

CS01

Confirmation statement



000361/40



Go online to file this information
www.gov.uk/companieshouse

A fee may be payable with this form
Please see 'How to pay' on the last page.

☒ **What this form is for**
You may use this form to confirm
that the company has filed up to
date. You must file a confirmation
statement at least once every year.

☐ **What this form is NOT**
You cannot use this form
of changes to the compa
people with significant c
(PSC), registered office a
or single alternative insp
address (SAIL) informati

WEDNESDAY



A15 01/03/2023 #3
COMPANIES HOUSE

Before you start

You can check your company details for free on our online service:

<https://beta.companieshouse.gov.uk>

Change to your company information

If you need to make any changes to:

- **Part 1** Principal business activities or standard industrial classification (SIC)
- **Part 2** Statement of capital
- **Part 3** Trading status of shares and exemption from keeping a register of people with significant control (PSC)
- **Part 4** Shareholder information

Use the additional parts of this form to do this.

Other changes

If you need to make any
changes to:

- registered office address
- single alternative inspection address (SAIL) and company records
- officer appointments
- information about people with significant control

You must do this separately
before or at the same time as this
confirmation statement.

1 Company details

Company number 0 9 3 8 4 9 5 3

Company name in full Hey Habito Ltd

Filling in this form

Please complete in typescript or in
bold black capitals.

2 Confirmation date

Please give the confirmation statement date. You must deliver this form within
14 days of this date. Please check your company records for the date of your
confirmation period.

Confirmation date 1 d 1 d 2 m 0 m 2 y 2 y 0 y 2 y 3

Check when your confirmation statement is due

To check your confirmation
statement date:
<https://beta.companieshouse.gov.uk>

You can make a statement at
any time during the confirmation
period. This will change your next
confirmation date.

3 Confirmation statement

I confirm that all information required to be delivered by the company pursuant
to section 853A(1)(a) of the Companies Act 2006 in relation to the confirmation
period ending on the confirmation date above either has been delivered or is
being delivered with this statement.

Signature

Signature

X

On behalf of Temple Secretarial Limited for Eriska Secretaries Limited

This form may be signed by:
Director 2, Secretary, Person authorised 3, Charity commission receiver and
manager, CIC manager, Judicial factor.

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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**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

Company name

WITHERS LLP

Address

THIRD FLOOR

20 OLD BAILEY

Post town

LONDON

County/Region

Postcode

E C 4 M 7 A N

Country

United Kingdom

DX

160 LONDON CHANCERY LANE

Telephone

**Checklist**

We may return 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 checked the company information that we hold.
- ☐ You have shown any relevant changes made to your information on the additional parts to this form or filed the appropriate form before or at the same time as this confirmation statement.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee if appropriate.

**How to pay**

You must include a £40 fee with the first Confirmation Statement you file each year. Further Confirmation Statements made in the same year don't require a fee.

Make cheques or postal orders payable to 'Companies House.'

**Important information**

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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

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Part 2

Statement of capital change

Complete this part in full if there has been any change to your share capital or prescribed particulars since the last statement of capital was delivered.

✓ This part must be sent at the same time as your confirmation statement.

✗ Not required for companies without share capital.

For further information, please refer to our guidance at www.gov.uk/companieshouse

You must complete both sections B1 and B2.




B1

Share capital

Complete the table(s) below to show the issued share capital.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation pages
Use a statement of capital continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium
Currency table A				
GBP	See attached schedule			
Totals				
Currency table B				
				
Totals				
Currency table C				
				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
		261,744,900,893,701	£261,744.900893701	£0.00

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
GBP	Deferred	35,711,874	£0.035711874	
GBP	Ordinary	12,277,993	£0.012277993	
GBP	Series E Preferred	261,744,852,903,834	£261,744.852903834	
Totals		261,744,900,893,701	£261,744.900893701	£0.00

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B2

Prescribed particulars

Please give the prescribed particulars of rights attached to each class of share shown in the 'share capital' tables in **Section B1**.

Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, 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.

A separate table must be used for each class of share.

Please use a prescribed particulars continuation page if necessary.

