

**Return of Allotment of Shares**Company Name: **CAVEFIT LTD**Company Number: **09300011**Received for filing in Electronic Format on the: **23/08/2022**

XBB1FHV5

Shares Allotted (including bonus shares)

| Date or period during which shares are allotted | From | To |
|--|-------------------|----|
| | 11/08/2022 | |

| | | | |
|-------------------------|---------------------|-----------------------------|-------------|
| Class of Shares: | CONVERTIBLE, | Number allotted | 24 |
| | REDEEMABLE | Nominal value of each share | 1 |
| | PREFERENCE | Amount paid: | 5000 |
| | SHARES | Amount unpaid: | 0 |

Currency: **GBP**

No shares allotted other than for cash

Statement of Capital (Share Capital)

| | | | |
|------------------|----------|--------------------------|-------|
| Class of Shares: | ORDINARY | Number allotted | 13600 |
| Currency: | GBP | Aggregate nominal value: | 136 |

Prescribed particulars

EACH ORDINARY SHARE HAS THE RIGHT TO VOTE IN ALL CIRCUMSTANCES, THE RIGHT TO PARTICIPATE IN DIVIDENDS, THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF CAPITAL (INCLUDING ON A WINDING-UP), AND IS NOT REDEEMABLE NOR LIABLE TO BE REDEEMED.

| | | | |
|------------------|--------------|--------------------------|----|
| Class of Shares: | CONVERTIBLE, | Number allotted | 24 |
| | REDEEMABLE | Aggregate nominal value: | 24 |
| | PREFERENCE | | |
| | SHARES | | |

Currency: GBP

Prescribed particulars

ALL DEFINITIONS ARE AS DEFINED IN THE ARTICLES OF ASSOCIATION ADOPTED BY THE COMPANY ON 11 AUGUST 2022. THE PREFERENCE SHARES SHALL CONFER ON EACH HOLDER OF PREFERENCE SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY. AT A GENERAL MEETING, EVERY HOLDER OF PREFERENCE SHARES, WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE OR BY A PROXY SHALL (I) ON A SHOW OF HANDS HAVE ONE VOTE; AND (II) ON A POLL HAVE ONE HUNDRED VOTES FOR EACH PREFERENCE SHARE HELD. THE COMPANY PAY IN RESPECT OF EACH PREFERENCE SHARE A FIXED, CUMULATIVE, PREFERENTIAL DIVIDEND (PREFERENCE DIVIDEND) AT AN ANNUAL RATE OF 2% OF THE ISSUE PRICE PER PREFERENCE SHARE TO THE PERSON REGISTERED AS ITS HOLDER ON THE DUE DATE DETERMINED IN ACCORDANCE WITH ARTICLE 7.3, PROVIDED ALWAYS THAT: (I) THE PREFERENCE DIVIDEND FOR A FINANCIAL YEAR SHALL ACCRUE AT THE END OF THAT FINANCIAL YEAR; AND (II) A PREFERENCE SHARE SHALL NOT BE ENTITLED TO THE PREFERENCE DIVIDEND FOR A FINANCIAL YEAR UNLESS IT HAS BEEN AN ISSUE FOR THE WHOLE (AND NOT PART ONLY) OF THAT FINANCIAL YEAR. THE PREFERENCE DIVIDEND SHALL BE PAID IN CASH ON THE DAY FALLING ONE MONTH AFTER THE END OF THE RELEVANT FINANCIAL YEAR (OR IF THAT DATE IS NOT A BUSINESS DAY, ON THE NEXT BUSINESS DAY FOLLOWING IT). THE COMPANY SHALL NOT DECLARE OR PAY ANY FURTHER DIVIDEND UNLESS AND UNTIL ALL ARREARS OF THE PREFERENCE DIVIDEND HAVE BEEN PAID. SUBJECT TO ARTICLE 7.4, ANY FURTHER AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE RELEVANT CLASS OF SHARES PRO RATA ACCORDING TO THE NUMBER OF SHARES OF THAT CLASS HELD. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE BY THE COMPANY OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (SUCH SURPLUS ASSETS OR CAPITAL BEING THE DISTRIBUTABLE FUNDS) SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) IN THE FOLLOWING ORDER OF PRIORITY: (I) FIRST IN PAYING TO EACH OF THE PREFERENCE SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER PREFERENCE SHARE EQUAL TO THE GREATER OF: (A) THE ISSUE PRICE (PROVIDED THAT IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE AMOUNTS PER PREFERENCE SHARE EQUAL TO THE ISSUE PRICE, THE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE PREFERENCE SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF PREFERENCE SHARES); AND (B) THE AMOUNT THAT EACH PREFERENCE SHARE WOULD

RECEIVE IF THE DISTRIBUTABLE FUNDS WERE DISTRIBUTED AMONG THE HOLDERS OF PREFERENCE SHARES AND ORDINARY SHARES PRO RATA TO THE AGGREGATE NOMINAL VALUE OF THEIR RESPECTIVE HOLDINGS; (II) SECOND, THE BALANCE OF THE DISTRIBUTABLE FUNDS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD. SUBJECT TO ARTICLE 12.2 AND TO THE COMPANY HAVING SUFFICIENT AVAILABLE PROFITS, THE COMPANY MAY AT ITS OPTION REDEEM ALL (BUT NOT SOME ONLY) OF THE PREFERENCE SHARES HELD BY A PARTICULAR SHAREHOLDER AT ANY TIME ON OR BEFORE TO THE FIFTH ANNIVERSARY OF THE ADOPTION DATE BY GIVING NOTICE IN WRITING TO THAT SHAREHOLDER (REDEMPTION NOTICE).

Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|--------------|
| Currency: | GBP | Total number of shares: | 13624 |
| | | Total aggregate nominal value: | 160 |
| | | 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.