

**Return of Allotment of Shares**Company Name: **URBAN MESSAGE HOLDING LIMITED**Company Number: **09948725**Received for filing in Electronic Format on the: **13/10/2020**

X9FKWRXT

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	25/09/2020	25/09/2020

Class of Shares:	ORDINARY	Number allotted	45540
Currency:	GBP	Nominal value of each share	0.001
		Amount paid:	1.098
		Amount unpaid:	0.0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	25341083
Currency:	GBP	Aggregate nominal value:	25341.083

Prescribed particulars

VOTING: ON A SHOW OF HANDS EACH SHAREHOLDER HAS ONE VOTE AND ON A POLL EACH SHAREHOLDER HAS ONE VOTE PER SHARE CAPITAL: ON A SHARE SALE OR ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES),THE PROCEEDS OF SALE OR THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE “SURPLUS”) (AS THE CASE MAY BE) (SUCH PROCEEDS OF SALE OR SURPLUS HEREINAFTER REFERRED TO AS THE “DISTRIBUTION FUNDS”) SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AS FOLLOWS: (A) FIRST IN PAYING TO EACH HOLDER OF SHARES OTHER THAN DEFERRRED SHARES (AN “EQUITY SHAREHOLDER”) THE AGGREGATE OF THE PRICE PAID PER SHARE EQUAL TO THE AMOUNT SUBSCRIBED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING ANY PREMIUM)FOR SUCH SHARE (THE “ORIGINAL PURCHASE PRICE”) PAID BY SUCH EQUITY SHAREHOLDER, PROVIDED THAT, IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE ORIGINAL PURCHASE PRICE ON EACH EQUITY SHARE, THE AVAILABLE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE EQUITY SHAREHOLDERS PRO RATA TO THE RESPECTIVE AGGREGATE ORIGINAL PURCHASE PRICE PAID BY EACH EQUITY SHAREHOLDER; (B) SECOND, IN PAYING TO EACH EQUITY SHAREHOLDER (A “SHORTFALL SHAREHOLDER”) WHO HAS BEEN PAID A LOWER AMOUNT UNDER (A) ABOVE THAN SUCH SHORTFALL SHAREHOLDER WOULD HAVE BEEN PAID HAD THE DISTRIBUTABLE FUNDS BEEN DISTRIBUTED TO ALL EQUITY SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES(HIS “PRO RATA ENTITLEMENT”), SUCH AMOUNT TO WHICH EACH SHORTFALL SHAREHOLDER IS ENTITLED ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY HIM, PRO RATA TO THE AGGREGATE NUMBER OF EQUITY SHARES HELD BY ALL SHORTFALL SHAREHOLDERS, PROVIDED THAT NO AMOUNT SHALL BE PAID TO ANY SHORTFALL SHAREHOLDER UNDER THIS (B) WHICH WOULD RESULT IN SUCH SHORTFALL SHAREHOLDER BEING PAID AN AMOUNT IN EXCESS OF HIS PRO RATA ENTITLEMENT; (C) THIRD, THE BALANCE OF THE SURPLUS (LESS ANY AMOUNT PAYABLE UNDER (D))(IF ANY)) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD; AND (D) FOURTH, 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 THE DEFERRED SHARES) PROVIDED THAT NO PAYMENT SHALL BE MADE UNDER THIS (CI) UNLESS THE HOLDERS OF THE EQUITY SHARES HAVE RECEIVED £675 MILLION OR MORE IN RESPECT OF EACH EQUITY SHARE HELD BY THEM. DIVIDEND: DIVIDENDS SHALL BE DISTRIBUTED PRO-RATA BETWEEN SHARES EXCEPT FOR A SPECIAL DIVIDEND, WHICH SHALL BE DISTRIBUTED IN THE SAME ORDER OF PRIORITY IN RESPECT OF A RETURN OF CAPITAL ABOVE. REDEMPTION: THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	SERIES	Number allotted	14603500
	A	Aggregate nominal value:	14603.5
Currency:	GBP		

Prescribed particulars

VOTING: ON A SHOW OF HANDS EACH SHAREHOLDER HAS ONE VOTE AND ON A POLL EACH SHAREHOLDER HAS ONE VOTE PER SHARE CAPITAL: ON A SHARE SALE OR ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), THE PROCEEDS OF SALE OR THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE “SURPLUS”) (AS THE CASE MAY BE) (SUCH PROCEEDS OF SALE OR SURPLUS HEREINAFTER REFERRED TO AS THE “DISTRIBUTABLE FUNDS”) SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AS FOLLOWS: (A) FIRST, IN PAYING TO EACH HOLDER OF SHARES OTHER THAN DEFERRED SHARES (AN “EQUITY SHAREHOLDER”) THE AGGREGATE OF THE PRICE PAID PER SHARE EQUAL TO THE AMOUNT SUBSCRIBED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING ANY PREMIUM) FOR SUCH SHARE (THE “ORIGINAL PURCHASE PRICE”) PAID BY SUCH EQUITY SHAREHOLDER, PROVIDED THAT, IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE ORIGINAL PURCHASE PRICE ON EACH EQUITY SHARE, THE AVAILABLE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE EQUITY SHAREHOLDERS PRO RATA TO THE RESPECTIVE AGGREGATE ORIGINAL PURCHASE PRICE PAID BY EACH EQUITY SHAREHOLDER; (B) SECOND, IN PAYING TO EACH EQUITY SHAREHOLDER (A “SHORTFALL SHAREHOLDER”) WHO HAS BEEN PAID A LOWER AMOUNT UNDER (A) ABOVE THAN SUCH SHORTFALL SHAREHOLDER WOULD HAVE BEEN PAID HAD THE DISTRIBUTABLE FUNDS BEEN DISTRIBUTED TO ALL EQUITY SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES (HIS “PRO RATA ENTITLEMENT”), SUCH AMOUNT TO WHICH EACH SHORTFALL SHAREHOLDER IS ENTITLED ACCORDING

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Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	39944583
		Total aggregate nominal value:	39944.583
		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.