

**Return of Allotment of Shares**Company Name: **BMC (UK) LIMITED**Company Number: **09170249**Received for filing in Electronic Format on the: **31/08/2023**

XCB2AAXD

Shares Allotted (including bonus shares)

| Date or period during which shares are allotted | From | To |
|--|-------------------|-------------------|
| | 03/08/2023 | 03/08/2023 |

| | | | |
|-------------------------|-------------------|-----------------------------|---------------|
| Class of Shares: | EC | Number allotted | 123750 |
| | PREFERENCE | Nominal value of each share | 0.0001 |
| Currency: | USD | Amount paid: | 0.0001 |
| | | Amount unpaid: | 0 |

No shares allotted other than for cash

Statement of Capital (Share Capital)

| | | | |
|-------------------------|-------------------|--------------------------|-----------------|
| Class of Shares: | EC | Number allotted | 1670575 |
| | PREFERENCE | Aggregate nominal value: | 167.0575 |

Currency: **USD**

Prescribed particulars

THE EC PREFERENCE SHARES DO NOT CARRY ANY VOTING RIGHTS. DIVIDENDS ARE PAID TO THE HOLDERS OF EC PREFERENCE SHARES AT A FIXED CUMULATIVE PREFERENTIAL RATE AGREED BY THE BOARD AND EACH EC PREFERENCE SHAREHOLDER ON THE ISSUE OF THE PREFERENCE SHARES. ON A RETURN OF CAPITAL ON LIQUIDATION, REDUCTION OF CAPITAL, OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY ARE FIRST PAID TO THE HOLDERS OF PREFERENCE SHARES AND EC PREFERENCE SHARES IN RESPECT OF ANY ACCRUED, BUT UNPAID, DIVIDENDS AND SECONDLY TO REDEM THE PREFERENCE SHARES AND EC PREFERENCE SHARES. THE COMPANY MAY REDDEM THE EC PREFERENCE SHARES AT THE SUBSCRIPTION PRICE TOGETHER WITH ANY ACCRUED INTERES BUT UNPAID DIVIDENDS. ALL OUTSTANDING EC PREFERENCE SHARES MUST BE REDEEMED ON A SALE OR INITIAL PUBLIC OFFERING.

| | | | |
|-------------------------|-----------------|--------------------------|---------------|
| Class of Shares: | ORDINARY | Number allotted | 490000 |
| | A | Aggregate nominal value: | 49 |

Currency: **USD**

Prescribed particulars

THE A ORDINARY SHARES ENTITLE THE HOLDERS OF A ORDINARY SHARES TO VOTE AT A GENERAL MEETING OF THE COMPANY. THE A ORDINARY SHARES DO NOT HAVE ANY RIGHTS TO RECEIVE DIVIDENDS UNTIL ALL PREFERENCE SHARES AND EC PREFERENCE SHARES HAVE BEEN REDEEMED. ON A RETURN OF CAPITAL ON LIQUIDATION, REDUCTION OF CAPITAL, OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY ARE ONLY PAYABLE TO THE HOLDERS OF A ORDINARY SHARES AFTER THE PREFERENCE SHARES AND EC PREFERENCE SHARES HAVE BEEN PAID ANY ACCRUED, BUT UNPAID, DIVIDENDS AND AFTER THE PREFERENCE SHARES AND EC PREFERENCE SHARES HAVE BEEN REDEEMED.

| | | | |
|-------------------------|------------------|--------------------------|---------------|
| Class of Shares: | ORDINARY- | Number allotted | 375000 |
| | B | Aggregate nominal value: | 37.5 |
| Currency: | USD | | |

Prescribed particulars

THE B ORDINARY SHARES ENTITLE THE HOLDERS OF A ORDINARY SHARES TO VOTE AT A GENERAL MEETING OF THE COMPANY. THE B ORDINARY SHARES DO NOT HAVE ANY RIGHTS TO RECEIVE DIVIDENDS UNTIL ALL PREFERENCE SHARES AND EC PREFERENCE SHARES HAVE BEEN REDEEMED. ON A RETURN OF CAPITAL ON LIQUIDATION, REDUCTION OF CAPITAL, OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY ARE ONLY PAYABLE TO THE HOLDERS OF B ORDINARY SHARES AFTER THE PREFERENCE SHARES AND EC PREFERENCE SHARES HAVE BEEN PAID ANY ACCRUED, BUT UNPAID, DIVIDENDS AND AFTER THE PREFERENCE SHARES AND EC PREFERENCE SHARES HAVE BEEN REDEEMED.

| | | | |
|-------------------------|-------------------|--------------------------|------------------|
| Class of Shares: | PREFERENCE | Number allotted | 90931894 |
| Currency: | USD | Aggregate nominal value: | 9093.1894 |

Prescribed particulars

THE PREFERENCE SHARES DO NOT CARRY ANY VOTING RIGHTS. DIVIDENDS ARE PAID TO THE HOLDERS OF PREFERENCE SHARES AT A FIXED CUMULATIVE PREFERENTIAL RATE AGREED BY THE BOARD AND EACH PREFERENCE SHAREHOLDER ON THE ISSUE OF THE PREFERENCE SHARES. ON A RETURN OF CAPITAL ON LIQUIDATION, REDUCTION OF CAPITAL, OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY ARE FIRST PAID TO THE HOLDERS OF PREFERENCE SHARES AND EC PREFERENCE SHARES IN RESPECT OF ANY ACCRUED, BUT UNPAID, DIVIDENDS AND SECONDLY TO REDDEM THE PREFERENCE SHARES AND EC PREFERENCE SHARES. THE COMPANY MAY REDDEM THE PREFERENCE SHARES AT THE SUBSCRIPTION PRICE TOGETHER WITH ANY ACCRUED INTERES BUT UNPAID DIVIDENDS. ALL OUTSTANDING PREFERENCE SHARES MUST BE REDEEMED ON A SALE OR INITIAL PUBLIC OFFERING.

Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|------------------|
| Currency: | USD | Total number of shares: | 93467469 |
| | | Total aggregate nominal value: | 9346.7469 |
| | | 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.