



SH01

Return of allotment of shares



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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 by subscription on formation of the company or for an allotment of a new class of shares by an unlimited company.

THURSDAY



A951XNV7
A12 14/05/2020 #67
COMPANIES HOUSE

1 Company details

Company number	1	1	7	9	7	8	7	0
Company name in full	USNOOP 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	d ₂	d ₇	m ₀	m ₄	y ₂	y ₀	y ₂	y ₀
To Date	d	d	m	m	y	y	y	y

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
POUNDS (£)	Series Seed 2 Preferred Shares	1410520	0.005	2.28	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.

Continuation page
Please use a continuation page if necessary.

Details of non-cash consideration.
If a PLC, please attach valuation report (if appropriate)

SH01

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4

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'.

Please use a Statement of Capital continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium
Currency table A				
Pounds (£)	Ordinary Shares	3160519	15,802.60	
Pounds (£)	Growth Shares	66250	331.25	
Pounds (£)	Series Seed 1 Preferred Shares	627192	3,135.96	
Totals		3853961	19,269.81	0

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ^①	Total aggregate amount unpaid ^①
		5264481	26,322.41	0

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

SH01
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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: Ordinary Shares

Prescribed particulars
① Each Ordinary Share carries one vote. Each holder of Ordinary Shares shall be entitled to participate in distributions to the extent that the company distributes any available profits in respect of any financial year after the preferred rights of the holders of Series Seed 1 Preferred Shares and Series Seed 2 Preferred Shares. Each holder of Ordinary Shares shall be entitled to participate on a return of capital (including a winding up) after the preferred right of the holders of Series Seed 1 Preferred Shares and Series Seed 2 Preferred Shares. The Ordinary Shares are not redeemable.

Class of share: Growth Shares

Prescribed particulars
① Each Growth Share carries one vote. No rights to participate in income distributions, other than upon an Exit (as specified in the Articles). Limited right to distributions in respect of capital (including on a winding up) with participation if the Hurdle (as specified in the Articles) is met, upon the terms of the Articles. The Growth Shares are not redeemable.

Class of share: Series Seed 1 Preferred Shares and Series Seed 2 Preferred Shares

Prescribed particulars
① Please see continuation sheet.

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



X

① 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.

① Person authorised

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

This form may be signed by:

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

SH01

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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 Winston Reynolds

Company name Macfarlanes LLP

Address 20 Cursitor Street

Post town London

County/Region

Postcode E C 4 A I L T

Country United Kingdom

DX 138 Chancery Lane

Telephone +44 (0)20 7831 9222

 **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
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

5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Series Seed 1 Preferred Shares
Prescribed particulars	<p>Each Series Seed 1 Preferred Share carries one vote. To the extent that the company distributes any available profits in respect of any financial year, each holder of Series Seed 1 Preferred Shares shall be entitled to receive in respect of each Series Seed 1 Preferred Share held, in priority to all other classes of share in the capital of the Company (except Series Seed 2 Preferred Shares), an amount equal to the product of (i) the Starting Price of such Series Seed 1 Preferred Shares multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant Financial Year that such Series Seed 1 Preferred Shares will have been in issue and divided by (iv) the total number of days in the relevant Financial Year, provided that (i) if the amounts distributed in the relevant Financial Year are insufficient to pay such amounts to the holders of Series Seed 1 Preferred Shares and Series Seed 2 Preferred Shares in full, the amounts to be distributed shall be apportioned between the holders of Series Seed 1 Preferred Shares and Series Seed 2 Preferred Shares pro rata; and (ii) if the Series Seed 1 Preferred Shares and the Series Seed 2 Preferred Shares would have received a larger distribution if they had been Ordinary Shares, they will instead participate in any distribution of profits on the same basis as and pari passu in all respects with the Ordinary Shares on an as converted basis. On a return of capital (including a winding up), each holder of Series Seed 1 Preferred Shares shall be entitled to receive in respect of each Series Seed 1 Preferred Share held, in priority to all other classes of share in the capital of the Company (except Series Seed 2 Preferred Shares), the Starting Price of that Series Seed 1 Preferred Share plus any dividends thereon which have been declared but unpaid provided that, if there is a shortfall of assets remaining to satisfy such payments in full, the proceeds shall be distributed to the holders of Series Seed 1 Preferred Shares and Series Seed 2 Preferred Shares pro rata and (iii) if the Series Seed 1 Preferred Shares and the Series Seed 2 Preferred Shares would have received a larger distribution if they had been Ordinary Shares, they will instead participate in any return of capital on the same basis as and pari passu in all respects with the Ordinary Shares on an as converted basis.</p>

5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Series Seed 2 Preferred Shares
Prescribed particulars	<p>Each Series Seed 2 Preferred Share carries one vote. To the extent that the company distributes any available profits in respect of any financial year, each holder of Series Seed 2 Preferred Shares shall be entitled to receive in respect of each Series Seed 2 Preferred Share held, in priority to all other classes of share in the capital of the Company (except Series Seed 1 Preferred Shares), an amount equal to the product of (i) the Starting Price of such Series Seed 2 Preferred Shares multiplied by (ii) 0.06 multiplied by (iii) the number of days in the relevant Financial Year that such Series Seed 2 Preferred Shares will have been in issue and divided by (iv) the total number of days in the relevant Financial Year, provided that (i) if the amounts distributed in the relevant Financial Year are insufficient to pay such amounts to the holders of Series Seed 2 Preferred Shares and Series Seed 1 Preferred Shares in full, the amounts to be distributed shall be apportioned between the holders of Series Seed 2 Preferred Shares and Series Seed 1 Preferred Shares pro rata; and (ii) if the Series Seed 2 Preferred Shares and the Series Seed 1 Preferred Shares would have received a larger distribution if they had been Ordinary Shares, they will instead participate in any distribution of profits on the same basis as and pari passu in all respects with the Ordinary Shares on an as converted basis. On a return of capital (including a winding up), each holder of Series Seed 2 Preferred Shares shall be entitled to receive in respect of each Series Seed 2 Preferred Share held, in priority to all other classes of share in the capital of the Company (except Series Seed 1 Preferred Shares), the Starting Price of that Series Seed 2 Preferred Share plus any dividends thereon which have been declared but unpaid provided that, if there is a shortfall of assets remaining to satisfy such payments in full, the proceeds shall be distributed to the holders of Series Seed 2 Preferred Shares and Series Seed 1 Preferred Shares pro rata and (iii) if the Series Seed 2 Preferred Shares and the Series Seed 1 Preferred Shares would have received a larger distribution if they had been Ordinary Shares, they will instead participate in any return of capital on the same basis as and pari passu in all respects with the Ordinary Shares on an as converted basis.</p>