

**Return of Allotment of Shares**Company Name: **STEPSIZE LTD**Company Number: **10012522**

X5KZ9R6I

Received for filing in Electronic Format on the: **02/12/2016****Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	25/11/2016	30/11/2016

Class of Shares:	SERIES	Number allotted	73049
	SEED	Nominal value of each share	0.0001
	CONVERTIBLE	Amount paid:	1.95
	PREFERENCE	Amount unpaid:	0
	SHARE		

Currency: **GBP**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	1067559
Currency:	GBP	Aggregate nominal value:	106.7559

Prescribed particulars

VOTING: EACH ORDINARY SHARE CONFERS ON EACH HOLDER OF THE ORDINARY SHARE THE RIGHT TO RECEIVE NOTICE OF, TO ATTEND, AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. DIVIDENDS: EACH ORDINARY SHARE CONFERS A RIGHT TO RECEIVE DIVIDENDS DECLARED BY THE COMPANY, SUCH DIVIDENDS TO BE PAID PARI PASSU AMONGST THE HOLDERS OF ORDINARY SHARES AND SERIES SEED CONVERTIBLE PREFERENCE SHARES, PRO RATA TO THEIR RESPECTIVE HOLDINGS. RETURN ON CAPITAL: ON A DISTRIBUTION OF ASSETS, A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (A) FIRST IN PAYING TO EACH HOLDER OF SERIES SEED CONVERTIBLE PREFERENCE SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARE, AN AMOUNT EQUAL TO THE GREATER OF: (I) THE AMOUNT PAID UP INCLUDING ANY PREMIUM ON EACH SHARE (THE "PREFERENCE AMOUNT") IN RESPECT OF EACH SERIES SEED CONVERTIBLE PREFERENCE SHARE HELD BY IT; AND (II) SUCH AMOUNT AS IT WOULD HAVE RECEIVED IN RESPECT OF EACH SERIES SEED CONVERTIBLE PREFERENCE SHARE HELD BY IT IF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES WERE DISTRIBUTED PRO RATA AMONG THE HOLDERS OF ALL SHARES IN ISSUANCE OTHER THAN DEFERRED SHARES ("EQUITY SHARES") (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS), PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY EACH HOLDER OF SERIES SEED CONVERTIBLE PREFERENCE SHARES AN AMOUNT PER SERIES SEED CONVERTIBLE PREFERENCE SHARE HELD BY IT WHICH IS EQUAL TO THE PREFERENCE AMOUNT IN RESPECT OF EACH SUCH SERIES SEED CONVERTIBLE PREFERENCE SHARE THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES SEED CONVERTIBLE PREFERENCE SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES SEED CONVERTIBLE PREFERENCE SHARES; (B) SECOND 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); AND (C) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA

TO THE NUMBER OF ORDINARY SHARES HELD. RIGHTS OF REDEMPTION: THE ORDINARY SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	SERIES	Number allotted	406588
	SEED	Aggregate nominal value:	40.6588
	CONVERTIBLE		
	PREFERENCE		
	SHARE		

Currency: GBP

Prescribed particulars

VOTING: EACH SERIES SEED CONVERTIBLE PREFERENCE SHARE CONFERS ON EACH HOLDER OF THE ORDINARY SHARE THE RIGHT TO RECEIVE NOTICE OF, TO ATTEND, AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. DIVIDENDS: EACH SERIES SEED CONVERTIBLE PREFERENCE SHARE CONFERS A RIGHT TO RECEIVE DIVIDENDS DECLARED BY THE COMPANY, SUCH DIVIDENDS TO BE PAID PARI PASSU AMONGST THE HOLDERS OF ORDINARY SHARES AND SERIES SEED CONVERTIBLE PREFERENCE SHARES, PRO RATA TO THEIR RESPECTIVE HOLDINGS. RETURN ON CAPITAL: ON A DISTRIBUTION OF ASSETS, A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: (A) FIRST IN PAYING TO EACH HOLDER OF SERIES SEED CONVERTIBLE PREFERENCE SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARE, AN AMOUNT EQUAL TO THE GREATER OF: (I) THE AMOUNT PAID UP INCLUDING ANY PREMIUM ON EACH SHARE (THE "PREFERENCE AMOUNT") IN RESPECT OF EACH SERIES SEED CONVERTIBLE PREFERENCE SHARE HELD BY IT; AND (II) SUCH AMOUNT AS IT WOULD HAVE RECEIVED IN RESPECT OF EACH SERIES SEED CONVERTIBLE PREFERENCE SHARE HELD BY IT IF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES WERE DISTRIBUTED PRO RATA AMONG THE HOLDERS OF ALL SHARES IN ISSUANCE OTHER THAN DEFERRED SHARES ("EQUITY SHARES") (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS), PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY EACH HOLDER OF SERIES SEED CONVERTIBLE PREFERENCE SHARES AN AMOUNT PER SERIES SEED CONVERTIBLE PREFERENCE SHARE HELD BY IT WHICH IS EQUAL TO THE PREFERENCE AMOUNT IN RESPECT OF EACH SUCH SERIES SEED CONVERTIBLE PREFERENCE SHARE THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SERIES SEED CONVERTIBLE PREFERENCE SHARES PRO RATA TO

THEIR RESPECTIVE HOLDINGS OF SERIES SEED CONVERTIBLE PREFERENCE SHARES;
(B) SECOND 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); AND
(C) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD. RIGHTS OF REDEMPTION: THE SERIES SEED CONVERTIBLE PREFERENCE SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1474147
		Total aggregate nominal value:	147.4147
		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.