Class of share	Deferred
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Prescribed particulars	See attached schedule
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Class of share	Ordinary
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Prescribed particulars	See attached schedule
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Class of share	Series E Preferred
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Prescribed particulars	See attached schedule
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Prescribed particulars

Class of share	Deferred	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, 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. <p>A separate table must be used for each class of share.</p>
Prescribed particulars 1	<p>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 B1.</p> <p>Voting: The Deferred Shares (if any) shall not entitle the holders of them to receive notice of, to attend, to speak or to vote at any general meeting of the Company nor to receive or vote on, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the Company. Dividends: The holders of the Deferred Shares shall not be entitled to participate in any distribution of Available Profits which the Company may determine to distribute. Distribution: On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so): (a) first, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); (b) second, to each of the holders of the Series E Preferred Shares an amount equal all declared but unpaid dividends on each Series E Preferred Shares (provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets shall be distributed to the holders of Series E Preferred Shares pro rata to the declared but unpaid dividends due to each holder of Series E Preferred Shares); (c) third, to two times the applicable Preference Amount for each issued Series E Preferred Share held (provided that if there are insufficient surplus assets to pay the amounts per share equal to two times such Preference Amount, the remaining surplus assets shall be distributed to the holders of Series E Preferred Share pro rata to the Preference Amount for each Series E Preferred Share); and (d) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. Redemption: Any Deferred Shares may be redeemed by the Company at any time at its option for one penny for all the Deferred Shares registered in the name of any holder(s) without obtaining the sanction of the holder (s).</p>	

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B2

Prescribed particulars

Class of share	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 B1.	① Prescribed particulars of rights attached to shares
Prescribed particulars ①	<p>Ordinary</p> <p>Voting: The Ordinary Shares shall confer on each holder of Ordinary Shares the right to receive notice of and to attend, speak and vote (on an as converted basis) at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. Dividends: The holders of Preferred Shares shall be entitled to participate in any distribution of Available Profits which the Company may determine to distribute pari passu with any other class or classes of Share to whom such distribution is made pro rata on an as converted basis to their respective holdings of Equity Shares.</p> <p>Distribution:</p> <p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so):</p> <p>(a) first, in paying to the holders of the Deferred Shares, if any, a total of \$1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); (b) second, to each of the holders of the Series E Preferred Shares an amount equal all declared but unpaid dividends on each Series E Preferred Shares (provided that if there are insufficient surplus assets to pay such amounts in full, the remaining surplus assets shall be distributed to the holders of Series E Preferred Shares pro rata to the declared but unpaid dividends due to each holder of Series E Preferred Shares); (c) third, to two times the applicable Preference Amount for each issued Series E Preferred Share held provided that if there are insufficient surplus assets to pay the amounts per share equal to two times such Preference Amount, the remaining surplus assets shall be distributed to the holders of Series E Preferred Share pro rata to the Preference Amount for each Series E Preferred Share); and (d) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. Redemption: The Ordinary Shares do not confer any rights of redemption.</p>	<p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, 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. <p>A separate table must be used for each class of share.</p>

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B2

Prescribed particulars

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 B1.

Class of share

Series E Preferred

Prescribed particulars

1

VOTING: THE SERIES E PREFERRED SHARES SHALL CONFER ON EACH HOLDER OF SERIES E PREFERRED THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE (ON AN AS CONVERTED BASIS) AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY.

DIVIDENDS: THE HOLDERS OF PREFERRED SHARES SHALL BE ENTITLED TO PARTICIPATE IN ANY DISTRIBUTION OF AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE PARI PASSU WITH ANY OTHER CLASS OR CLASSES OF SHARE TO WHOM SUCH DISTRIBUTION IS MADE PRO RATA ON AN AS CONVERTED BASIS TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES.

