

**Return of Allotment of Shares**Company Name: **DIGITAL TRIBE HOLDINGS LIMITED**Company Number: **09928481**Received for filing in Electronic Format on the: **10/12/2020**

X9JLFPC2

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
02/12/2020

Class of Shares:	B ORDINARY	Number allotted	1464033
Currency:	GBP	Nominal value of each share	0.0001
		Amount paid:	146.41
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	18716118
	ORDINARY	Aggregate nominal value:	1871.6118
Currency:	GBP		

Prescribed particulars

VOTING: ON A SHOW OF HANDS EACH HOLDER OF A SERIES A PREFERRED SHARE, A SHARE OR B SHARE PRESENT IN PERSON OR (BEING A CORPORATION) BY A REPRESENTATIVE HAS ONE VOTE. DIVIDENDS: THE HOLDERS OF THE SERIES A PREFERRED SHARES SHALL PARTICIPATE PAN PASSU WITH THE HOLDERS OF THE A SHARES AND THE HOLDERS OF B SHARES IN ANY DIVIDEND THAT IS DECLARED BY THE COMPANY, SAVE THAT THE HOLDERS OF THE SERIES A PREFERRED SHARES SHALL PARTICIPATE IN ANY SUCH DIVIDEND AS IF THE SERIES A PREFERRED SHARES HAD BEEN CONVERTED INTO B SHARES AT THE THEN APPLICABLE CONVERSION RATE CAPITAL DISTRIBUTION: THE SERIES A PREFERRED SHARES SHALL CARRY A PREFERENTIAL RETURN ON A RETURN OF CAPITAL IN ACCORDANCE WITH THESE ARTICLES. ON A LIQUIDATION EVENT THE SURPLUS ASSETS OF THE COMPANY (OR ANY GROUP COMPANY) REMAINING AFTER PAYMENT OF ITS LIABILITIES (OTHER THAN ANY LIABILITY UNDER THE LOAN AGREEMENT) SHALL BE APPLIED TO THE EXTENT THAT THE COMPANY (OR ANY GROUP COMPANY) IS LAWFULLY PERMITTED TO DO SO: FIRST, IN PAYING TO EACH SERIES A PREFERRED SHAREHOLDER THE GREATER OF: (I) AN AMOUNT EQUAL TO THE PREFERENCE AMOUNT FOR EACH SERIES A PREFERRED SHARE HELD BY IT (PROVIDED THAT IF THERE IS A SHORTFALL IN THE AMOUNT REQUIRED TO SATISFY THE ENTITLEMENTS OF THE SERIES A PREFERRED SHAREHOLDERS, THE AMOUNTS AVAILABLE SHALL BE APPLIED IN PROPORTION TO THE AMOUNTS DUE IN RESPECT OF EACH SUCH SERIES A PREFERRED SHARE HELD); AND (II) THE AMOUNT TO WHICH SUCH SERIES A PREFERRED SHAREHOLDER WOULD BE ENTITLED HAD IT CONVERTED ALL OF THE SERIES A PREFERRED SHARES HELD BY IT INTO B SHARES IMMEDIATELY PRIOR TO SUCH DISTRIBUTION; SECOND, IN REPAYING THE TOTAL AMOUNT OUTSTANDING UNDER THE LOAN AGREEMENT, PROVIDED THAT IF THERE IS A SHORTFALL IN THE AMOUNT REQUIRED TO REPAY THE TOTAL AMOUNT OUTSTANDING UNDER THE LOAN AGREEMENT, THE AMOUNTS AVAILABLE SHALL BE APPLIED TOWARDS THE FULL OR PARTIAL REPAYMENT OF THE ACCRUED BUT UNPAID INTEREST UNDER THE LOAN AGREEMENT AND THE BALANCE (IF ANY) THEREAFTER TOWARDS THE PARTIAL REPAYMENT OF ANY OTHER AMOUNT OUTSTANDING UNDER THE LOAN AGREEMENT; THIRD, IN PAYING THE A

SHAREHOLDERS, B SHAREHOLDERS AND HOLDERS OF DEFERRED SHARES AN AMOUNT EQUAL TO NOMINAL VALUE OF EACH SUCH SHARE HELD BY THEM AND, IF THERE IS A SHORTFALL IN THE AMOUNT REQUIRED TO SATISFY THE ENTITLEMENTS OF ALL SUCH SHAREHOLDERS, THE AMOUNTS AVAILABLE SHALL BE APPLIED IN PROPORTION TO THE AMOUNTS DUE IN RESPECT OF EACH SUCH SHARE HELD, UNTIL THEY HAVE EACH RECEIVED AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH SUCH SHARE HELD BY THEM; AND THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG A SHAREHOLDERS AND THE B SHAREHOLDERS (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) IN THEIR PRO RATA PROPORTIONS (DETERMINED BY REFERENCE TO THE NUMBER OF SUCH SHARES HELD BY THEM) REDEMPTION: THE COMPANY SHALL BE AUTHORISED TO MAKE A PAYMENT IN RESPECT OF THE REDEMPTION OR PURCHASE OF ANY OF ITS OWN SHARES IN ACCORDANCE WITH CHAPTER 4 OF PART 18 OF THE ACT, INCLUDING (WITHOUT LIMITATION) OUT OF CAPITAL UP TO ANY AMOUNT IN A FINANCIAL YEAR NOT EXCEEDING THE LOWER OF: £15,000; AND THE NOMINAL VALUE OF 5% OF THE COMPANY'S FULLY PAID SHARE CAPITAL AT THE BEGINNING OF EACH FINANCIAL YEAR OF THE COMPANY.

