

**Return of Allotment of Shares**Company Name: **RIGHT TO DREAM LIMITED**Company Number: **09914944**Received for filing in Electronic Format on the: **13/03/2023**

XBZ6XJG1

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	03/03/2023	

Class of Shares: A ORDINARY**Currency: GBP**

Number allotted	1
Nominal value of each share	0.1
Amount paid:	1999999.9
Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	35298
	ORDINARY	Aggregate nominal value:	3529.8

Currency: **GBP**

Prescribed particulars

DIVIDEND RIGHTS - THE HOLDERS OF A ORDINARY SHARES AND B2 ORDINARY SHARES SHALL BE ENTITLED TO THE REMAINING ORDINARY SHARE ENTITLEMENT, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY AND/OR B2 ORDINARY SHARES (AS IF THEY WERE ONE CLASS); RETURN OF CAPITAL RIGHTS - THE HOLDERS OF A ORDINARY SHARES AND B2 ORDINARY SHARES SHALL BE ENTITLED TO THE REMAINING ORDINARY SHARE ENTITLEMENT, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY AND/OR B2 ORDINARY SHARES (AS IF THEY WERE ONE CLASS); FULL RIGHTS WITH RESPECT TO VOTING.

Class of Shares:	B1	Number allotted	7792
	ORDINARY	Aggregate nominal value:	779.2

Currency: **GBP**

Prescribed particulars

DIVIDEND RIGHTS - THE HOLDERS OF B1 ORDINARY SHARES SHALL BE ENTITLED TO THE B1 ORDINARY SHARE ENTITLEMENT, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B1 ORDINARY SHARES; RETURN ON CAPITAL RIGHTS - 34.2.2 THE HOLDERS OF B1 ORDINARY SHARES SHALL BE ENTITLED TO THE B1 ORDINARY SHARE ENTITLEMENT, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B1 ORDINARY SHARES; SHARE ENTITLEMENTS - ON ANY RETURN OF PROCEEDS, THE AGGREGATE PROCEEDS DUE TO ALL HOLDERS OF B1 INCENTIVE SHARES ("B1 INCENTIVE SHARE ENTITLEMENT"): WHERE THE MC INVESTMENT AMOUNT IS EQUAL TO OR LESS THAN THE B1 ORDINARY SHARE DILUTION THRESHOLD, 17 PER CENT OF THE RETURN OF PROCEEDS; WHERE THE MC INVESTMENT AMOUNT EXCEEDS THE B1 ORDINARY SHARE DILUTION THRESHOLD, THE PERCENTAGE OF THE RETURN OF PROCEEDS AS FOLLOWS: $E = ((17 \times (D \div I))) / 100$ WHERE: E = PERCENTAGE OF THE RETURN OF PROCEEDS D = THE B1 ORDINARY SHARE DILUTION THRESHOLD I = THE MC INVESTMENT AMOUNT FULL VOTING RIGHTS.

Class of Shares:	B2	Number allotted	2750
	ORDINARY	Aggregate nominal value:	275

Currency: **GBP**

Prescribed particulars

DIVIDEND RIGHTS - THE HOLDERS OF A ORDINARY SHARES AND B2 ORDINARY SHARES SHALL BE ENTITLED TO THE REMAINING ORDINARY SHARE ENTITLEMENT, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY AND/OR B2 ORDINARY SHARES (AS IF THEY WERE ONE CLASS); RETURN ON CAPITAL RIGHTS - THE HOLDERS OF A ORDINARY SHARES AND B2 ORDINARY SHARES SHALL BE ENTITLED TO THE REMAINING ORDINARY SHARE ENTITLEMENT, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY AND/OR B2 ORDINARY SHARES (AS IF THEY WERE ONE CLASS); FULL VOTING RIGHTS

Class of Shares:	C1	Number allotted	1
	ORDINARY	Aggregate nominal value:	0.1

Currency: **GBP**

Prescribed particulars

DIVIDEND RIGHTS - THE HOLDERS OF C1 INCENTIVE SHARES SHALL BE ENTITLED TO THE C1 INCENTIVE SHARE ENTITLEMENT, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF C1 INCENTIVE SHARES; RETURN ON CAPITAL RIGHTS - 34.2.3 THE HOLDERS OF C1 INCENTIVE SHARES SHALL BE ENTITLED TO THE C1 INCENTIVE SHARE ENTITLEMENT, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF C1 INCENTIVE SHARES; SHARE ENTITLEMENTS - ON ANY RETURN OF PROCEEDS, THE AGGREGATE PROCEEDS DUE TO ALL HOLDERS OF C1 INCENTIVE SHARES (“C1 INCENTIVE SHARE ENTITLEMENT”): IF THE EGYPT CONDITION IS, AT THE RELEVANT TIME (SUBJECT TO ARTICLE 36.2), SATISFIED (AND PROVIDED THAT THE CONVERSION PRE-CONDITION IS ALSO SATISFIED ON THE DATE THE EGYPT CONDITION IS SATISFIED), SHALL BE: WHERE THE MC INVESTMENT AMOUNT IS EQUAL TO OR LESS THAN THE EGYPT CONDITION DILUTION THRESHOLD, 2.5 PER CENT OF THE RETURN OF PROCEEDS; WHERE THE MC INVESTMENT AMOUNT EXCEEDS THE EGYPT CONDITION DILUTION THRESHOLD, THE PERCENTAGE OF THE RETURN OF PROCEEDS AS FOLLOWS: $E = (2.5 \times (D \div I))100$ WHERE: E = PERCENTAGE OF THE RETURN OF PROCEEDS D = THE EGYPT CONDITION DILUTION THRESHOLD I = THE MC INVESTMENT AMOUNT; AND FAILING WHICH, SHALL BE EQUAL TO ZERO.; FULL VOTING RIGHTS.

