

**Return of Allotment of Shares**Company Name: **LIMITS TECHNOLOGY LTD**Company Number: **SC499585**Received for filing in Electronic Format on the: **20/03/2020**

X918K68H

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
12/11/2019

Class of Shares:	A ORDINARY	Number allotted	124769
Currency:	GBP	Nominal value of each share	0.001
		Amount paid:	0.993
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	B	Number allotted	31770
	INVESTMENT	Nominal value of each share	0.001
	SHARES	Amount paid:	0.991
Currency:	GBP	Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	262878
	ORDINARY	Aggregate nominal value:	262.878
	SHARES		

Currency: GBP

Prescribed particulars

VOTING RIGHTS: THE A ORDINARY SHARES SHALL EACH CARRY ONE VOTE. THE HOLDERS OF A ORDINARY SHARES SHALL HAVE THE RIGHT TO RECEIVE NOTICES OF ANY GENERAL MEETINGS AND TO ATTEND, SPEAK AND VOTE AT SUCH GENERAL MEETINGS. **RIGHTS TO DIVIDENDS:** SAVE AS RESOLVED BY THE BOARD, NO DECLARED DIVIDEND SHALL BE PAYABLE IN RESPECT OF ANY SHARES UNLESS AND UNTIL THE AMOUNT OF SUCH DIVIDEND WHEN AGGREGATED WITH ALL DIVIDENDS THEN PAYABLE TO THE HOLDER OF SUCH SHARES EXCEEDS THE SUM OF £10. ALL THE DIVIDENDS DECLARED BUT NOT PAID TO A SHAREHOLDER PURSUANT TO ARTICLE 10.3 AS A RESULT OF THE CUMULATIVE VALUE NOT EXCEEDING £10 (“WITHHELD DIVIDENDS”) SHALL BE HELD BY THE COMPANY AS DEDICATED RETAINED DIVIDENDS ON TRUST FOR THOSE HOLDERS OF SHARES SO ENTITLED TO THE WITHHELD DIVIDENDS. WITHHELD DIVIDENDS SHALL BE PAYABLE TO THE HOLDERS OF SHARES SO ENTITLED ON THE EARLIER OF A TRANSFER OF THE SHARES TO WHICH THE WITHHELD DIVIDENDS RELATE, A WINDING UP OF THE COMPANY OR THE CUMULATIVE VALUE OF SUCH WITHHELD DIVIDENDS EXCEEDING £10. FURTHER TO ARTICLE 10.4 OF THE ARTICLES THE COMPANY SHALL NOTIFY EACH SHAREHOLDER WHOSE ACCUMULATED ENTITLEMENT TO WITHHELD DIVIDENDS IS LESS THAN £10 WITH A RUNNING TOTAL OF THEIR ACCUMULATED DIVIDENDS ON REQUEST BY EACH HOLDER OF SHARES SO ENTITLED TO WITHHELD DIVIDENDS AND EACH TIME A DIVIDEND IS DECLARED. **RIGHTS ON A RETURN OF CAPITAL:** ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHER RETURN OR DISTRIBUTION OF CAPITAL OR ASSETS, OR ON AN EXIT, THE PROCEEDS SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER: FIRST, IN RESPECT OF ANY PROCEEDS UP TO AN AMOUNT WHICH EQUALS THE G HURDLE VALUE (THE “FIRST PROCEEDS”), IN PAYING OR DISTRIBUTING A SUM EQUAL TO: (A) 99.9999% OF THE FIRST PROCEEDS TO THE HOLDERS OF THE A ORDINARY SHARES AND THE HOLDERS OF THE B INVESTMENT SHARES (PARI PASSU AS IF SUCH CLASSES OF SHARES CONSTITUTED ONE CLASS OF SHARE) IN PROPORTION TO THE NUMBERS OF A ORDINARY SHARES AND B INVESTMENT SHARES HELD BY THEM RESPECTIVELY; AND (B) 0.0001% OF THE FIRST PROCEEDS TO THE HOLDERS OF G