Class of Shares:	B	Number allotted	1853733
	ORDINARY	Aggregate nominal value:	185.37
Currency:	GBP		

Prescribed particulars

VOTING: ON A SHOW OF HANDS EACH HOLDER OF A SERIES A PREFERRED SHARE, A SHARE OR B SHARE PRESENT IN PERSON OR (BEING A CORPORATION) BY A REPRESENTATIVE HAS ONE VOTE. DIVIDENDS: THE HOLDERS OF THE SERIES A PREFERRED SHARES SHALL PARTICIPATE PAN PASSU WITH THE HOLDERS OF THE A SHARES AND THE HOLDERS OF B SHARES IN ANY DIVIDEND THAT IS DECLARED BY THE COMPANY, SAVE THAT THE HOLDERS OF THE SERIES A PREFERRED SHARES SHALL PARTICIPATE IN ANY SUCH DIVIDEND AS IF THE SERIES A PREFERRED SHARES HAD BEEN CONVERTED INTO B SHARES AT THE THEN APPLICABLE CONVERSION RATE CAPITAL DISTRIBUTION: THE SERIES A PREFERRED SHARES SHALL CARRY A PREFERENTIAL RETURN ON A RETURN OF CAPITAL IN ACCORDANCE WITH THESE ARTICLES. ON A LIQUIDATION EVENT THE SURPLUS ASSETS OF THE COMPANY (OR ANY GROUP COMPANY) REMAINING AFTER PAYMENT OF ITS LIABILITIES (OTHER THAN ANY LIABILITIES UNDER THE LOAN AGREEMENT) SHALL BE APPLIED TO THE EXTENT THAT THE COMPANY (OR ANY GROUP COMPANY) IS LAWFULLY PERMITTED TO DO SO: FIRST, IN PAYING TO

EACH SERIES A PREFERRED SHAREHOLDER THE GREATER OF: (I) AN AMOUNT EQUAL TO THE PREFERENCE AMOUNT FOR EACH SERIES A PREFERRED SHARE HELD BY IT (PROVIDED THAT IF THERE IS A SHORTFALL IN THE AMOUNT REQUIRED TO SATISFY THE ENTITLEMENTS OF THE SERIES A PREFERRED SHAREHOLDERS, THE AMOUNTS AVAILABLE SHALL BE APPLIED IN PROPORTION TO THE AMOUNTS DUE IN RESPECT OF EACH SUCH SERIES A PREFERRED SHARE HELD); AND (II) THE AMOUNT TO WHICH SUCH SERIES A PREFERRED SHAREHOLDER WOULD BE ENTITLED HAD IT CONVERTED ALL OF THE SERIES A PREFERRED SHARES HELD BY IT INTO B SHARES IMMEDIATELY PRIOR TO SUCH DISTRIBUTION; SECOND, IN REPAYING THE TOTAL AMOUNT OUTSTANDING UNDER THE LOAN AGREEMENT, PROVIDED THAT IF THERE IS A SHORTFALL IN THE AMOUNT REQUIRED TO REPAY THE TOTAL AMOUNT OUTSTANDING UNDER THE LOAN AGREEMENT, THE AMOUNTS AVAILABLE SHALL BE APPLIED TOWARDS THE FULL OR PARTIAL REPAYMENT OF THE ACCRUED BUT UNPAID INTEREST UNDER THE LOAN AGREEMENT AND THE BALANCE (IF ANY) THEREAFTER TOWARDS THE PARTIAL REPAYMENT OF ANY OTHER AMOUNT OUTSTANDING UNDER THE LOAN AGREEMENT; THIRD, IN PAYING THE A SHAREHOLDERS, B SHAREHOLDERS AND HOLDERS OF DEFERRED SHARES AN AMOUNT EQUAL TO NOMINAL VALUE OF EACH SUCH SHARE HELD BY THEM AND, IF THERE IS A SHORTFALL IN THE AMOUNT REQUIRED TO SATISFY THE ENTITLEMENTS OF ALL SUCH SHAREHOLDERS, THE AMOUNTS AVAILABLE SHALL BE APPLIED IN PROPORTION TO THE AMOUNTS DUE IN RESPECT OF EACH SUCH SHARE HELD, UNTIL THEY HAVE EACH RECEIVED AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH SUCH SHARE HELD BY THEM; AND THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG A SHAREHOLDERS AND THE B SHAREHOLDERS (AS IF THEY CONSTITUTED ONE AND THE SAME CLASS) IN THEIR PRO RATA PROPORTIONS (DETERMINED BY REFERENCE TO THE NUMBER OF SUCH SHARES HELD BY THEM) . REDEMPTION: THE COMPANY SHALL BE AUTHORISED TO MAKE A PAYMENT IN RESPECT OF THE REDEMPTION OR PURCHASE OF ANY OF ITS OWN SHARES IN ACCORDANCE WITH CHAPTER 4 OF PART 18 OF THE ACT, INCLUDING (WITHOUT LIMITATION) OUT OF CAPITAL UP TO ANY AMOUNT IN A FINANCIAL YEAR NOT EXCEEDING THE LOWER OF: £15,000; AND THE NOMINAL VALUE OF 5% OF THE COMPANY'S FULLY PAID SHARE CAPITAL AT THE BEGINNING OF EACH FINANCIAL YEAR OF THE COMPANY.

