

DON'T
STAPLE

SH01

Return of allotment of shares



Companies House

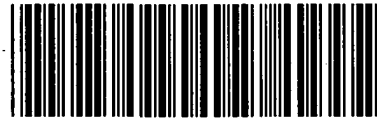
FileOnline

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www.gov.uk/companieshouse

✓ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

✗ **What this form is NOT for**
You cannot use this form to give notice of shares taken on formation of the company for an allotment of a new class of shares by an unlimited company.

TUESDAY



A13 *AC9H6CQB* 08/08/2023 #119
COMPANIES HOUSE

1 **Company details**

Company number 1 0 9 0 2 8 8 4

Company name in full ZOE LIMITED

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 **Allotment dates**

From Date 1 5 0 4 2 0 2 3
To Date 3 1 0 7 2 0 2 3

① **Allotment date**
If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 **Shares allotted**

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

② **Currency**
If currency details are not completed we will assume currency is in pound sterling.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	Series B2 shares	5,983,929	0.0000001	US\$0.587774	0
GBP	Ordinary shares	2,186	0.0000001	£0.1105	0
GBP	Ordinary shares	96,350	0.0000001	£0.06	0

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

Continuation page
Please use a continuation page if necessary.

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
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Currency table A

GBP	See continuation sheet			
Totals		385,589,113	38.5589113	0

Currency table B

Totals				

Currency table C

Totals				

Total issued share capital table

You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	Total number of shares	Total aggregate nominal value Show different currencies separately. For example: £100 + €100 + \$10	Total aggregate amount unpaid ❶ Show different currencies separately. For example: £100 + €100 + \$10
Grand total	385,589,113	38.5589113	0

❶ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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5 Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share

Prescribed particulars

1

Please see continuation sheets

Class of share

Prescribed particulars

1

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

Jonathan Wolf

576BD21460024D6...

X

2 Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

3 Person authorised

Under either section 270 or 274 of the Companies Act 2006.

This form may be signed by:

Director 1, Secretary, Person authorised 2, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	156649.00008									
Company name	CMS Cameron McKenna Nabarro									
	Olswang LLP									
Address	Cannon Place									
	78 Cannon Street									
Post town										
County/Region	London									
Postcode		E	C	4	N		6	A	F	
Country										
DX										
Telephone	+44 20 7367 2087									

**Checklist**

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

In accordance with
Section 555 of the
Companies Act 2006.

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4 Statement of capital				
Complete the table below to show the issued share capital. Complete a separate table for each currency.				
Currency	Class of shares	Number of shares	Aggregate nominal value	Total aggregate amount
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		(£, €, \$, etc) Number of shares issued multiplied by nominal value	unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
GBP	Ordinary shares	20,839,128	2.0839128	
GBP	Growth shares	15,095,092	1.5095092	
GBP	Series Seed shares	56,793,911	5.6793911	
GBP	B2 Shares	69,329,365	6.9329365	
GBP	B Shares	45,465,613	4.5465613	
GBP	A Shares	89,095,417	8.9095417	
GBP	Founder Shares	88,970,587	8.8970587	
Totals		385,589,113	38.5589113	0

