



Companies House

# CS01<sub>(ef)</sub>

## Confirmation Statement

Company Name: **ZOE LIMITED**

Company Number: **10902884**



Received for filing in Electronic Format on the: **07/09/2022**

XBC2W2JM

Company Name: **ZOE LIMITED**

Company Number: **10902884**

Confirmation **06/08/2022**

Statement date:

# Statement of Capital (Share Capital)

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|                         |                 |                          |                 |
|-------------------------|-----------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>5570893</b>  |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>0.557089</b> |
| Prescribed particulars  |                 |                          |                 |

**VOTING: THE ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF ORDINARY SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDEND: ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH INVESTOR MAJORITY CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR; WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES (PARI PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF ORDINARY SHARES. WINDING-UP: ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS SHALL BE APPLIED: (A) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES; (B) SECOND, IN PAYING A SUM EQUAL TO THE HIGHER OF: (I) £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PLUS ARREARS OF ALL THE B SHARES IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED AS TO 0.00005% TO THE HOLDERS OF THE A SHARES, 0.00005% TO THE HOLDERS OF THE SEED SHARES, 0.00005% TO THE HOLDERS OF THE FOUNDER SHARES AND 0.00005% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE B SHARES SUCH THAT EACH HOLDER OF B SHARES RECEIVES IN RESPECT OF EACH B SHARE HELD THE ISSUE PRICE PLUS ARREARS OF THAT B SHARE (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER B SHARE EQUAL TO THE ISSUE PRICE PLUS ARREARS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE B SHAREHOLDERS, A SHAREHOLDERS, SEED SHAREHOLDERS, FOUNDER SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE UNDER THIS ARTICLE; AND £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE AMOUNT TO WHICH THE B SHAREHOLDERS WOULD BE ENTITLED IF THE SURPLUS ASSETS WERE DISTRIBUTED AMONG ALL HOLDERS OF EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD) TO BE DISTRIBUTED AS TO 0.00005% TO THE HOLDERS OF THE A SHARES, 0.00005% TO THE HOLDERS OF THE SEED SHARES, 0.00005% TO THE HOLDERS OF THE FOUNDER SHARES AND 0.00005% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE B SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP ON THE B SHARES (INCLUDING ANY PREMIUM); (C) THIRD IN PAYING A SUM EQUAL TO THE HIGHER OF: (I) £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PLUS ARREARS OF ALL THE A SHARES AND SEED SHARES (AS IF THEY CONSTITUTED ONE CLASS OF SHARES) IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED AS TO 0.00005% TO THE HOLDERS**

OF THE B SHARES, 0.00005% TO THE HOLDERS OF THE FOUNDER SHARES AND 0.00005% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE A SHARES AND SEED SHARES (AS IF THEY CONSTITUTED ONE CLASS OF SHARES) SUCH THAT EACH HOLDER OF A SHARES AND SEED SHARES (AS APPLICABLE) RECEIVES IN RESPECT OF EACH A SHARE AND SEED SHARE (AS APPLICABLE) HELD THE ISSUE PRICE PLUS ARREARS OF THAT A SHARE AND SEED SHARE (AS APPLICABLE) (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER A SHARE AND SEED SHARE (AS APPLICABLE) EQUAL TO THE ISSUE PRICE PLUS ARREARS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE A SHAREHOLDERS, SEED SHAREHOLDERS, B SHAREHOLDERS, FOUNDER SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE UNDER THIS ARTICLE; AND (II) £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE AMOUNT TO WHICH THE A SHAREHOLDERS AND SEED SHAREHOLDERS WOULD BE ENTITLED IF THE SURPLUS ASSETS WERE DISTRIBUTED AMONG ALL HOLDERS OF EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD) TO BE DISTRIBUTED AS TO 0.00005% TO HOLDERS OF B SHARES, 0.00005% TO HOLDERS OF ORDINARY SHARES AND 0.00005% TO HOLDERS OF FOUNDER SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE A SHARES AND SEED SHARES

|                         |             |                          |                 |
|-------------------------|-------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>SEED</b> | Number allotted          | <b>56793911</b> |
| Currency:               | <b>GBP</b>  | Aggregate nominal value: | <b>5.679391</b> |
| Prescribed particulars  |             |                          |                 |

