

**Return of Allotment of Shares**Company Name: **QIO TECHNOLOGIES LTD**Company Number: **09368431**Received for filing in Electronic Format on the: **17/09/2018**

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Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
26/07/2018

Class of Shares: PREFERENCECurrency: **GBP**Number allotted **314465**Nominal value of each share **0.001**Amount paid: **1500000**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

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| Class of Shares: | ORDINARY | Number allotted | 5905690 |
| Currency: | GBP | Aggregate nominal value: | 5905.69 |

Prescribed particulars

CAPITALISED TERMS ARE AS DEFINED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY. DIVIDENDS: ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE/ WITH INVESTOR MAJORITY CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF ORDINARY SHARES. THE HOLDERS OF A ORDINARY SHARES SHALL ONLY BE ENTITLED TO A DISTRIBUTION OF EITHER AN INTERIM OR FINAL DIVIDEND PAYMENT (WHICH IF PAYABLE WILL BE PAID ON A PRO RATA BASIS) IF THE BOARD EXERCISES ITS DISCRETION TO PROPOSE SUCH A PAYMENT WHICH IS APPROVED BY INVESTOR MAJORITY CONSENT (AGAIN AT THE INVESTORS' DISCRETION). CAPITAL; ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), ALL SHARES SHALL BE DEEMED TO RANK PARI PASSU FOR SUCH PURPOSES, AND THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AMONG THE HOLDERS OF SHARES PRO RATA TO THE NUMBER OF SHARES HELD. IN THE EVENT OF AN EXIT APPROVED BY THE BOARD AND AN INVESTOR MAJORITY IN ACCORDANCE WITH THE TERMS OF THE ARTICLES (THE "PROPOSED EXIT"), ALL SHARES SHALL BE DEEMED TO RANK PARI PASSU FOR THE PURPOSES OF THE PROPOSED EXIT AND ALL SHAREHOLDERS SHALL CONSENT TO, VOTE FOR, RAISE NO OBJECTIONS TO AND WAIVE ANY APPLICABLE RIGHTS IN CONNECTION WITH THE PROPOSED EXIT ("ACTIONS"). VOTING THE ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF ORDINARY SHARES THE RIGHT TO RECEIVE NOTICE CI AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. THE A ORDINARY SHARES SHALL NOT CONFER ON ANY HOLDER OF A ORDINARY SHARES ANY SUCH RIGHTS. WHERE SHARES CONFER A RIGHT TO VOTE, ON A SHOW OF HANDS EACH HOLDER OF SUCH SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE AND ON A POLL EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM.

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| Class of Shares: | A | Number allotted | 78604 |
| | ORDINARY | Aggregate nominal value: | 78.604 |
| Currency: | GBP | | |

Prescribed particulars

CAPITALISED TERMS ARE AS DEFINED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY. DIVIDENDS: ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH INVESTOR MAJORITY CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF ORDINARY SHARES. THE HOLDERS OF A ORDINARY SHARES SHALL ONLY BE ENTITLED TO A DISTRIBUTION OF EITHER AN INTERIM OR FINAL DIVIDEND PAYMENT (WHICH IF PAYABLE WILL BE PAID ON A PRO RATA BASIS) IF THE BOARD EXERCISES ITS DISCRETION TO PROPOSE SUCH A PAYMENT WHICH IS APPROVED BY INVESTOR MAJORITY CONSENT (AGAIN AT THE INVESTORS' DISCRETION). CAPITAL: ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), ALL SHARES SHALL BE DEEMED TO RANK PARI PASSU FOR SUCH PURPOSES, AND THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AMONG THE HOLDERS OF SHARES PRO RATA TO THE NUMBER OF SHARES HELD. IN THE EVENT OF AN EXIT APPROVED BY THE BOARD AND AN INVESTOR MAJORITY IN ACCORDANCE WITH THE TERMS OF THE ARTICLES (THE "PROPOSED EXIT"), ALL SHARES SHALL BE DEEMED TO RANK PARI PASSU FOR THE PURPOSES OF THE PROPOSED EXIT AND ALL SHAREHOLDERS SHALL CONSENT TO, VOTE FOR, RAISE NO OBJECTIONS TO AND WAIVE ANY APPLICABLE RIGHTS IN CONNECTION WITH THE PROPOSED EXIT ("ACTIONS") VOTING; THE ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF ORDINARY SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. THE A ORDINARY SHARES SHALL NOT CONFER ON ANY HOLDER OF A ORDINARY SHARES ANY SUCH RIGHTS. WHERE SHARES CONFER A RIGHT TO VOTE, ON A SHOW OF HANDS EACH HOLDER OF SUCH SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE AND ON A POLL EACH SUCH HOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH SHARE HELD BY HIM.

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| Class of Shares: | PREFERENCE | Number allotted | 314465 |
| Currency: | GBP | Aggregate nominal value: | 314.465 |

Prescribed particulars

CAPITALISED TERMS ARE AS DEFINED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY. VOTING: PREFERENCE SHARES SHALL BE NON-VOTING. AN ANNUAL PREFERRED DIVIDEND IS PAYABLE OUT OF DISTRIBUTABLE RESERVES. PREFERRED DIVIDENDS: THE DIVIDEND WILL ACCRUE ON AN ANNUAL BASIS AND BE PAID ANNUALLY SUBJECT TO SUFFICIENT DISTRIBUTABLE RESERVES. UNPAID DIVIDENDS WILL ACCRUE ON A CUMULATIVE BASIS. PREFERRED RIGHT ON LIQUIDATION: IN THE EVENT OF A LIQUIDATION, THE HOLDERS OF PREFERENCE SHARES WOULD BE ENTITLED TO RECEIVE THEIR SHARE SUBSCRIPTION MONIES IN PRIORITY TO OTHER CLASS OF SHAREHOLDERS IN THE COMPANY. ANY SURPLUS SHALL BE DISTRIBUTED AMONG ALL OF THE SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD AS IF THEY ALL CONSTITUTED SHARES OF THE SAME CLASS. IN THE EVENT OF AN EXIT APPROVED BY THE BOARD AND AN INVESTOR MAJORITY IN ACCORDANCE WITH THE TERMS OF THE ARTICLES: THE PREFERENCE SHARES WILL BE CONVERTED (ON A 1:1 BASIS) INTO ORDINARY SHARES IMMEDIATELY PRIOR TO A PROPOSED EXIT.

Statement of Capital (Totals)

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| Currency: | GBP | Total number of shares: | 6298759 |
| | | Total aggregate nominal value: | 6298.759 |
| | | 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.