGATE AMOUNT PAID FOR THE REFERRED SHARES PURCHASED ON OR PRIOR TO ADOPTION OF THE ARTICLES BY WAY OF TRANSFER AND (2) 8% OF THE AGGREGATE AMOUNT PAID UP/CREDITED FOR THE PREFERRED SHARES HELD BY THE HOLDER ACCURING ANNUALLY FROM DATE OF SUBSCRIPTION/ACQUISITION AND (3) THE AGGREGATE AMOUNT PAID FOR THE PREFERRED SHARES PURCHASED FROM THE FOUNDERS (THE PREFERRED AMOUNT). IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE PREFERRED AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF PREFERRED SHARES IN PROPORTION TO THE PERCENTAGE HELD; C) THIRD, IN PAYING THE HOLDERS OF ORDINARY SHARES IN PROPORTION TO THE PERCENTAGE HELD, THE PREFERRED AMOUNT. IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE PREFERRED AMOUNT, THEY SHALL BE DISTRIBUTED TO THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE PERCENTAGE HELD. THE MAXIMUM PAID TO HOLDERS OF ORDINARY SHARES SHALL AGGREGATED WITH SUMS PAID AT A) AND B) EQUAL £6,980,000; D) FOURTH, IN PAYING AN AGGREGATE AMOUNT EQUAL TO £6,980,000 MINUS THE AMOUNTS DISTRIBUTED UNDER A), B) AND C) TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES PARI PASSU IN PROPORTION TO THE PERCENTAGE OF SUCH SHARES HELD; AND E) FIFTH, IN PAYING THE AMOUNT OF SURPLUS ASSETS IN EXCESS OF £6,980,000 TO HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES, PREFERRED SHARES AND GROWTH SHARES PARI PASSU IN THE FOLLOWING PROPORTIONS: (I) THE PREFERRED PERCENTAGE (BEING (1) FOR HOLDERS OF PREFERRED SHARES, THE PERCENTAGE OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES HELD REPRESENTED BY THE NUMBER OF THAT SHAREHOLDER'S PREFERRED SHARES OR (2) FOR HOLDERS OF ORDINARY B SHARES, THE PERCENTAGE OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES HELD REPRESENTED

BY THE NUMBER OF THAT SHAREHOLDER'S ORDINARY B SHARES OR (3) FOR HOLDERS OF A ORDINARY SHARES THE PERCENTAGE OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES HELD REPRESENTED BY THE NUMBER OF THAT SHAREHOLDER'S A ORDINARY SHARES) TO (1) THE HOLDERS OF THE PREFERED SHARES (OR AFTER CONVERSION, A ORDINARY SHARES) AND (2) ORDINARY B SHARES (OR AFTER CONVERSION, A ORDINARY SHARES); AND (II) THE BALANCE TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES, PREFERRED SHARES AND GROWTH SHARES IN PROPORTION TO THE PERCENTAGE OF THOSE SHARES HELD. ANY HOLDER OF PREFERRED SHARES AND ORDINARY B SHARES ARE ENTITLED, ON WRITTEN NOTICE TO CONVERT SUCH SHARES INTO A ORDINARY SHARES ON DATE OF NOTICE/ON COMPLETION OF CONDITIONS STIPULATED IN SUCH NOTICE (THE CONVERSION DATE) ON THE BASIS OF ONE A ORDINARY SHARE FOR EACH PREFERRED SHARE AND EACH ORDINARY B SHARE HELD (CONVERSION RATE). ALL FULLY PAID PREFERRED SHARES AND ORDINARY B SHARES SHALL AUTOMATICALLY CONVERT INTO A ORDINARY SHARES ON DATE OF NOTICE OR IPO. ALL PREFERRED SHARES AND ORDINARY B SHARES AUTOMATICALLY CONVERT INTO A ORDINARY SHARES ON DATE OF NOTICE OR IPAND CARRY A DIVIDEND UP TO CONVERSION DATE ON CONSOLIDATION,SUBDIVISION AND/OR ALLOTMENT OF A ORDINARY SHARES PURSUANT TO CAPITALISATION OF PROFITS,CONVERSION RATIO MAY BE ADJUSTED BY BOARD TO MAINTAIN RIGHT TO CONVERT IN NO BETTER OR WORSE POSITION

Class of Shares:	GROWTH	Number allotted	14422
Currency:	GBP	Aggregate nominal value:	14.42
Prescribed particulars			