**VOTING: THE SEED SHARES SHALL CONFER ON EACH HOLDER OF SEED SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDEND: ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH INVESTOR MAJORITY CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR; WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE SEED SHARES (PARI PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SEED SHARES. WINDING-UP: ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS SHALL BE APPLIED: (A) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES; (B) SECOND, IN PAYING A SUM EQUAL TO THE HIGHER OF: (I) £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PLUS ARREARS OF ALL THE B SHARES IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED AS TO 0.00005% TO THE HOLDERS OF THE A SHARES, 0.00005% TO THE HOLDERS OF THE SEED SHARES, 0.00005% TO THE HOLDERS OF THE FOUNDER SHARES AND 0.00005% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE B SHARES SUCH THAT EACH HOLDER OF B SHARES RECEIVES IN RESPECT OF EACH B SHARE HELD THE ISSUE PRICE PLUS ARREARS OF THAT B SHARE (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER B SHARE EQUAL TO THE ISSUE PRICE PLUS ARREARS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE B SHAREHOLDERS, A SHAREHOLDERS, SEED SHAREHOLDERS, FOUNDER SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE UNDER THIS ARTICLE; AND £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE AMOUNT TO WHICH THE B SHAREHOLDERS WOULD BE ENTITLED IF THE SURPLUS ASSETS WERE DISTRIBUTED AMONG ALL HOLDERS OF EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD) TO BE DISTRIBUTED AS TO 0.00005% TO THE HOLDERS OF THE A SHARES, 0.00005% TO THE HOLDERS OF THE SEED SHARES, 0.00005% TO THE HOLDERS OF THE FOUNDER SHARES AND 0.00005% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE B SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP ON THE B SHARES (INCLUDING ANY PREMIUM); (C) THIRD IN PAYING A SUM EQUAL TO THE HIGHER OF: (I) £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PLUS ARREARS OF ALL THE A SHARES AND SEED SHARES (AS IF THEY CONSTITUTED ONE CLASS OF SHARES) IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED AS TO 0.00005% TO THE HOLDERS OF THE**

B SHARES, 0.00005% TO THE HOLDERS OF THE FOUNDER SHARES AND 0.00005% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE A SHARES AND SEED SHARES (AS IF THEY CONSTITUTED ONE CLASS OF SHARES) SUCH THAT EACH HOLDER OF A SHARES AND SEED SHARES (AS APPLICABLE) RECEIVES IN RESPECT OF EACH A SHARE AND SEED SHARE (AS APPLICABLE) HELD THE ISSUE PRICE PLUS ARREARS OF THAT A SHARE AND SEED SHARE (AS APPLICABLE) (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER A SHARE AND SEED SHARE (AS APPLICABLE) EQUAL TO THE ISSUE PRICE PLUS ARREARS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE A SHAREHOLDERS, SEED SHAREHOLDERS, B SHAREHOLDERS, FOUNDER SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE UNDER THIS ARTICLE; AND (II) £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE AMOUNT TO WHICH THE A SHAREHOLDERS AND SEED SHAREHOLDERS WOULD BE ENTITLED IF THE SURPLUS ASSETS WERE DISTRIBUTED AMONG ALL HOLDERS OF EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD) TO BE DISTRIBUTED AS TO 0.00005% TO HOLDERS OF B SHARES, 0.00005% TO HOLDERS OF ORDINARY SHARES AND 0.00005% TO HOLDERS OF FOUNDER SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE A SHARES AND SEED SHARES

|                        |         |                          |           |
|------------------------|---------|--------------------------|-----------|
| Class of Shares:       | FOUNDER | Number allotted          | 100000000 |
| Currency:              | GBP     | Aggregate nominal value: | 10        |
| Prescribed particulars |         |                          |           |