SHARES IN PROPORTION TO THE NUMBER OF G SHARES HELD BY THEM; AND SECOND, ANY REMAINING PROCEEDS IN EXCESS OF THE G HURDLE VALUE SHALL BE PAID OR DISTRIBUTED TO THE HOLDERS OF THE A ORDINARY SHARES, THE HOLDERS OF THE B INVESTMENT SHARES AND THE HOLDERS OF THE G SHARES (PARI PASSU AS IF SUCH CLASSES OF SHARES CONSTITUTED ONE CLASS OF SHARE) IN PROPORTION TO THE NUMBERS OF A ORDINARY SHARES, B INVESTMENT SHARES AND G SHARES HELD BY THEM RESPECTIVELY. RIGHTS OF REDEMPTION: THE A ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	31770
	INVESTMENT	Aggregate nominal value:	31.77

Currency: **GBP**

Prescribed particulars

VOTING RIGHTS: THE B INVESTMENT SHARES SHALL HAVE NO VOTING RIGHTS ATTACHED TO THEM, AND THE HOLDERS OF THE B INVESTMENT SHARES SHALL NOT HAVE THE RIGHT TO RECEIVE NOTICES OF ANY GENERAL MEETINGS, OR THE RIGHT TO ATTEND AT SUCH GENERAL MEETINGS. **RIGHTS TO DIVIDENDS:** SAVE AS RESOLVED BY THE BOARD, NO DECLARED DIVIDEND SHALL BE PAYABLE IN RESPECT OF ANY SHARES UNLESS AND UNTIL THE AMOUNT OF SUCH DIVIDEND WHEN AGGREGATED WITH ALL DIVIDENDS THEN PAYABLE TO THE HOLDER OF SUCH SHARES EXCEEDS THE SUM OF £10. ALL THE DIVIDENDS DECLARED BUT NOT PAID TO A SHAREHOLDER PURSUANT TO ARTICLE 10.3 AS A RESULT OF THE CUMULATIVE VALUE NOT EXCEEDING £10 (“WITHHELD DIVIDENDS”) SHALL BE HELD BY THE COMPANY AS DEDICATED RETAINED DIVIDENDS ON TRUST FOR THOSE HOLDERS OF SHARES SO ENTITLED TO THE WITHHELD DIVIDENDS. WITHHELD DIVIDENDS SHALL BE PAYABLE TO THE HOLDERS OF SHARES SO ENTITLED ON THE EARLIER OF A TRANSFER OF THE SHARES TO WHICH THE WITHHELD DIVIDENDS RELATE, A WINDING UP OF THE COMPANY OR THE CUMULATIVE VALUE OF SUCH WITHHELD DIVIDENDS EXCEEDING £10. FURTHER TO ARTICLE 10.4 OF THE ARTICLES THE COMPANY SHALL NOTIFY EACH SHAREHOLDER WHOSE ACCUMULATED ENTITLEMENT TO WITHHELD DIVIDENDS IS LESS THAN £10 WITH A RUNNING TOTAL OF THEIR ACCUMULATED DIVIDENDS ON REQUEST BY EACH HOLDER OF SHARES SO ENTITLED TO WITHHELD DIVIDENDS AND EACH TIME A DIVIDEND IS DECLARED. **RIGHTS ON A RETURN OF CAPITAL:** ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHER RETURN OR DISTRIBUTION OF CAPITAL OR ASSETS, OR ON AN EXIT, THE PROCEEDS SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER: FIRST, IN