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Return of allotment of shares**5 Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	Ordinary	
Prescribed particulars	<p>Voting: right to receive notice of and to attend, speak and vote at all general meetings and to receive and vote on proposed written resolutions.</p> <p>Dividends: Distributed among the holders of the Equity Shares (which means Shares other than Deferred Shares and Growth Shares) pari passu as if the shares constituted one class of share pro rata to their respective holdings of Equity Shares.</p> <p>Winding-up (please refer to the Articles of Association for a detailed description of the liquidation preferences): First, in paying the holders of: (i) the Deferred Shares; and (ii) the Unvested Growth Shares, 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 B2 Shares and B 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 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 according to the number of A Shares, Seed Shares, Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) such that each B2 Shareholder and B Shareholder (as applicable) receives in respect of each B2 Share or B Share (as applicable) held the Issue Price plus Arrears of that B2 Share and B Share (as applicable) (provided that if there are insufficient surplus assets to pay the amounts per B Share or B2 Share (as applicable) equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the B2 Shareholders, 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 the Articles; and (ii) X plus £100 (where X is an amount equal to the aggregate amount to which the B2 Shareholders and B Shareholders would be entitled if the Surplus Assets were distributed among all Equity Shareholders 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 according to the number of A Shares, Seed Shares, Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) pro rata according to the amounts paid up on the B2 Shares and B Shares (including any premium); 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</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Ordinary (cont.)	
Prescribed particulars	<p>relevant time) to be distributed as to 0.00005% to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of B2 Shares, B Shares, Founder Shares and Ordinary Shares (as applicable) held by them; 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 Equity Shareholders pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of B2 Shares, B Shares, Ordinary Shares and Founder Shares (as applicable) held by them (d) fourth (to the extent there are Surplus Assets remaining for distribution after the application of Articles 6.1(a), (b) and (c)), in paying to the holders of the Founder Shares, the Ordinary Shares and the Vested Growth Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares, Ordinary Shares and Vested Growth Shares held by them</p> <p>Redemption: Non-redeemable.</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series A
Prescribed particulars	<p>Voting: right to receive notice of and to attend, speak and vote at all general meetings and to receive and vote on proposed written resolutions.</p> <p>Dividends: Distributed among the holders of the Equity Shares (which means Shares other than Deferred Shares and Growth Shares) pari passu as if the shares constituted one class of share pro rata to their respective holdings of Equity Shares.</p> <p>Winding-up (please refer to the Articles of Association for a detailed description of the liquidation preferences): First, in paying the holders of: (i) the Deferred Shares; and (ii) the Unvested Growth Shares, 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 B2 Shares and B 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 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 according to the number of A Shares, Seed Shares, Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) such that each B2 Shareholder and B Shareholder (as applicable) receives in respect of each B2 Share or B Share (as applicable) held the Issue Price plus Arrears of that B2 Share and B Share (as applicable) (provided that if there are insufficient surplus assets to pay the amounts per B Share or B2 Share (as applicable) equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the B2 Shareholders, 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 the Articles; and (ii) X plus £100 (where X is an amount equal to the aggregate amount to which the B2 Shareholders and B Shareholders would be entitled if the Surplus Assets were distributed among all Equity Shareholders 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 according to the number of A Shares, Seed Shares, Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) pro rata according to the amounts paid up on the B2 Shares and B Shares (including any premium); 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</p>

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series A (cont.)	
Prescribed particulars	<p>relevant time) to be distributed as to 0.00005% to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of B2 Shares, B Shares, Founder Shares and Ordinary Shares (as applicable) held by them; 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 Equity Shareholders pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of B2 Shares, B Shares, Ordinary Shares and Founder Shares (as applicable) held by them (d) fourth (to the extent there are Surplus Assets remaining for distribution after the application of Articles 6.1(a), (b) and (c)), in paying to the holders of the Founder Shares, the Ordinary Shares and the Vested Growth Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares, Ordinary Shares and Vested Growth Shares held by them</p> <p>Redemption: Non-redeemable.</p>	

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Return of allotment of shares**5 Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	Series B	
Prescribed particulars	<p>Voting: right to receive notice of and to attend, speak and vote at all general meetings and to receive and vote on proposed written resolutions.</p> <p>Dividends: Distributed among the holders of the Equity Shares (which means Shares other than Deferred Shares and Growth Shares) <i>pari passu</i> as if the shares constituted one class of share pro rata to their respective holdings of Equity Shares.</p> <p>Winding-up (please refer to the Articles of Association for a detailed description of the liquidation preferences): First, in paying the holders of: (i) the Deferred Shares; and (ii) the Unvested Growth Shares, 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 B2 Shares and B 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 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 according to the number of A Shares, Seed Shares, Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) such that each B2 Shareholder and B Shareholder (as applicable) receives in respect of each B2 Share or B Share (as applicable) held the Issue Price plus Arrears of that B2 Share and B Share (as applicable) (provided that if there are insufficient surplus assets to pay the amounts per B Share or B2 Share (as applicable) equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the B2 Shareholders, 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 the Articles; and (ii) X plus £100 (where X is an amount equal to the aggregate amount to which the B2 Shareholders and B Shareholders would be entitled if the Surplus Assets were distributed among all Equity Shareholders 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 according to the number of A Shares, Seed Shares, Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) pro rata according to the amounts paid up on the B2 Shares and B Shares (including any premium); 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</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series B (cont.)	
Prescribed particulars	<p>relevant time) to be distributed as to 0.00005% to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of B2 Shares, B Shares, Founder Shares and Ordinary Shares (as applicable) held by them; 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 Equity Shareholders pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of B2 Shares, B Shares, Ordinary Shares and Founder Shares (as applicable) held by them (d) fourth (to the extent there are Surplus Assets remaining for distribution after the application of Articles 6.1(a), (b) and (c)), in paying to the holders of the Founder Shares, the Ordinary Shares and the Vested Growth Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares, Ordinary Shares and Vested Growth Shares held by them</p> <p>Redemption: Non-redeemable.</p>	