**VOTING: THE SEED SHARES SHALL CONFER ON EACH HOLDER OF SEED SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDEND: ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH INVESTOR MAJORITY CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR; WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE FOUNDER SHARES (PARI PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF FOUNDER SHARES. WINDING-UP: ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS SHALL BE APPLIED: (A) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES; (B) SECOND, IN PAYING A SUM EQUAL TO THE HIGHER OF: (I) £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PLUS ARREARS OF ALL THE B SHARES IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED AS TO 0.00005% TO THE HOLDERS OF THE A SHARES, 0.00005% TO THE HOLDERS OF THE SEED SHARES, 0.00005% TO THE HOLDERS OF THE FOUNDER SHARES AND 0.00005% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE B SHARES SUCH THAT EACH HOLDER OF B SHARES RECEIVES IN RESPECT OF EACH B SHARE HELD THE ISSUE PRICE PLUS ARREARS OF THAT B SHARE (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER B SHARE EQUAL TO THE ISSUE PRICE PLUS ARREARS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE B SHAREHOLDERS, A SHAREHOLDERS, SEED SHAREHOLDERS, FOUNDER SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE UNDER THIS ARTICLE; AND £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE AMOUNT TO WHICH THE B SHAREHOLDERS WOULD BE ENTITLED IF THE SURPLUS ASSETS WERE DISTRIBUTED AMONG ALL HOLDERS OF EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD) TO BE DISTRIBUTED AS TO 0.00005% TO THE HOLDERS OF THE A SHARES, 0.00005% TO THE HOLDERS OF THE SEED SHARES, 0.00005% TO THE HOLDERS OF THE FOUNDER SHARES AND 0.00005% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE B SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP ON THE B SHARES (INCLUDING ANY PREMIUM); (C) THIRD IN PAYING A SUM EQUAL TO THE HIGHER OF: (I) £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PLUS ARREARS OF ALL THE A SHARES AND SEED SHARES (AS IF THEY CONSTITUTED ONE CLASS OF SHARES) IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED AS TO 0.00005% TO THE HOLDERS**

OF THE B SHARES, 0.00005% TO THE HOLDERS OF THE FOUNDER SHARES AND 0.00005% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE A SHARES AND SEED SHARES (AS IF THEY CONSTITUTED ONE CLASS OF SHARES) SUCH THAT EACH HOLDER OF A SHARES AND SEED SHARES (AS APPLICABLE) RECEIVES IN RESPECT OF EACH A SHARE AND SEED SHARE (AS APPLICABLE) HELD THE ISSUE PRICE PLUS ARREARS OF THAT A SHARE AND SEED SHARE (AS APPLICABLE) (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER A SHARE AND SEED SHARE (AS APPLICABLE) EQUAL TO THE ISSUE PRICE PLUS ARREARS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE A SHAREHOLDERS, SEED SHAREHOLDERS, B SHAREHOLDERS, FOUNDER SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE UNDER THIS ARTICLE; AND (II) EX PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE AMOUNT TO WHICH THE A SHAREHOLDERS AND SEED SHAREHOLDERS WOULD BE ENTIDED IF THE SURPLUS ASSETS WERE DISTRIBUTED AMONG ALL HOLDERS OF EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD) TO BE DISTRIBUTED AS TO 0.00005% TO HOLDERS OF B SHARES, 0.00005% TO HOLDERS OF ORDINARY SHARES AND 0.00005% TO HOLDERS OF FOUNDER SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE A SHARES AND SEED SHARES

|                        |        |                          |          |
|------------------------|--------|--------------------------|----------|
| Class of Shares:       | SERIES | Number allotted          | 89095417 |
|                        | A      | Aggregate nominal value: | 8.909542 |
| Currency:              | GBP    |                          |          |
| Prescribed particulars |        |                          |          |