Class of Shares:	C2	Number allotted	1
	ORDINARY	Aggregate nominal value:	0.1

Currency: **GBP**

Prescribed particulars

DIVIDEND RIGHTS - THE HOLDERS OF C2 INCENTIVE SHARES SHALL BE ENTITLED TO THE C2 INCENTIVE SHARE ENTITLEMENT, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF C2 INCENTIVE SHARES; RETURN ON CAPITAL RIGHTS - THE HOLDERS OF C2 INCENTIVE SHARES SHALL BE ENTITLED TO THE C2 INCENTIVE SHARE ENTITLEMENT, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF C2 INCENTIVE SHARES; SHARE ENTITLEMENT - ON ANY RETURN OF PROCEEDS, THE AGGREGATE PROCEEDS DUE TO ALL HOLDERS OF C2 INCENTIVE SHARES ("C2 INCENTIVE SHARE ENTITLEMENT"): IF THE CHAMPIONSHIP CONDITION IS, AT THE RELEVANT TIME (SUBJECT TO ARTICLE 36.2), SATISFIED (AND PROVIDED THE CONVERSION PRE-CONDITION IS ALSO SATISFIED ON THE DATE THE CHAMPIONSHIP CONDITION IS SATISFIED), SHALL BE: WHERE THE MC INVESTMENT AMOUNT IS EQUAL TO OR LESS THAN THE CHAMPIONSHIP CONDITION DILUTION THRESHOLD, 10 PER CENT OF THE RETURN OF PROCEEDS; WHERE THE MC INVESTMENT AMOUNT EXCEEDS THE CHAMPIONSHIP CONDITION DILUTION THRESHOLD, THE PERCENTAGE OF THE RETURN OF PROCEEDS AS FOLLOWS: $E = ((10 \times (D \div I))) / 100$ WHERE: E = PERCENTAGE OF THE RETURN OF PROCEEDS D = THE CHAMPIONSHIP CONDITION DILUTION THRESHOLD I = THE MC INVESTMENT AMOUNT; AND FAILING WHICH, SHALL BE EQUAL TO ZERO. FULL VOTING RIGHTS

Class of Shares:	C3	Number allotted	1
	ORDINARY	Aggregate nominal value:	0.1

Currency: **GBP**

Prescribed particulars

DIVIDEND RIGHTS - THE HOLDERS OF C3 INCENTIVE SHARES SHALL BE ENTITLED TO THE C3 INCENTIVE SHARE ENTITLEMENT, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF C3 INCENTIVE SHARES RETURN OF CAPITAL RIGHTS - THE HOLDERS OF C3 INCENTIVE SHARES SHALL BE ENTITLED TO THE C3 INCENTIVE SHARE ENTITLEMENT, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF C3 INCENTIVE SHARES; SHARE ENTITLEMENTS - ON ANY RETURN OF PROCEEDS, THE AGGREGATE PROCEEDS DUE TO ALL HOLDERS OF C3 INCENTIVE SHARES ("C3 INCENTIVE SHARE ENTITLEMENT"): IF THE EPL CONDITION IS, AT THE RELEVANT TIME (SUBJECT TO ARTICLE 36.2), SATISFIED (AND PROVIDED THE CONVERSION PRE-CONDITION IS ALSO SATISFIED ON THE DATE THE EPL CONDITION IS SATISFIED), SHALL BE 2.5 PER CENT OF THE RETURN OF PROCEEDS; AND FAILING WHICH, SHALL BE EQUAL TO ZERO. ON ANY RETURN OF PROCEEDS, THE AGGREGATE PROCEEDS DUE TO ALL HOLDERS OF D INCENTIVE SHARES ("D INCENTIVE SHARE ENTITLEMENT"): IF THE CHAMPIONSHIP CONDITION IS, AT THE RELEVANT TIME (SUBJECT TO ARTICLE 36.2), SATISFIED (AND PROVIDED THAT THE CONVERSION PRE-CONDITION IS ALSO SATISFIED ON THE DATE THE CHAMPIONSHIP CONDITION IS SATISFIED), SHALL BE: WHERE THE MC INVESTMENT AMOUNT IS EQUAL TO OR LESS THAN THE CHAMPIONSHIP CONDITION DILUTION THRESHOLD, 3 PER CENT OF THE RETURN OF PROCEEDS; WHERE THE MC INVESTMENT AMOUNT EXCEEDS THE CHAMPIONSHIP CONDITION DILUTION THRESHOLD, THE PERCENTAGE OF THE RETURN OF PROCEEDS AS FOLLOWS: $E = ((3 \times (D \div I))) / 100$ WHERE: E = PERCENTAGE OF THE RETURN OF PROCEEDS D = THE CHAMPIONSHIP CONDITION DILUTION THRESHOLD I = THE MC INVESTMENT AMOUNT; AND FAILING WHICH, SHALL BE EQUAL TO ZERO. FULL VOTING RIGHTS.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	45843
		Total aggregate nominal value:	4584.3
		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.