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Return of allotment of shares**5 Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	Series B2 shares	
Prescribed particulars	<p>Voting: Right to receive notice of and to attend, speak and vote at all general meetings and to receive and vote on proposed written resolutions.</p> <p>Dividends: Distributed among the holders of the Equity Shares (which means Shares other than Deferred Shares and Growth Shares) pari passu as if the shares constituted one class of share pro rata to their respective holdings of Equity Shares.</p> <p>Winding-up (please refer to the Articles of Association for a detailed description of the liquidation preferences): First, in paying the holders of: (i) the Deferred Shares; and (ii) the Unvested Growth Shares, 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 B2 Shares and B 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 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 according to the number of A Shares, Seed Shares, Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) such that each B2 Shareholder and B Shareholder (as applicable) receives in respect of each B2 Share or B Share (as applicable) held the Issue Price plus Arrears of that B2 Share and B Share (as applicable) (provided that if there are insufficient surplus assets to pay the amounts per B Share or B2 Share (as applicable) equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the B2 Shareholders, 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 the Articles; and (ii) X plus £100 (where X is an amount equal to the aggregate amount to which the B2 Shareholders and B Shareholders would be entitled if the Surplus Assets were distributed among all Equity Shareholders 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 according to the number of A Shares, Seed Shares, Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) pro rata according to the amounts paid up on the B2 Shares and B Shares (including any premium); 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</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series B2 shares	
Prescribed particulars	<p>relevant time) to be distributed as to 0.00005% to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of B2 Shares, B Shares, Founder Shares and Ordinary Shares (as applicable) held by them; and</p> <p>(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 Equity Shareholders pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of B2 Shares, B Shares, Ordinary Shares and Founder Shares (as applicable) held by them</p> <p>(d) fourth (to the extent there are Surplus Assets remaining for distribution after the application of Articles 6.1(a), (b) and (c)), in paying to the holders of the Founder Shares, the Ordinary Shares and the Vested Growth Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares, Ordinary Shares and Vested Growth Shares held by them</p> <p>Redemption: Non-redeemable.</p>	

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Class of share	Founder
Prescribed particulars	<p>Voting: Right to receive notice of and to attend, speak and vote at all general meetings and to receive and vote on proposed written resolutions.</p> <p>Dividends: Distributed among the holders of the Equity Shares (which means Shares other than Deferred Shares and Growth Shares) pari passu as if the shares constituted one class of share pro rata to their respective holdings of Equity Shares.</p> <p>Winding-up (please refer to the Articles of Association for a detailed description of the liquidation preferences): First, in paying the holders of: (i) the Deferred Shares; and (ii) the Unvested Growth Shares, 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 B2 Shares and B 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 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 according to the number of A Shares, Seed Shares, Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) such that each B2 Shareholder and B Shareholder (as applicable) receives in respect of each B2 Share or B Share (as applicable) held the Issue Price plus Arrears of that B2 Share and B Share (as applicable) (provided that if there are insufficient surplus assets to pay the amounts per B Share or B2 Share (as applicable) equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the B2 Shareholders, 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 the Articles; and (ii) X plus £100 (where X is an amount equal to the aggregate amount to which the B2 Shareholders and B Shareholders would be entitled if the Surplus Assets were distributed among all Equity Shareholders 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 according to the number of A Shares, Seed Shares, Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) pro rata according to the amounts paid up on the B2 Shares and B Shares (including any premium); 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</p>

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Founder (cont.)
Prescribed particulars	<p>relevant time) to be distributed as to 0.00005% to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of B2 Shares, B Shares, Founder Shares and Ordinary Shares (as applicable) held by them; 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 Equity Shareholders pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of B2 Shares, B Shares, Ordinary Shares and Founder Shares (as applicable) held by them (d) fourth (to the extent there are Surplus Assets remaining for distribution after the application of Articles 6.1(a), (b) and (c)), in paying to the holders of the Founder Shares, the Ordinary Shares and the Vested Growth Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares, Ordinary Shares and Vested Growth Shares held by them</p> <p>Redemption: Non-redeemable.</p>

