

In accordance with
Section 637 of the
Companies Act 2006.

SH10

Notice of particulars of variation of rights attached to shares



Companies House

☒ **What this form is for**
You may use this form to give notice
of particulars of variation of rights
attached to shares.

☒ **What this form is NOT for**
You cannot use this form to give
notice of particulars of variation
of class rights of members of a
company without share capital. To
do this, please use form SH12.

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

1 Company details

Company number 0 9 5 0 3 3 8 0

Company name in full Flock Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Date of variation of rights

Date of variation
of rights 0 9 0 2 2 0 2 3

3 Details of variation of rights

Please give details of the variation of rights attached to shares.

Variation

See continuation page(s).

Continuation pages

Please use a continuation page if
you need to enter more details.

4 Signature

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

Ed Leon Klinger

7BDC339832864DF...

X

① 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.

② Person authorised

Under either Section 270 or 274 of
the Companies Act 2006.

This form may be signed by:

Director ①, Secretary, Person authorised ②, Administrator, Administrative receiver,
Receiver, Receiver manager, Charity commission receiver and manager, CIC
manager.

SH10 – continuation page

Notice of particulars of variation of rights attached to shares

3

Details of variation of rights

	Please give details of the variation of rights attached to shares.	
Variation	<p>VOTING</p> <p>The Ordinary Shares, Series A Preferred Shares, Series B Preferred Shares and Seed Preferred Shares shall confer on each holder of those shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each such share shall carry one vote per share (and shall vote together as if all were one class of shares (saved where required under law)). The Deferred Shares do not carry the right to vote and shall have no right to receive notice of, or to attend or speak at any general meetings of the Company.</p> <p>DIVIDENDS</p> <p>Any Available Profits which the Board may determine, with Investor Majority Consent, to distribute in respect of any Financial Year will be distributed among the holders of the Deferred Shares and the Ordinary Shares, Series A Preferred Shares, Series B Preferred Shares and Seed Preferred Shares so that the holders of Deferred Shares receive £1.00 (as a class), payment of which may be made to any holder of Deferred Shares on behalf of the class, and the remainder of the Available Profits will be distributed to the holders of the Ordinary Shares, Series A Preferred Shares, Series B Preferred Shares and Seed Preferred Shares (pari passu as if the Ordinary Shares, Series A Preferred Shares, Series B Preferred Shares and Seed Preferred Shares constituted one class of share) pro rata to their respective holdings of Ordinary Shares, Series A Preferred Shares, Series B Preferred Shares and Seed Preferred Shares, subject to the limits in Article 10.</p> <p>RETURNS OF CAPITAL</p> <p>On a distribution of assets, a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares by the Company) the surplus assets of the Company remaining after payment of its liabilities (the "Net Proceeds") shall be:</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);</p> <p>(Continues onto next continuation page)</p>	

SH10 – continuation page
Notice of particulars of variation of rights attached to shares**3****Details of variation of rights**

	Please give details of the variation of rights attached to shares.	
Variation	<p>(b) second, in paying a sum equal to £P plus £100 (where P is an amount equal to the aggregate Issue Price of all the Series B Preferred Shares in issue at the relevant time plus any Arrears (if any) on the Series B Preferred Shares (as the case may be) due or declared but unpaid down to the date of the return of assets)) to be distributed as to 0.0001% to the holders of the Series A Preferred Shares, the Seed Preferred Shares and the Ordinary Shares pro-rata according to the number of Series A Preferred Shares, Seed Preferred Shares and Ordinary Shares held by them and as to the balance to the holders of the Series B Preferred Shares such that each holder of Series B Preferred Shares receives in respect of each Series B Preferred Share held the Issue Price of that Series B Preferred Share plus the amount of any Series B Share Due Dividend and providing that, where there are insufficient Net Proceeds to pay the amounts under Article 5.1(b), the Net Proceeds shall be distributed amongst the holders of Series B Preferred Shares, Series A Preferred Shares, Seed Preferred Shares and Ordinary Shares pro rata to the amount they would otherwise have received hereunder;</p> <p>(c) third, in paying a sum equal to £Q plus £100 (where Q is an amount equal to the aggregate Issue Price of all the Series A Preferred Shares in issue at the relevant time plus any Arrears (if any) on the Series A Preferred Shares (as the case may be) due or declared but unpaid down to the date of the return of assets)) to be distributed as to 0.0001% to the holders of the Series B Preferred Shares, the Seed Preferred Shares and the Ordinary Shares pro-rata according to the number of Series B Preferred Shares, Seed Preferred Shares and Ordinary Shares held by them and as to the balance to the holders of the Series A Preferred Shares such that each holder of Series A Preferred Shares receives in respect of each Series A Preferred Share held the Issue Price of that Series A Preferred Share plus the amount of any Series A Share Due Dividend and providing that, where there are insufficient Net Proceeds to pay the amounts under Article 5.1(c), the Net Proceeds shall be distributed amongst the holders of Series B Preferred Shares, Series A Preferred Shares, Seed Preferred Shares and Ordinary Shares pro rata to the amount they would otherwise have received hereunder;</p> <p>(Continues onto next continuation page)</p>	