**VOTING: THE SERIES A SHARES SHALL CONFER ON EACH HOLDER OF SERIES A SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDEND: ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH INVESTOR MAJORITY CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR; WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES A SHARES (PARI PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES A SHARES. WINDING-UP: ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS SHALL BE APPLIED: (A) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES; (B) SECOND, IN PAYING A SUM EQUAL TO THE HIGHER OF: (I) £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PLUS ARREARS OF ALL THE B SHARES IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED AS TO 0.00005% TO THE HOLDERS OF THE A SHARES, 0.00005% TO THE HOLDERS OF THE SEED SHARES, 0.00005% TO THE HOLDERS OF THE FOUNDER SHARES AND 0.00005% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE B SHARES SUCH THAT EACH HOLDER OF B SHARES RECEIVES IN RESPECT OF EACH B SHARE HELD THE ISSUE PRICE PLUS ARREARS OF THAT B SHARE (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER B SHARE EQUAL TO THE ISSUE PRICE PLUS ARREARS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE B SHAREHOLDERS, A SHAREHOLDERS, SEED SHAREHOLDERS, FOUNDER SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE UNDER THIS ARTICLE; AND £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE AMOUNT TO WHICH THE B SHAREHOLDERS WOULD BE ENTITLED IF THE SURPLUS ASSETS WERE DISTRIBUTED AMONG ALL HOLDERS OF EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD) TO BE DISTRIBUTED AS TO 0.00005% TO THE HOLDERS OF THE A SHARES, 0.00005% TO THE HOLDERS OF THE SEED SHARES, 0.00005% TO THE HOLDERS OF THE FOUNDER SHARES AND 0.00005% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE B SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP ON THE B SHARES (INCLUDING ANY PREMIUM); (C) THIRD IN PAYING A SUM EQUAL TO THE HIGHER OF: (I) £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PLUS ARREARS OF ALL THE A SHARES AND SEED SHARES (AS IF THEY CONSTITUTED ONE CLASS OF SHARES) IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED AS TO 0.00005% TO THE HOLDERS**

OF THE B SHARES, 0.00005% TO THE HOLDERS OF THE FOUNDER SHARES AND 0.00005% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE A SHARES AND SEED SHARES (AS IF THEY CONSTITUTED ONE CLASS OF SHARES) SUCH THAT EACH HOLDER OF A SHARES AND SEED SHARES (AS APPLICABLE) RECEIVES IN RESPECT OF EACH A SHARE AND SEED SHARE (AS APPLICABLE) HELD THE ISSUE PRICE PLUS ARREARS OF THAT A SHARE AND SEED SHARE (AS APPLICABLE) (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER A SHARE AND SEED SHARE (AS APPLICABLE) EQUAL TO THE ISSUE PRICE PLUS ARREARS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE A SHAREHOLDERS, SEED SHAREHOLDERS, B SHAREHOLDERS, FOUNDER SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE UNDER THIS ARTICLE; AND (II) £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE AMOUNT TO WHICH THE A SHAREHOLDERS AND SEED SHAREHOLDERS WOULD BE ENTITLED IF THE SURPLUS ASSETS WERE DISTRIBUTED AMONG ALL HOLDERS OF EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD) TO BE DISTRIBUTED AS TO 0.00005% TO HOLDERS OF B SHARES, 0.00005% TO HOLDERS OF ORDINARY SHARES AND 0.00005% TO HOLDERS OF FOUNDER SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE A SHARES AND SEED SHARES

|                        |        |                          |          |
|------------------------|--------|--------------------------|----------|
| Class of Shares:       | SERIES | Number allotted          | 45465613 |
|                        | B      | Aggregate nominal value: | 4.546561 |
| Currency:              | GBP    |                          |          |
| Prescribed particulars |        |                          |          |