SH01 - continuation page
Return of allotment of shares**5 Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	Seed	
Prescribed particulars	<p>Voting: Right to receive notice of and to attend, speak and vote at all general meetings and to receive and vote on proposed written resolutions.</p> <p>Dividends: Distributed among the holders of the Equity Shares (which means Shares other than Deferred Shares and Growth Shares) pari passu as if the shares constituted one class of share pro rata to their respective holdings of Equity Shares.</p> <p>Winding-up (please refer to the Articles of Association for a detailed description of the liquidation preferences):</p> <p>First, in paying the holders of:</p> <p>(i) the Deferred Shares; and</p> <p>(ii) the Unvested Growth Shares,</p> <p>Second in paying a sum equal to the higher of:</p> <p>(i) X plus £100 (where X is an amount equal to the aggregate Issue Price plus Arrears of all the B2 Shares and B 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 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 according to the number of A Shares, Seed Shares, Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) such that each B2 Shareholder and B Shareholder (as applicable) receives in respect of each B2 Share or B Share (as applicable) held the Issue Price plus Arrears of that B2 Share and B Share (as applicable) (provided that if there are insufficient surplus assets to pay the amounts per B Share or B2 Share (as applicable) equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the B2 Shareholders, 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 the Articles; and</p> <p>(ii) X plus £100 (where X is an amount equal to the aggregate amount to which the B2 Shareholders and B Shareholders would be entitled if the Surplus Assets were distributed among all Equity Shareholders 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 according to the number of A Shares, Seed Shares, Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) pro rata according to the amounts paid up on the B2 Shares and B Shares (including any premium);</p> <p>Third in paying a sum equal to the higher of:</p> <p>(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</p>	

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Seed (cont.)	
Prescribed particulars	<p>relevant time) to be distributed as to 0.00005% to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of B2 Shares, B Shares, Founder Shares and Ordinary Shares (as applicable) held by them; 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 Equity Shareholders pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of B2 Shares, B Shares, Ordinary Shares and Founder Shares (as applicable) held by them (d) fourth (to the extent there are Surplus Assets remaining for distribution after the application of Articles 6.1(a), (b) and (c)), in paying to the holders of the Founder Shares, the Ordinary Shares and the Vested Growth Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares, Ordinary Shares and Vested Growth Shares held by them</p> <p>Redemption: Non-redeemable.</p>	

SH01 - continuation page
Return of allotment of shares**5 Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	Growth	
Prescribed particulars	<p>Voting: No right to receive notice of and to attend, speak or vote at any general meetings or to receive and vote on, or otherwise constitute an eligible member for the purposes of, any proposed written resolutions.</p> <p>Dividends: Shall not participate in any dividend that is declared.</p> <p>Winding-up (please refer to the Articles of Association for a detailed description of the liquidation preferences):</p> <p>First, in paying the holders of:</p> <p>(i) the Deferred Shares; and</p> <p>(ii) the Unvested Growth Shares,</p> <p>Second in paying a sum equal to the higher of:</p> <p>(i) X plus £100 (where X is an amount equal to the aggregate Issue Price plus Arrears of all the B2 Shares and B 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 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 according to the number of A Shares, Seed Shares, Founder Shares and Ordinary Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) such that each B2 Shareholder and B Shareholder (as applicable) receives in respect of each B2 Share or B Share (as applicable) held the Issue Price plus Arrears of that B2 Share and B Share (as applicable) (provided that if there are insufficient surplus assets to pay the amounts per B Share or B2 Share (as applicable) equal to the Issue Price plus Arrears, the remaining surplus assets shall be distributed to the B2 Shareholders, 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 the Articles; and</p> <p>(ii) X plus £100 (where X is an amount equal to the aggregate amount to which the B2 Shareholders and B Shareholders would be entitled if the Surplus Assets were distributed among all Equity Shareholders 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 according to the number of A Shares, Seed Shares, Ordinary Shares and Founder Shares (as applicable) held by them and as to the balance to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares) pro rata according to the amounts paid up on the B2 Shares and B Shares (including any premium);</p> <p>Third in paying a sum equal to the higher of:</p> <p>(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</p>	

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Growth (cont.)	
Prescribed particulars	<p>relevant time) to be distributed as to 0.00005% to the holders of the B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to the holders of the Founder Shares and 0.00005% to the holders of the Ordinary Shares pro-rata according to the number of B2 Shares, B Shares, Founder Shares and Ordinary Shares (as applicable) held by them; 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 Equity Shareholders pro rata to the number of Equity Shares held) to be distributed as to 0.00005% to holders of B2 Shares and B Shares (as if they constituted one class of Shares), 0.00005% to holders of Ordinary Shares and 0.00005% to holders of Founder Shares pro-rata according to the number of B2 Shares, B Shares, Ordinary Shares and Founder Shares (as applicable) held by them (d) fourth (to the extent there are Surplus Assets remaining for distribution after the application of Articles 6.1(a), (b) and (c)), in paying to the holders of the Founder Shares, the Ordinary Shares and the Vested Growth Shares (pari passu as if the same constituted one class of share), any balance of such remaining Surplus Assets pro rata to the number of Founder Shares, Ordinary Shares and Vested Growth Shares held by them</p> <p>Redemption: Non-redeemable.</p>	