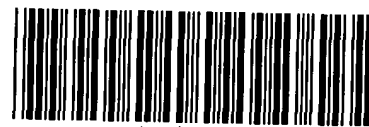


Notice of cancellation of shares

✓ What this form is for
You may use this form to give notice of a cancellation of shares by a limited company on purchase

X What this form is NOT for
You cannot use this form to
give notice of a cancellation of
shares held by a public company
under section 663 of the
Companies Act 2006. To
please use form SH07.

THURSDAY



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A04

05/03/2020

#151

COMPANIES HOUSE

1 Company details

Company number	1	1	1	7	5	8	9	4
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Company name in full	DEEPREASON.AI LTD
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→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless specified or indicated by *

2	Date of cancellation
---	----------------------

Date of cancellation	^d 2	^d 7	^m 0	^m 1	^y 2	^y 0	^y 2	^y 0
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3	Shares cancelled
---	------------------

[illegible]

4

Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

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

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
Currency table A				
GBP	G	14925	149.25	
GBP	Ordinary	106354	1,063.54	
Totals		121279	1,212.79	0

Currency table B				
Totals				

Currency table C				
Totals				

	Total number of shares	Total aggregate nominal value ^①	Total aggregate amount unpaid ^①
Totals (including continuation pages)	121279	1,212.79	0

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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

G

Prescribed particulars

1 Please see the attached continuation page.

Class of share

Ordinary

Prescribed particulars

1 Please see the attached continuation page.

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 pages

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 *Charles Brown*

For and on behalf of
Pennsec Limited

X

This form may be signed by:

Director 2, Secretary, Person authorised 3, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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.

SH06

Notice of cancellation of shares

**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

Company name
Penningtons Manches Cooper
LLP

Address da Vinci House

Basing View

Post town Basingstoke

County/Region Hampshire

Postcode

R G 2 1 4 E Q

Country UK

DX 148600 Basingstoke 21

Telephone +44 (0)1256 407100

**Checklist**

We may return 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 completed section 2.
- ☐ You have completed 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
or LP - 4 Edinburgh 2 (Legal Post).

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

For and on behalf of
Penningtons Manches Cooper

SH06 - continuation page

Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	G
Prescribed particulars	<p>The G Shares will not entitle their holders to receive notice of and to attend (either in person or by proxy) at any general meeting of the Company. The G Shares shall not carry any rights to receive any dividend. On a return of assets on a liquidation or otherwise (except on a redemption in accordance with the terms of issue of any share, or purchase by the Company of any share or on a capitalisation issue) the surplus assets of the Company remaining after payment of its debts and liabilities ("Surplus Assets") will be applied such that: (a) the first £3,500,000 of Surplus Assets shall belong to and be distributed amongst the shareholders as follows:</p> <p>(i) first, in paying to the holders of G Shares an amount equal to the nominal value of such G Shares (and if there is a shortfall the Surplus Assets shall be distributed to the G Shareholders pro rata to the aggregate amounts due to them);</p> <p>(ii) second, the balance (if any) shall belong to and be distributed amongst the holders of the Ordinary Shares in proportion to the nominal amounts paid up or credited as paid up on such shares (excluding any premium at which such shares were issued) held by them respectively; and (b) then any Surplus Assets above £3,500,000 shall belong to and be distributed amongst the holders of the Ordinary Shares and the G Shares (as if they constituted a single class) in proportion to the nominal amounts paid up or credited as paid up on such shares (excluding any premium at which such shares were issued) held by them respectively, until the holders of the G Shares have received, in respect of their G Shares, an aggregate amount under this Article 3.8.3 equal to 15% of the Surplus Assets; and (c) any balance of the Surplus Assets shall belong to and be to and be distributed amongst the holders of the Ordinary Shares and the G Shares as follows: (i) as to 0.5% to the holders of the G Shares in proportion to the nominal amounts paid up or credited as paid up on the G Shares (excluding any premium at which such shares were issued) held by them respectively; and (ii) as to 99.5% to the holders of the Ordinary Shares in proportion to the nominal amounts paid up or credited as paid up on the Ordinary Shares (excluding any premium at which such shares were issued) held by them respectively. On a Share Sale, the Sale Proceeds shall be distributed in the order of priority set out above (in accordance with Article 3.8.3 of the Company's Articles of Association) as if they were Surplus Assets. On an Asset Sale, the surplus assets of the Company remaining after payment of its liabilities shall be distributed (to the extent that the Company is lawfully permitted to do so) in the order of priority set out above (in accordance with Article 3.8.3 of the Company's Articles of Association), provided always that if it is not lawful for the Company to distribute its surplus assets in accordance with the provisions of these Articles, each shareholder shall (to the extent lawful and within its control) take any reasonable action required by the directors (including, but without prejudice to the generality of Article 3.8.6, such action as may be necessary to put the Company into voluntary liquidation so that Article 3.8.3 applies). The G Shares do not confer any rights of redemption.</p>