Class of Shares:	DEFERRED	Number allotted	35500
Currency:	GBP	Aggregate nominal value:	3.55
Prescribed particulars			

VOTING: THE DEFERRED SHARES DO NOT CARRY VOTING RIGHTS. CAPITAL DISTRIBUTION: ON A LIQUIDATION EVENT THE SURPLUS ASSETS OF THE COMPANY (OR ANY GROUP COMPANY) REMAINING AFTER PAYMENT OF ITS LIABILITIES (OTHER THAN ANY LIABILITY UNDER THE LOAN AGREEMENT) SHALL BE APPLIED TO THE EXTENT THAT THE COMPANY (OR ANY GROUP COMPANY) IS LAWFULLY PERMITTED TO DO SO: FIRST, IN PAYING TO EACH SERIES A PREFERRED SHAREHOLDER THE GREATER OF: (I) AN AMOUNT EQUAL TO THE PREFERENCE AMOUNT FOR EACH SERIES A PREFERRED SHARE HELD BY IT (PROVIDED THAT IF THERE IS A SHORTFALL IN THE AMOUNT REQUIRED TO SATISFY THE ENTITLEMENTS OF THE SERIES A PREFERRED SHAREHOLDERS, THE AMOUNTS AVAILABLE SHALL BE APPLIED IN PROPORTION TO THE AMOUNTS DUE IN RESPECT OF EACH SUCH SERIES A PREFERRED SHARE HELD); AND (II) THE AMOUNT TO WHICH SUCH SERIES A PREFERRED SHAREHOLDER WOULD BE ENTITLED HAD IT CONVERTED ALL OF THE SERIES A PREFERRED SHARES HELD BY IT INTO B SHARES IMMEDIATELY PRIOR TO SUCH DISTRIBUTION; SECOND, IN REPAYING THE TOTAL AMOUNT OUTSTANDING UNDER THE LOAN AGREEMENT, PROVIDED THAT IF THERE IS A SHORTFALL IN THE AMOUNT REQUIRED TO REPAY THE TOTAL AMOUNT OUTSTANDING UNDER THE LOAN AGREEMENT, THE AMOUNTS AVAILABLE SHALL BE APPLIED TOWARDS THE FULL OR PARTIAL REPAYMENT OF THE ACCRUED BUT UNPAID INTEREST UNDER THE LOAN AGREEMENT AND THE BALANCE (IF ANY) THEREAFTER TOWARDS THE PARTIAL REPAYMENT OF ANY OTHER AMOUNT OUTSTANDING UNDER THE LOAN AGREEMENT; THIRD, IN PAYING THE A SHAREHOLDERS, B SHAREHOLDERS AND HOLDERS OF DEFERRED SHARES AN AMOUNT EQUAL TO NOMINAL VALUE OF EACH SUCH SHARE HELD BY THEM AND, IF THERE IS A SHORTFALL IN THE AMOUNT REQUIRED TO SATISFY THE ENTITLEMENTS OF ALL SUCH SHAREHOLDERS, THE AMOUNTS AVAILABLE SHALL BE APPLIED IN PROPORTION TO THE AMOUNTS DUE IN RESPECT OF EACH SUCH SHARE HELD, UNTIL THEY HAVE EACH RECEIVED AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH SUCH SHARE HELD BY THEM. DIVIDENDS: THE DEFERRED SHARES DO NOT ENTITLE THEIR HOLDER(S) TO PAYMENTS OF DIVIDENDS. REDEMPTION: 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)

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	20605351
		Total aggregate nominal value:	2060.5318
		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.