SH10 – continuation page
Notice of particulars of variation of rights attached to shares**3****Details of variation of rights**

	Please give details of the variation of rights attached to shares.	
Variation	<p>(d) fourth, in paying a sum equal to £R plus £100 (where R is an amount equal to the Issue Price of all the Seed Preferred Shares in issue at the relevant time plus any Arrears (if any) on the Seed Preferred Shares (as the case may be) due or declared but unpaid down to the date of the return of assets)) to be distributed as to 0.0001% to the holders of the Series B Preferred Shares, Series A Preferred Shares and the Ordinary Shares pro-rata according to the number of Series B Preferred Shares, Series A Preferred Shares and Ordinary Shares held by them and as to the balance to the holders of the Seed Preferred Shares such that each holder of Seed Preferred Shares receives in respect of each Seed Preferred Share held the Issue Price of that Seed Preferred Share plus the amount of any Seed Preferred Share Due Dividend, and providing that, where there are insufficient Net Proceeds to pay the amounts under Article 5.1(d), the Net Proceeds shall be distributed amongst the holders of Series B Preferred Shares, Series A Preferred Shares, Seed Preferred Shares and Ordinary Shares pro rata to the amount they would otherwise have received hereunder;</p> <p>(e) thereafter the balance of the Net Proceeds, if any, shall be distributed as to 0.0001% to the holders of Series B Preferred Shares, Series A Preferred Shares and Seed Preferred Shares pro rata according to the number of Series B Preferred Shares, Series A Preferred Shares and Seed Preferred Shares held by them and as to the balance to the holders of Ordinary Shares on a pro-rata basis according to the number of such Ordinary Shares held by them immediately prior to the commencement of the winding up (in the case of a winding up) or the return of capital (in any other case),</p> <p>PROVIDED always that:</p> <p>(i) if on a distribution of assets, liquidation or a return of capital event the holders of the Preferred Shares would receive a greater amount per Preferred Share (as applicable) if Articles 5.1(b), 5.1(c), 5.1(d) or 5.1(e) of the Articles did not apply on such liquidation or capital event and instead the surplus assets available after payment of the Company's liabilities were distributed to the holders of the Series B Preferred Shares, Series A Preferred Shares and Seed Preferred Shares and Ordinary Shares according to the number of such shares held by them as if they constituted one class of share immediately prior to the commencement of the winding up (in the case of a winding up) or the return of capital (in any other case), then Articles 5.1(b), 5.1(c), 5.1(d) and 5.1(e) of the Articles will not apply...</p> <p>(Continues onto next continuation page)</p>	

In accordance with
Section 637 of the
Companies Act 2006.

SH10 – continuation page
Notice of particulars of variation of rights attached to shares

3 Details of variation of rights		
	Please give details of the variation of rights attached to shares.	
Variation	<p>...and instead the surplus assets available after payment of the Company's liabilities shall be distributed to the holders of the Series B Preferred Shares, Series A Preferred Shares and Seed Preferred Shares and Ordinary Shares on a pro-rata basis according to the number of such shares held by them as if they constituted one class of share immediately prior to the commencement of the winding up (in the case of a winding up) or the return of capital (in any other case); and</p> <p>(ii) subject to the limits in Article 10 of the Articles.</p> <p>REDEMPTION</p> <p>No class of shares of the Company has any redemption rights.</p>	

SH10

Notice of particulars of variation of rights attached to shares

**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 Jack Duffy

Company name Osborne Clarke LLP

Address 2 Temple Back East

Temple Quay

Post town

County/Region Bristol

Postcode B S 1 6 E G

Country UK

DX DX 7818 BRISTOL

Telephone 0117 917 3000

**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 entered the date of variation of rights in section 2.
- ☐ You have provided details of the variation of rights in section 3.
- ☐ You have signed the form.

**Important information**

Please note that 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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

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