

**Return of Allotment of Shares**Company Name: **XSTRAHL GROUP HOLDINGS LIMITED**Company Number: **11155857**Received for filing in Electronic Format on the: **01/12/2022**

XBHWUQQG

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	29/07/2022	

Class of Shares:	B ORDINARY	Number allotted	1156
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	0.01
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	81463
	ORDINARY	Aggregate nominal value:	814.63
Currency:	GBP		
Prescribed particulars			

VOTING RIGHTS: THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE (ONE VOTE PER SHARE) AT ALL GENERAL MEETINGS AND TO VOTE ON WRITTEN RESOLUTIONS. IN THE EVENT (A) THAT ALL OR ANY PART OF THE PRINCIPAL AMOUNT OF ANY LOAN NOTES, OR ANY INTEREST THEREON, HAS BECOME DUE FOR REPAYMENT OR PAYMENT AND HAS NOT BEEN PAID IN FULL (OTHER THAN WHERE THE COMPANY HAS AVAILABLE FUNDS AND MAINTAINS BUDGETED WORKING CAPITAL IMMEDIATELY AFTER MAKING SUCH PAYMENTS BUT DOES NOT MAKE SUCH PAYMENTS); (B) DEFAULT OR POTENTIAL DEFAULT UNDER THE FACILITIES AGREEMENT, THE LOAN NOTE INSTRUMENT OR ANY DEBENTURE OF THE COMPANY OR GROUP COMPANY; OR (C) OF A BREACH OF THE EQUITY COVENANTS, THEN EACH HOLDER, ON BECOMING AWARE OF SUCH EVENTS AND AN INVESTOR MAJORITY HAVING SERVED NOTICE UPON THE COMPANY THAT ADDITIONAL NOTES ARE TO BE EXERCISED, SHALL BE ENTITLED TO EXERCISE SUCH NUMBER OF VOTES FOR EVERY A ORDINARY SHARE OF WHICH IT IS THE HOLDER AS SHALL CONFER UPON THE A ORDINARY SHARES 95% OF THE TOTAL VOTING RIGHTS OF ALL SHARES SO LONG AS IT DOES NOT HAVE A MATERIAL AND DISPROPORTIONATELY PREJUDICIAL EFFECTS ON THE RIGHTS ATTACHING TO THE ORDINARY SHARES OR B ORDINARY SHARES. THESE ENHANCED RIGHTS CEASE BY: (A) RECTIFICATION TO THE REASONABLE SATISFACTION OF AN INVESTOR MAJORITY; OR (B) AN INVESTOR MAJORITY SERVING NOTICE ON THE COMPANY STATING THAT THE RIGHTS SHALL CEASE. IN THE EVENT OF A MATERIAL DEFAULT (WHICH SHALL NOT HAVE BEEN RECTIFIED) OR A NOTICE IS GIVING IN WRITING BY AN INVESTOR MAJORITY ACTING REASONABLY THAT AN OCCURRENCE WHICH WOULD CONSTITUTE A MATERIAL DEFAULT IS IMMINENT AND AN INVESTOR MAJORITY CONSIDER(S) THAT THE COMPANY REQUIRES ADDITIONAL CAPITAL SUPPORT: (A) AN INVESTOR MAJORITY SHALL BE ENTITLED TO CONVENE A GENERAL MEETING OF THE COMPANY OR TO REQUIRE THE CIRCULATION OF WRITTEN RESOLUTIONS OF THE COMPANY FOR THE PURPOSE OF CONSIDERING A RESOLUTION OR RESOLUTIONS TO APPROVE THE TERMS OF ANY ADDITIONAL CAPITAL SUPPORT FOR THE COMPANY (INCLUDING A RESOLUTION(S) TO APPOINT ADDITIONAL DIRECTORS); (B) AT ANY SUCH MEETING THE QUORUM SHALL BE QUALIFYING PERSONS HOLDING NOT LESS THAN 75% IN NOMINAL VALUE OF THE A ORDINARY SHARES. AN INVESTOR MAJORITY SHALL BE ENTITLED TO REQUIRE THAT ALL NEW SHARES BE ISSUED TO THE INVESTORS AND THAT THE PRE-EMPTION RIGHTS OF THE OTHER HOLDERS OF ORDINARY; A ORDINARY; AND C ORDINARY SHARES SHALL BE DEEMED TO BE WAIVED.

Class of Shares:	B	Number allotted	22018
	ORDINARY	Aggregate nominal value:	220.18

Currency: **GBP**

Prescribed particulars

VOTING RIGHTS: THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE (ONE VOTE PER SHARE) AT ALL GENERAL MEETINGS AND TO VOTE ON WRITTEN RESOLUTIONS. INCOME: SUBJECT TO INVESTOR APPROVAL, PROFITS FOR DISTRIBUTION SHALL BE APPLIED AMONGST THE HOLDERS OF THE ORDINARY SHARES; A ORDINARY SHARES; AND B ORDINARY SHARES (PARI PASSU). CAPITAL: SUBJECT TO CONDITIONS, IN A LIQUIDATION, REDUCTION OF CAPITAL OR A SALE THE SURPLUS ASSETS SHALL BE ALLOCATED FIRST TO HOLDERS WITH ORDINARY, A ORDINARY; AND C ORDINARY SHARES IN AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE (PRO RATA IF INSUFFICIENT SUMS). OPTIONS: N/A.

Class of Shares:	C	Number allotted	18500
	ORDINARY	Aggregate nominal value:	185

Currency: **GBP**

Prescribed particulars

VOTING RIGHTS: THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE (ONE VOTE PER SHARE) AT ALL GENERAL MEETINGS AND TO VOTE ON WRITTEN RESOLUTIONS. INCOME: N/A. CAPITAL: SUBJECT TO CONDITIONS, IN A LIQUIDATION, REDUCTION OF CAPITAL OR A SALE THE SURPLUS ASSETS SHALL BE ALLOCATED FIRST TO HOLDERS WITH ORDINARY, A ORDINARY; AND C ORDINARY SHARES IN AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE (PRO RATA IF INSUFFICIENT SUMS). OPTIONS: N/A.

Class of Shares:	ORDINARY	Number allotted	13985
Currency:	GBP	Aggregate nominal value:	139.85

Prescribed particulars

VOTING RIGHTS: THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE (ONE VOTE PER SHARE) AT ALL GENERAL MEETINGS AND TO VOTE ON WRITTEN RESOLUTIONS. INCOME: SUBJECT TO INVESTOR APPROVAL, PROFITS FOR DISTRIBUTION SHALL BE APPLIED AMONGST THE HOLDERS OF THE ORDINARY SHARES; A ORDINARY SHARES; AND B ORDINARY SHARES (PARI PASSU). CAPITAL: SUBJECT TO CONDITIONS, IN A LIQUIDATION, REDUCTION OF CAPITAL OR A SALE THE SURPLUS ASSETS SHALL BE ALLOCATED FIRST TO HOLDERS WITH ORDINARY, A ORDINARY; AND C ORDINARY SHARES IN AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE (PRO RATA IF INSUFFICIENT SUMS). OPTIONS: N/A.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	135966
		Total aggregate nominal value:	1359.66
		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.