

**Return of Allotment of Shares**Company Name: **STEPSIZE LTD**Company Number: **10012522**Received for filing in Electronic Format on the: **18/11/2021**

XAHJMNSJ

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	10/10/2021	10/10/2021

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

Number allotted	9440
Nominal value of each share	0.0001
Amount paid:	0.0001
Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	1097406
Currency:	GBP	Aggregate nominal value:	109.7406

Prescribed particulars

CONFERS THE RIGHT TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT GENERAL MEETINGS. A RIGHT TO RECEIVE DIVIDENDS, TO BE PAID PARI PASSU AMONGST THE HOLDERS OF ORDINARY SHARES AND SERIES SEED CONVERTIBLE PREFERENCE SHARES, PRO RATA TO THEIR RESPECTIVE HOLDING. 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: (I) THE AMOUNT PAID UP INCLUDING ANY PREMIUM ON EACH SHARE ('PREFERENCE AMOUNT') IN RESPECT OF EACH SERIES SEED CONVERTIBLE PREFERENCE SHARES 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 AL 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. DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	SERIES	Number allotted	903590
	SEED	Aggregate nominal value:	90.359
	CONVERTIBLE		
	PREFERENCE		
	SHARES		

Currency: **GBP**

Prescribed particulars

THE RIGHT TO RECEIVE NOTICE OF, TO ATTEND, AND TO VOTE AT GENERAL MEETINGS. 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 T 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; 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. A RIGHT TO RECEIVE DIVIDENDS, TO BE PAID PARI PASSU AMONGST THE HOLDERS ORDINARY SHARES AND SERIES SEED CONVERTIBLE PREFERENCE SHARES, PRO RATA TO THEIR RESPECTIVE HOLDINGS. DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	2000996
		Total aggregate nominal value:	200.0996
		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.