DISTRIBUTION: ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (A) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF AN, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); (B) SECOND, TO EACH OF THE HOLDERS OF THE SERIES E PREFERRED SHARES AN AMOUNT EQUAL TO ALL DECLARED BUT UNPAID DIVIDENDS ON EACH SERIES E PREFERRED SHARES (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS IN FULL, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES E PREFERRED SHARES PRO RATA TO THE DECLARED BUT UNPAID DIVIDENDS DUE TO EACH HOLDER OF SERIES E PREFERRED SHARES); (C) THIRD, TO DOUBLE TIME THE APPLICABLE PREFERENCE AMOUNT FOR EACH ISSUED SERIES E PREFERRED SHARE HELD (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO TWO TIMES SUCH PREFERENCE AMOUNT, THE REMIANING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES E PREFERRED SHARE PRO RATA TO THE PREFERENCE AMOUNT FOR EACH SERIES E PREFERRED SHARE); AND (D) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD.

REDEMPTION: THE SERIES E PREFERRED SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.

1 Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, 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.

A separate table must be used for each class of share.

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Part 4

Shareholder information change

Only use this Part to tell us of a change to shareholder information since the company last delivered this information.

☒ If completed this Part must be sent at the same time as your confirmation statement.

☒ Not required for companies without share capital or DTR5 companies.

For further information, please refer to our guidance at www.gov.uk/companieshouse

D1

Shareholder information for a non-traded company

How is the list of shareholders enclosed. Please tick the appropriate box below:

☒ The list of shareholders is enclosed on paper.

☐ The list of shareholders is enclosed in another format.

Further shareholders
Please use a Shareholder information (for a non-traded company) continuation page if necessary.

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name (Address not required)	Class of share	Shares held at confirmation date	Shares transferred (if appropriate)	
		Number of shares	Number of shares	Date of registration of transfer
Daniel Pressburg	Deferred	7,630,321		/ /
Ribbit Capital III, L.P.	Deferred	0	7,630,321	16/12/2022
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

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D1

Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name (Address not required)	Class of share	Shares held at confirmation date	Shares transferred (if appropriate)	
		Number of shares	Number of shares	Date of registration of transfer
Venture Founders Nominee Ltd	Series C Preferred	0	147,808	31/03/2022
				/ /
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D1

Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name (Address not required)	Class of share	Shares held at confirmation date	Shares transferred (if appropriate)	
		Number of shares	Number of shares	Date of registration of transfer
Venture Founder Nominee Ltd	Series D1 Preferred	0	72,432	31/ 03 /2022
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D1

Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name (Address not required)	Class of share	Shares held at confirmation date	Shares transferred (if appropriate)	
		Number of shares	Number of shares	Date of registration of transfer
Venture Founder Nominee Ltd	Series D2 Preferred	0	47,787	31/ 03 /2022
				/ /
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D1

Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name (Address not required)	Class of share	Shares held at confirmation date	Shares transferred (if appropriate)	
		Number of shares	Number of shares	Date of registration of transfer
Aman Behzad	Series E Preferred	275,382,968,610		/ /
Atomico IV (Guernsey), LP	Series E Preferred	2,988,381,840,333		/ /
Atomio IV, LP	Series E Preferred	13,240,497,806,371		/ /
Augmentum Fintech plc	Series E Preferred	64,680,488,362,755		/ /
Daniel Pressburg	Series E Preferred	1,889,127,164,666		/ /
Gemini Investments, L.P.	Series E Preferred	5,831,672,978,933		/ /
KCP Nominees (Volution) Limited	Series E Preferred	63,986,523,281,856		/ /
MAHR Projects Limited	Series E Preferred	3,599,240,134,984		/ /
Martijn van der Heijden	Series E Preferred	2,399,493,423,324		/ /
Mojo Digital One SCSp	Series E Preferred	7,552,816,532,747		/ /
Mosaic Ventures I, L.P.	Series E Preferred	1,288,792,293,097		/ /
Mosaic Ventures Investors Fund I, L.P.	Series E Preferred	88,122,549,955		/ /

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D1

Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name (Address not required)	Class of share	Shares held at confirmation date	Shares transferred (if appropriate)	
		Number of shares	Number of shares	Date of registration of transfer
Origin Ventures Ltd	Series E Preferred	2,399,493,423,324		/ /
Ribbit Capital III, L.P.	Series E Preferred		1,899,127,164,666	16 / 12 / 2022
SBI 4&5 Investments LPs	Series E Preferred	77,755,671,712,368		/ /
UK FF Nominees Limited	Series E Preferred	13,769,148,430,511		/ /
				/ /
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