

**Return of Allotment of Shares**Company Name: **NEEDLESMART LIMITED**Company Number: **09757670**Received for filing in Electronic Format on the: **15/01/2017**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	20/12/2016	20/12/2016

Class of Shares: A ORDINARYNumber allotted **125000**Currency: **GBP**Nominal value of each share **0.001**Amount paid: **1**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	1402000
	ORDINARY	Aggregate nominal value:	1402

Currency: **GBP**

Prescribed particulars

THE A SHARES SHALL NOT HAVE ANY VOTING RIGHTS SAVE TO APPROVE ANY DIVIDEND OR DISTRIBUTION TO THE A SHAREHOLDERS AND IN RESPECT OF ANY RESOLUTION AMENDING THE CLASS RIGHTS ATTACHED TO THE A SHARES. ALL DIVIDENDS AND DISTRIBUTIONS (INCLUDING ON THE LIQUIDATION OR WINDING UP OF THE COMPANY) SHALL BE PAID TO THE SHAREHOLDERS SUCH THAT THE A SHAREHOLDERS RECEIVE THE A PROPORTION, THE B SHAREHOLDERS RECEIVE THE B PROPORTION AND THE C SHAREHOLDERS RECEIVE THE C PROPORTION, IN EACH CASE PRO RATA TO THE PROPORTIONATE HOLDINGS OF SUCH MEMBERS OF THE NUMBER OF SHARES OF EACH CLASS THEN IN ISSUE. IF THE COMPANY MAKES OR PROPOSES ANY RETURN OF CAPITAL TO THE SHAREHOLDERS, SUCH RETURN OF CAPITAL SHALL BE PAID TO THE SHAREHOLDERS SUCH THAT THE A SHAREHOLDERS RECEIVE THE A PROPORTION, THE B SHAREHOLDERS RECEIVE THE B PROPORTION AND THE C SHAREHOLDERS RECEIVE THE C PROPORTION, IN EACH CASE PRO RATA TO THE PROPORTIONATE HOLDINGS OF SUCH MEMBERS OF THE NUMBER OF SHARES OF EACH CLASS THEN IN ISSUE. THE A SHARES ARE NOT REDEEMABLE.

Class of Shares:	C1	Number allotted	6350
	ORDINARY	Aggregate nominal value:	6.35

Currency: **GBP**

Prescribed particulars

THE C1 SHARES SHALL HAVE VOTING RIGHTS: (A) TO APPROVE ANY DIVIDEND OR DISTRIBUTION TO THE C1 SHAREHOLDERS AND IN RESPECT OF ANY RESOLUTION AMENDING THE CLASS RIGHTS ATTACHED TO THE C SHARES; (B) (WITHOUT PREJUDICE TO A C1 SHAREHOLDER'S RIGHTS IN RESPECT OF ANY RESOLUTION TO AMEND THE CLASS RIGHTS ATTACHING TO THE C1 SHARES) EACH C1 SHAREHOLDER SHALL BE ENTITLED TO EXERCISE SUCH NUMBER OF VOTES AS EQUAL 5% OF THE TOTAL VOTES (THE C1 VOTES) ON ANY RESOLUTION PUT TO SHAREHOLDERS GENERALLY ON WHICH THE C1 SHARES ARE ENTITLED TO VOTE, PROVIDED THAT C1 SHAREHOLDERS AS A

CLASS SHALL NOT BE ENTITLED TO ANY VOTES IN EXCESS OF 5% OF THE TOTAL VOTES ON SUCH RESOLUTION AND IF THERE IS MORE THAN 1 C1 SHAREHOLDER, THE C1 VOTES SHALL BE ALLOCATED BETWEEN ALL SUCH C1 SHAREHOLDERS PRO-RATA TO THEIR RESPECTIVE HOLDING OF C1 SHARES. ALL DIVIDENDS AND DISTRIBUTIONS (INCLUDING ON THE LIQUIDATION OR WINDING UP OF THE COMPANY) SHALL BE PAID TO THE SHAREHOLDERS SUCH THAT THE A SHAREHOLDERS RECEIVE THE A PROPORTION, THE B SHAREHOLDERS RECEIVE THE B PROPORTION AND THE C SHAREHOLDERS RECEIVE THE C PROPORTION, IN EACH CASE PRO RATA TO THE PROPORTIONATE HOLDINGS OF SUCH MEMBERS OF THE NUMBER OF SHARES OF EACH CLASS THEN IN ISSUE. IF THE COMPANY MAKES OR PROPOSES ANY RETURN OF CAPITAL TO THE SHAREHOLDERS, SUCH RETURN OF CAPITAL SHALL BE PAID TO THE SHAREHOLDERS SUCH THAT THE A SHAREHOLDERS RECEIVE THE A PROPORTION, THE B SHAREHOLDERS RECEIVE THE B PROPORTION AND THE C SHAREHOLDERS RECEIVE THE C PROPORTION, IN EACH CASE PRO RATA TO THE PROPORTIONATE HOLDINGS OF SUCH MEMBERS OF THE NUMBER OF SHARES OF EACH CLASS THEN IN ISSUE. THE C1 SHARES ARE NOT REDEEMABLE.

Class of Shares:	C2	Number allotted	3650
	ORDINARY	Aggregate nominal value:	3.65
Currency:	GBP		

Prescribed particulars

THE C2 SHARES SHALL NOT HAVE ANY VOTING RIGHTS SAVE TO APPROVE ANY DIVIDEND OR DISTRIBUTION TO THE C2 SHAREHOLDERS AND IN RESPECT OF ANY RESOLUTION AMENDING THE CLASS RIGHTS ATTACHED TO THE C2 SHARES. ALL DIVIDENDS AND DISTRIBUTIONS (INCLUDING ON THE LIQUIDATION OR WINDING UP OF THE COMPANY) SHALL BE PAID TO THE SHAREHOLDERS SUCH THAT THE A SHAREHOLDERS RECEIVE THE A PROPORTION, THE B SHAREHOLDERS RECEIVE THE B PROPORTION AND THE C SHAREHOLDERS RECEIVE THE C PROPORTION, IN EACH CASE PRO RATA TO THE PROPORTIONATE HOLDINGS OF SUCH MEMBERS OF THE NUMBER OF SHARES OF EACH CLASS THEN IN ISSUE. IF THE COMPANY MAKES OR PROPOSES ANY RETURN OF CAPITAL TO THE SHAREHOLDERS, SUCH RETURN OF CAPITAL SHALL BE PAID TO THE SHAREHOLDERS SUCH THAT THE A SHAREHOLDERS RECEIVE THE A PROPORTION, THE B SHAREHOLDERS RECEIVE THE B PROPORTION AND THE C SHAREHOLDERS RECEIVE THE C PROPORTION, IN EACH CASE PRO RATA TO THE PROPORTIONATE HOLDINGS OF SUCH MEMBERS OF THE NUMBER OF SHARES OF EACH CLASS THEN IN ISSUE. THE C2 SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1412000
		Total aggregate nominal value:	1412
		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.