**VOTING: THE SERIES B SHARES SHALL CONFER ON EACH HOLDER OF SERIES B SHARE THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDEND: ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE, WITH INVESTOR MAJORITY CONSENT, TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR; WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES B SHARES (PARI PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES B SHARES. WINDING-UP: ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL THE SURPLUS ASSETS SHALL BE APPLIED: (A) FIRST, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES; (B) SECOND, IN PAYING A SUM EQUAL TO THE HIGHER OF: (I) £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PLUS ARREARS OF ALL THE B SHARES IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED AS TO 0.00005% TO THE HOLDERS OF THE A SHARES, 0.00005% TO THE HOLDERS OF THE SEED SHARES, 0.00005% TO THE HOLDERS OF THE FOUNDER SHARES AND 0.00005% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE B SHARES SUCH THAT EACH HOLDER OF B SHARES RECEIVES IN RESPECT OF EACH B SHARE HELD THE ISSUE PRICE PLUS ARREARS OF THAT B SHARE (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER B SHARE EQUAL TO THE ISSUE PRICE PLUS ARREARS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE B SHAREHOLDERS, A SHAREHOLDERS, SEED SHAREHOLDERS, FOUNDER SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE UNDER THIS ARTICLE; AND £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE AMOUNT TO WHICH THE B SHAREHOLDERS WOULD BE ENTITLED IF THE SURPLUS ASSETS WERE DISTRIBUTED AMONG ALL HOLDERS OF EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD) TO BE DISTRIBUTED AS TO 0.00005% TO THE HOLDERS OF THE A SHARES, 0.00005% TO THE HOLDERS OF THE SEED SHARES, 0.00005% TO THE HOLDERS OF THE FOUNDER SHARES AND 0.00005% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE B SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP ON THE B SHARES (INCLUDING ANY PREMIUM); (C) THIRD IN PAYING A SUM EQUAL TO THE HIGHER OF: (I) £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE ISSUE PRICE PLUS ARREARS OF ALL THE A SHARES AND SEED SHARES (AS IF THEY CONSTITUTED ONE CLASS OF SHARES) IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED AS TO 0.00005% TO THE HOLDERS**

OF THE B SHARES, 0.00005% TO THE HOLDERS OF THE FOUNDER SHARES AND 0.00005% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE A SHARES AND SEED SHARES (AS IF THEY CONSTITUTED ONE CLASS OF SHARES) SUCH THAT EACH HOLDER OF A SHARES AND SEED SHARES (AS APPLICABLE) RECEIVES IN RESPECT OF EACH A SHARE AND SEED SHARE (AS APPLICABLE) HELD THE ISSUE PLUS ARREARS OF THAT A SHARE AND SEED SHARE (AS APPLICABLE) (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER A SHARE AND SEED SHARE (AS APPLICABLE) EQUAL TO THE ISSUE PRICE PLUS ARREARS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE A SHAREHOLDERS, SEED SHAREHOLDERS, B SHAREHOLDERS, FOUNDER SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE UNDER THIS ARTICLE; AND (II) £X PLUS £100 (WHERE X IS AN AMOUNT EQUAL TO THE AGGREGATE AMOUNT TO WHICH THE A SHAREHOLDERS AND SEED SHAREHOLDERS WOULD BE ENTITLED IF THE SURPLUS ASSETS WERE DISTRIBUTED AMONG ALL HOLDERS OF EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD) TO BE DISTRIBUTED AS TO 0.00005% TO HOLDERS OF B SHARES, 0.00005% TO HOLDERS OF ORDINARY SHARES AND 0.00005% TO HOLDERS OF FOUNDER SHARES PRO-RATA AND AS TO THE BALANCE TO THE HOLDERS OF THE A SHARES AND SEED SHARES

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**Statement of Capital (Totals)**

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|           |            |                                |                  |
|-----------|------------|--------------------------------|------------------|
| Currency: | <b>GBP</b> | Total number of shares:        | <b>296925834</b> |
|           |            | Total aggregate nominal value: | <b>29.692583</b> |
|           |            | Total aggregate amount         | <b>0</b>         |
|           |            | unpaid:                        |                  |

# Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

|                  |  |
|------------------|--|
| Shareholding 1:  | <b>1000 ORDINARY shares held as at the date of this confirmation statement</b>     |
| Name:            | <b>ABUBAKAR BUWE</b>   |
| Shareholding 2:  | <b>33371428 SERIES A shares held as at the date of this confirmation statement</b> |
| Name:            | <b>ACCOMPLICE FUND II, L.P.</b>  |
| Shareholding 3:  | <b>10680784 SEED shares held as at the date of this confirmation statement</b>     |
| Name:            | <b>ACCOMPLICE FUND II, L.P.</b>  |
| Shareholding 4:  | <b>9093123 SERIES B shares held as at the date of this confirmation statement</b>  |
| Name:            | <b>ACCOMPLICE FUND III, L.P.</b>   |
| Shareholding 5:  | <b>909312 SERIES B shares held as at the date of this confirmation statement</b>   |
| Name:            | <b>ACCOMPLICE MANAGEMENT CAPITAL, LLC</b>  |
| Shareholding 6:  | <b>18186246 SERIES B shares held as at the date of this confirmation statement</b> |
| Name:            | <b>AHREN INNOVATION CAPITAL GUERNSEY (GP) LIMITED</b>                              |
| Shareholding 7:  | <b>2455633 SERIES A shares held as at the date of this confirmation statement</b>  |
| Name:            | <b>AIR STREET CAPITAL I LP</b>   |
| Shareholding 8:  | <b>928764 SEED shares held as at the date of this confirmation statement</b>       |
| Name:            | <b>ALEX CHESTERMAN</b>   |
| Shareholding 9:  | <b>464382 SEED shares held as at the date of this confirmation statement</b>       |
| Name:            | <b>BENJAMIN BAROKAS</b>  |
| Shareholding 10: | <b>75558 SERIES A shares held as at the date of this confirmation statement</b>    |
| Name:            | <b>CATHERINE ULRICH</b>  |
| Shareholding 11: | <b>188895 SERIES A shares held as at the date of this confirmation statement</b>   |
| Name:            | <b>DANIEL WATERHOUSE</b>   |

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| Shareholding 12: | <b>27862914 SEED shares held as at the date of this confirmation statement</b>     |
| Name:            | <b>DAPHNI PURPLE FPCI</b>  |
| Shareholding 13: | <b>22667385 SERIES A shares held as at the date of this confirmation statement</b> |
| Name:            | <b>DAPHNI PURPLE FPCI</b>  |
| Shareholding 14: | <b>1818624 SERIES B shares held as at the date of this confirmation statement</b>  |
| Name:            | <b>DAPHNI PURPLE FPCI</b>  |
| Shareholding 15: | <b>185753 SEED shares held as at the date of this confirmation statement</b>       |
| Name:            | <b>DAVID SCOTT CUMMINGS</b>  |
| Shareholding 16: | <b>33699 SERIES B shares held as at the date of this confirmation statement</b>    |
| Name:            | <b>DAVID SCOTT CUMMINGS</b>  |
| Shareholding 17: | <b>1393146 SEED shares held as at the date of this confirmation statement</b>      |
| Name:            | <b>DEMETRIOS ZOPPOS</b>  |
| Shareholding 18: | <b>755580 SERIES A shares held as at the date of this confirmation statement</b>   |
| Name:            | <b>DOMINIQUE VIDAL</b>   |
| Shareholding 19: | <b>464382 SEED shares held as at the date of this confirmation statement</b>       |
| Name:            | <b>EARLY STAGE I, A SERIES OF YUBARI, LP</b>                                       |
| Shareholding 20: | <b>363724 SERIES B shares held as at the date of this confirmation statement</b>   |
| Name:            | <b>ELI MANNING</b>   |
| Shareholding 21: | <b>464382 ORDINARY shares held as at the date of this confirmation statement</b>   |
| Name:            | <b>ERROL DAMELIN</b>   |
| Shareholding 22: | <b>3715056 SEED shares held as at the date of this confirmation statement</b>      |
| Name:            | <b>ESTATE OF REGINALD BRADFORD</b>   |
| Shareholding 23: | <b>1393146 SEED shares held as at the date of this confirmation statement</b>      |
| Name:            | <b>FRANCK LE OUAY</b>  |
| Shareholding 24: | <b>44117650 FOUNDER shares held as at the date of this confirmation statement</b>  |
| Name:            | <b>GEORGE HADJIGEORGIOU</b>  |
| Shareholding 25: | <b>928764 SEED shares held as at the date of this confirmation statement</b>       |
| Name:            | <b>GEORGE HADJIGEORGIOU</b>  |