RESPECT OF ANY PROCEEDS UP TO AN AMOUNT WHICH EQUALS THE G HURDLE VALUE (THE "FIRST PROCEEDS"), IN PAYING OR DISTRIBUTING A SUM EQUAL TO: (A) 99.9999% OF THE FIRST PROCEEDS TO THE HOLDERS OF THE A ORDINARY SHARES AND THE HOLDERS OF THE B INVESTMENT SHARES (PARI PASSU AS IF SUCH CLASSES OF SHARES CONSTITUTED ONE CLASS OF SHARE) IN PROPORTION TO THE NUMBERS OF A ORDINARY SHARES AND B INVESTMENT SHARES HELD BY THEM RESPECTIVELY; AND (B) 0.0001% OF THE FIRST PROCEEDS TO THE HOLDERS OF G SHARES IN PROPORTION TO THE NUMBER OF G SHARES HELD BY THEM; AND SECOND, ANY REMAINING PROCEEDS IN EXCESS OF THE G HURDLE VALUE SHALL BE PAID OR DISTRIBUTED TO THE HOLDERS OF THE A ORDINARY SHARES, THE HOLDERS OF THE B INVESTMENT SHARES AND THE HOLDERS OF THE G SHARES (PARI PASSU AS IF SUCH CLASSES OF SHARES CONSTITUTED ONE CLASS OF SHARE) IN PROPORTION TO THE NUMBERS OF A ORDINARY SHARES, B INVESTMENT SHARES AND G SHARES HELD BY THEM RESPECTIVELY. RIGHTS OF REDEMPTION: THE B INVESTMENT SHARES ARE NOT REDEEMABLE.

Class of Shares:	G	Number allotted	129960
	SHARES	Aggregate nominal value:	129.96

Currency: **GBP**

Prescribed particulars

VOTING RIGHTS: THE G SHARES SHALL HAVE NO VOTING RIGHTS ATTACHED TO THEM, AND THE HOLDERS OF THE G SHARES SHALL NOT HAVE THE RIGHT TO RECEIVE NOTICES OF ANY GENERAL MEETINGS, OR THE RIGHT TO ATTEND AT SUCH GENERAL MEETINGS. **RIGHTS TO DIVIDENDS:** THE G SHARES SHALL NOT BE ENTITLED TO ANY DIVIDEND OR INCOME DISTRIBUTION WHETHER PURSUANT TO THESE ARTICLES OR OTHERWISE. **RIGHTS ON A RETURN OF CAPITAL:** ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHER RETURN OR DISTRIBUTION OF CAPITAL OR ASSETS, OR ON AN EXIT, THE PROCEEDS SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER: FIRST, IN RESPECT OF ANY PROCEEDS UP TO AN AMOUNT WHICH EQUALS THE G HURDLE VALUE (THE "FIRST PROCEEDS"), IN PAYING OR DISTRIBUTING A SUM EQUAL TO: (A) 99.9999% OF THE FIRST PROCEEDS TO THE HOLDERS OF THE A ORDINARY SHARES AND THE HOLDERS OF THE B INVESTMENT SHARES (PARI PASSU AS IF SUCH CLASSES OF SHARES CONSTITUTED ONE CLASS OF SHARE) IN PROPORTION TO THE NUMBERS OF A ORDINARY SHARES AND B INVESTMENT SHARES HELD BY THEM RESPECTIVELY; AND (B) 0.0001% OF THE FIRST PROCEEDS TO THE HOLDERS OF G SHARES IN PROPORTION TO THE NUMBER OF G SHARES HELD BY THEM; AND SECOND, ANY REMAINING PROCEEDS IN EXCESS OF

THE G HURDLE VALUE SHALL BE PAID OR DISTRIBUTED TO THE HOLDERS OF THE A ORDINARY SHARES, THE HOLDERS OF THE B INVESTMENT SHARES AND THE HOLDERS OF THE G SHARES (PARI PASSU AS IF SUCH CLASSES OF SHARES CONSTITUTED ONE CLASS OF SHARE) IN PROPORTION TO THE NUMBERS OF A ORDINARY SHARES, B INVESTMENT SHARES AND G SHARES HELD BY THEM RESPECTIVELY. RIGHTS OF REDEMPTION: THE G SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	424608
		Total aggregate nominal value:	424.608
		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.