- ① Prescribed particulars of rights attached to shares**
The particulars are:
- particulars of any voting rights, including rights that arise only in certain circumstances;
 - particulars of any rights, as respects dividends, to participate in a distribution;
 - particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
 - 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.

5 **Statement of capital (prescribed particulars of rights attached to shares) ^①**

Class of share	Ordinary
Prescribed particulars	<p>The Ordinary shares have attached to them full voting and dividend rights. On a return of assets on a liquidation or otherwise (except on a redemption in accordance with the terms of issue of any share, or purchase by the Company of any share or on a capitalisation issue) the surplus assets of the Company remaining after payment of its debts and liabilities ("Surplus Assets") will be applied such that: (a) the first £3,500,000 of Surplus Assets shall belong to and be distributed amongst the shareholders as follows: (i) first, in paying to the holders of G Shares an amount equal to the nominal value of such G Shares (and if there is a shortfall the Surplus Assets shall be distributed to the G Shareholders pro rata to the aggregate amounts due to them); (ii) second, the balance (if any) shall belong to and be distributed amongst the holders of the Ordinary Shares in proportion to the nominal amounts paid up or credited as paid up on such shares (excluding any premium at which such shares were issued) held by them respectively; and (b) then any Surplus Assets above £3,500,000 shall belong to and be distributed amongst the holders of the Ordinary Shares and the G Shares (as if they constituted a single class) in proportion to the nominal amounts paid up or credited as paid up on such shares (excluding any premium at which such shares were issued) held by them respectively, until the holders of the G Shares have received, in respect of their G Shares, an aggregate amount under this Article 3.8.3 equal to 15% of the Surplus Assets; and (c) any balance of the Surplus Assets shall belong to and be to and be distributed amongst the holders of the Ordinary Shares and the G Shares as follows: (i) as to 0.5% to the holders of the G Shares in proportion to the nominal amounts paid up or credited as paid up on the G Shares (excluding any premium at which such shares were issued) held by them respectively; and (ii) as to 99.5% to the holders of the Ordinary Shares in proportion to the nominal amounts paid up or credited as paid up on the Ordinary Shares (excluding any premium at which such shares were issued) held by them respectively. On a Share Sale, the Sale Proceeds shall be distributed in the order of priority set out above (in accordance with Article 3.8.3 of the Company's Articles of Association) as if they were Surplus Assets. On an Asset Sale, the surplus assets of the Company remaining after payment of its liabilities shall be distributed (to the extent that the Company is lawfully permitted to do so) in the order of priority set out above (in accordance with Article 3.8.3 of the Company's Articles of Association), provided always that if it is not lawful for the Company to distribute its surplus assets in accordance with the provisions of these Articles, each shareholder shall (to the extent lawful and within its control) take any reasonable action required by the directors (including, but without prejudice to the generality of Article 3.8.6, such action as may be necessary to put the Company into voluntary liquidation so that Article 3.8.3 applies). The Ordinary Shares do not confer any rights of redemption.</p>

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.