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| Shareholding 26:<br>Name: | <b>696573 SEED shares held as at the date of this confirmation statement<br/>GREG COLEMAN</b>                          |
| Shareholding 27:<br>Name: | <b>44117650 FOUNDER shares held as at the date of this confirmation statement<br/>JONATHAN WOLF</b>                    |
| Shareholding 28:<br>Name: | <b>928764 SEED shares held as at the date of this confirmation statement<br/>JONATHAN WOLF</b>                         |
| Shareholding 29:<br>Name: | <b>2321910 SEED shares held as at the date of this confirmation statement<br/>KAROG INVEST</b>                         |
| Shareholding 30:<br>Name: | <b>200000 ORDINARY shares held as at the date of this confirmation statement<br/>KENNETH READ</b>                      |
| Shareholding 31:<br>Name: | <b>3391459 ORDINARY shares held as at the date of this confirmation statement<br/>KING'S COLLEGE LONDON</b>            |
| Shareholding 32:<br>Name: | <b>185753 SEED shares held as at the date of this confirmation statement<br/>MATTHEW JACK ROBINSON</b>                 |
| Shareholding 33:<br>Name: | <b>1304960 SEED shares held as at the date of this confirmation statement<br/>MOSAIC VENTURES I, L.P.</b>              |
| Shareholding 34:<br>Name: | <b>88186 SEED shares held as at the date of this confirmation statement<br/>MOSAIC VENTURES INVESTORS FUND I, L.P.</b> |
| Shareholding 35:<br>Name: | <b>63651 SERIES B shares held as at the date of this confirmation statement<br/>OSI UMENYIORA</b>                      |
| Shareholding 36:<br>Name: | <b>431176 ORDINARY shares held as at the date of this confirmation statement<br/>PATRICK WYATT</b>                     |
| Shareholding 37:<br>Name: | <b>928764 SEED shares held as at the date of this confirmation statement<br/>PG CONSEIL</b>                            |
| Shareholding 38:<br>Name: | <b>5000 ORDINARY shares held as at the date of this confirmation statement<br/>RACHEL HINE</b>                         |
| Shareholding 39:<br>Name: | <b>281250 ORDINARY shares held as at the date of this confirmation statement<br/>SERGE DANZANWILLIERS</b>              |