THE SHARES HAVE NO VOTING OR DIVIDEND RIGHTS ATTACHED TO THEM. ON A LIQUIDATION OR RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) , ON A SHARE SALE WHICH WILL RESULT IN A CHANGE OF CONTROL OR THE ACQUISITION OF A CONTROLLING INTEREST IN THE COMPANY (EXCEPT WHERE FOLLOWING COMPLETION, THE SHAREHOLDERS AND THE PROPORTION OF SHARES HELD BY EACH OF THEM ARE THE SAME AS THE SHAREHOLDERS AND SHAREHOLDINGS IMMEDIATELY PRIOR TO THE SALE) OR ON AN ASSET SALE (WHERE LAWFULLY PERMITTED) THE SURPLUS ASSETS LESS LIABILITIES SHALL BE APPLIED: A) FIRST, TO THE HOLDERS OF DEFERRED SHARES A TOTAL OF ONE PENNY; B) SECOND, TO THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE AGGREGATE OF (1)(I) THE AGGREGATE AMOUNT PAID UP OR CREDITED AS SUCH FOR THE PREFERRED SHARES HELD BY THE HOLDER AND (II) THE AGGREGATE AMOUNT PAID FOR THE REFERRED SHARES PURCHASED ON OR PRIOR TO THE DATE OF ADOPTION OF THE ARTICLES BY WAY OF TRANSFER AND (2) A SUM EQUAL TO 8% OF THE AGGREGATE AMOUNT PAID UP OR CREDITED AS SUCH FOR THE PREFERRED SHARES HELD BY THE HOLDER ACCURING ANNUALLY FROM THE DATE OF THE SUBSCRIPTION OR ACQUISITION AND (3) THE AGGREGATE AMOUNT PAID FOR THE PREFERRED SHARES PURCHASED FROM THE FOUNDERS (TOGETHER, THE PREFERRED AMOUNT). IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE PREFERRED AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF PREFERRED SHARES IN PROPORTION TO THE PERCENTAGE HELD BY THEM. C) THIRD, IN PAYING THE HOLDERS OF ORDINARY SHARES IN PROPORTION TO THE PERCENTAGE HELD BY THEM, THE PREFERRED AMOUNT. IF THE REMAINIG SURPLUS ASSETS ARE LESS THAN THE PREFERRED AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE PERCENTAGE HELD BY THEM. THE MAXIMUM AMOUNT PAID TO THE HOLDERS OF ORDINARY SHARES SHALL WHEN AGGREGATED WITH THE SUMS PAID AT A) AND B) EQUAL £6,980,000; D) FOURTH, IN PAYING AN AGGREGATE AMOUNT EQUAL TO £6,980,000 MINUS THE AMOUNTS DISTRIBTUED UNDER A), B) AND C) TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES PARI PASSU AS IF ONE CLASS OF SHARE IN PROPORTION TO THE PERCENTAGE OF SUCH SHARES HELD BY THEM; AND E) FIFTH, IN PAYING THE AMOUNT OF SURPLUS ASSETS IN EXCESS OF £6,980,000 TO HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES, PREFERRED SHARES AND GROWTH SHARES PARI PASSU AS IF ONE CLASS OF SHARE IN THE FOLLOWING PROPORTIONS: (I) THE PREFERRED PERCENTAGE (BEING (1) FOR HOLDERS OF PREFERRED SHARES, THE PERCENTAGE OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES

AND PREFERRED SHARES HELD BY THEM REPRESENTED BY THE NUMBER OF THAT SHAREHOLDER'S PREFERRED SHARES OR (2) FOR HOLDERS OF ORDINARY B SHARES, THE PERCENTAGE OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES HELD BY THEM REPRESENTED BY THE NUMBER OF THAT SHAREHOLDER'S ORDINARY B SHARES OR (3) FOR HOLDS OF A ORDINARY SHARES THE PERCENTAGE OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES HELD BY THEM REPRESENTED BY THE NUMBER OF THAT SHAREHOLDER'S A ORDINARY SHARES) TO (1) THE HOLDERS OF THE PREFERED SHARES (OR AFTER CONVERSION, A ORDINARY SHARES) AND (2) ORDINARY B SHARES (OR AFTER CONVERSION, A ORDINARY SHARES); AND (II) THE BALANCE TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES, PREFERRED SHARES AND GROWTH SHARES IN PROPORTION TO THE PERCENTAGE OF THOSE SHARES HELD BY THEM. IF A HOLDER OF GROWTH SHARES BECOMES A LEAVER OR BAD LEAVER, THE GROWTH SHARE PERCENTAGE (MEANING 100% IN RESPECT OF BAD LEAVERS, 50% IN REPECT OF INTERMEDIATE LEAVERS OR IF A GOOD LEAVER, SUCH PERCENTAGE AS THE FOUNDERS MAY AGREE, BEING NO MORE THAN 50% DURING THE 5 YEARS FROM ADOPTION OF THE ARTICLES), THE GROWTH SHARES SHALL AUTOMATICALLY CONVERT TO DEFERRED SHARES ON THE DATE SUCH HOLDER BECOMES A LEAVER.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	144222
		Total aggregate nominal value:	144.22
		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.