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| Shareholding 40: | <b>92876 ORDINARY shares held as at the date of this confirmation statement</b>    |
| Name:            | <b>SPENCER HYMAN</b>   |
| Shareholding 41: | <b>928764 SEED shares held as at the date of this confirmation statement</b>       |
| Name:            | <b>STANISLAS MARIE LAURENT</b>   |
| Shareholding 42: | <b>464382 SEED shares held as at the date of this confirmation statement</b>       |
| Name:            | <b>STEPHANE KURGAN</b>   |
| Shareholding 43: | <b>4546561 SERIES B shares held as at the date of this confirmation statement</b>  |
| Name:            | <b>THVC (ZOE B), LLC</b>   |
| Shareholding 44: | <b>464382 SEED shares held as at the date of this confirmation statement</b>       |
| Name:            | <b>TIM KENDALL</b>   |
| Shareholding 45: | <b>11764700 FOUNDER shares held as at the date of this confirmation statement</b>  |
| Name:            | <b>TIMOTHY SPECTOR</b>   |
| Shareholding 46: | <b>14167116 SERIES A shares held as at the date of this confirmation statement</b> |
| Name:            | <b>TRANSFORMATIONAL HEALTHCARE (ZOE A2), LLC</b>                                   |
| Shareholding 47: | <b>15413822 SERIES A shares held as at the date of this confirmation statement</b> |
| Name:            | <b>TRANSFORMATIONAL HEALTHCARE (ZOE), LLC</b>                                      |
| Shareholding 48: | <b>464382 SEED shares held as at the date of this confirmation statement</b>       |
| Name:            | <b>VISHAL GULATI</b>   |
| Shareholding 49: | <b>909312 SERIES B shares held as at the date of this confirmation statement</b>   |
| Name:            | <b>WESTBROOKE RHYTHM LIMITED</b>   |
| Shareholding 50: | <b>15625 ORDINARY shares held as at the date of this confirmation statement</b>    |
| Name:            | <b>JOSHUA ELGAR</b>  |
| Shareholding 51: | <b>18186 SERIES B shares held as at the date of this confirmation statement</b>    |
| Name:            | <b>CLARE MURRAY</b>  |
| Shareholding 52: | <b>90931 SERIES B shares held as at the date of this confirmation statement</b>    |
| Name:            | <b>SAM GYIMAH</b>  |
| Shareholding 53: | <b>110864 SERIES B shares held as at the date of this confirmation statement</b>   |



Name: **GREGORY GAZAGNE**

Shareholding 54: **45465 SERIES B shares held as at the date of this confirmation statement**  
Name: **ELEANOR BLAGBROUGH**

Shareholding 55: **1818624 SERIES B shares held as at the date of this confirmation statement**  
Name: **DAG SKATTUM**

Shareholding 56: **45465 SERIES B shares held as at the date of this confirmation statement**  
Name: **MICHELLE CAPIOD**

Shareholding 57: **54556 SERIES B shares held as at the date of this confirmation statement**  
Name: **OLIVER PAWLE**

Shareholding 58: **5902371 SERIES B shares held as at the date of this confirmation statement**  
Name: **BALDERTON CAPITAL VII S.L.P.**

Shareholding 59: **15625 ORDINARY shares held as at the date of this confirmation statement**  
Name: **ANNA MAY**

Shareholding 60: **26250 ORDINARY shares held as at the date of this confirmation statement**  
Name: **HANNAH KING**

Shareholding 61: **100000 ORDINARY shares held as at the date of this confirmation statement**  
Name: **JOHN MORGAN**

Shareholding 62: **128125 ORDINARY shares held as at the date of this confirmation statement**  
Name: **ELCO BAKKER**

Shareholding 63: **131250 ORDINARY shares held as at the date of this confirmation statement**  
Name: **HAYA AL KHATIB**

Shareholding 64: **181250 ORDINARY shares held as at the date of this confirmation statement**  
Name: **JOAN CAPDEVILA PUJOL**

Shareholding 65: **11875 ORDINARY shares held as at the date of this confirmation statement**  
Name: **ABIGAIL BOURNOT**

Shareholding 66: **909312 SERIES B shares held as at the date of this confirmation statement**  
Name: **OFFLINE LABS, LLC**

Shareholding 67: **545587 SERIES B shares held as at the date of this confirmation statement**  
Name: **GOLD LEGACY**

Shareholding 68: **6250 ORDINARY shares held as at the date of this confirmation statement**  
Name: **SYLVIA ZANESCO**

Shareholding 69: **75000 ORDINARY shares held as at the date of this confirmation statement**  
Name: **DOUGLAS HOLMES**

Shareholding 70: **12500 ORDINARY shares held as at the date of this confirmation statement**  
Name: **FIANA TULIP**

## **Confirmation Statement**

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

# Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,  
Judicial Factor