Companies House

SH01 (ef)

Return of Allotment of Shares

Company Name: **ATTERLEY.COM HOLDINGS LIMITED**
Company Number: **SC548132**

Received for filing in Electronic Format on the: **29/06/2020**

X987UFMH

Shares Allotted (including bonus shares)

Date or period during which shares are allotted — From **29/06/2020**

Class of Shares:	**ORDINARY**	Number allotted	**184972**
Currency:	**GBP**	Nominal value of each share	**0.1**
		Amount paid:	**2.9**
		Amount unpaid:	**0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	**1A**	Number allotted	**5000**
	GROWTH	Aggregate nominal value:	**0.5**
Currency:	**GBP**		

Prescribed particulars

(A) CLASS 1A GROWTH SHARES SHALL NOT ENTITLE THE HOLDER TO ANY VOTE ON A SHOW OF HANDS OR ON A POLL; (B) CLASS 1A GROWTH SHARES SHALL BE ENTITLED TO RECEIVE ANY DIVIDEND OR OTHER DISTRIBUTION OF INCOME ON THE SAME BASIS AS ORDINARY SHARES; (C) NONE OF THE SHARES ARE REDEEMABLE; AND (D) THE CAPITAL AND ASSETS OF THE COMPANY ON A WINDING UP OR OTHER RETURN OF CAPITAL AVAILABLE FOR DISTRIBUTION ARE THE SAME AS THE ORDINARY AND A ORDINARY SHARES (I.E. PRO RATA BASED ON NOMINAL VALUE) SAVE THAT (I) THE CLASS 1A GROWTH SHARES RECEIVE AN UPLIFTED ENTITLEMENT TO PROCEEDS OF AN EXIT EVENT OR CAPITAL DISTRIBUTION EVENT ONCE SUCH PROCEEDS EXCEED £6.6M IN AGGREGATE AS IF THEY HAD THE SAME NOMINAL VALUE AS THE OTHER ORDINARY SHARES AND (II) THE CLASS 1A GROWTH SHARES VEST QUARTERLY IN 2019, WITH FUTURE VESTING CEASING IF THE GROWTH SHARE SERVICE AGREEMENT IS TERMINATED AND SHARES NOT VESTED AT THE DATE OF SUCH TERMINATION BECOMING DEFERRED SHARES.

Class of Shares:	**1B**	Number allotted	**5000**
	GROWTH	Aggregate nominal value:	**0.5**
Currency:	**GBP**		

Prescribed particulars

(A) CLASS IB GROWTH SHARES SHALL NOT ENTITLE THE HOLDER TO ANY VOTE ON A SHOW OF HANDS OR ON A POLL; (B) CLASS 1B GROWTH SHARES SHALL BE ENTITLED TO RECEIVE ANY DIVIDEND OR OTHER DISTRIBUTION OF INCOME ON THE SAME BASIS AS ORDINARY SHARES; (C) NONE OF THE SHARES ARE REDEEMABLE; AND (D) THE CAPITAL AND ASSETS OF THE COMPANY ON A WINDING UP OR OTHER RETURN OF CAPITAL AVAILABLE FOR DISTRIBUTION ARE THE SAME AS THE ORDINARY AND A ORDINARY SHARES (LE. PRO RATA BASED ON NOMINAL VALUE) SAVE THAT (I) THE CLASS IB GROWTH SHARES RECEIVE AN UPLIFTED ENTITLEMENT TO PROCEEDS OF AN EXIT EVENT OR CAPITAL DISTRIBUTION EVENT ONCE SUCH PROCEEDS EXCEED £6.6M IN AGGREGATE AS IF THEY HAD THE SAME NOMINAL VALUE AS THE OTHER ORDINARY SHARES AND (II) THE

CLASS 1 B GROWTH SHARES VEST QUARTERLY IN 2020 WITH FUTURE VESTING CEASING IF THE GROWTH SHARE SERVICE AGREEMENT IS TERMINATED AND SHARES NOT VESTED AT THE DATE OF SUCH TERMINATION BECOMING DEFERRED SHARES.

Class of Shares:	**1C**	Number allotted	**5000**
	GROWTH	Aggregate nominal value:	**0.5**
Currency:	**GBP**		

Prescribed particulars

(A) CLASS 1C GROWTH SHARES SHALL NOT ENTITLE THE HOLDER TO ANY VOTE ON A SHOW OF HANDS OR ON A POLL; (B) CLASS 1C GROWTH SHARES SHALL BE ENTITLED TO RECEIVE ANY DIVIDEND OR OTHER DISTRIBUTION OF INCOME ON THE SAME BASIS AS ORDINARY SHARES; (C) NONE OF THE SHARES ARE REDEEMABLE; AND (D) THE CAPITAL AND ASSETS OF THE COMPANY ON A WINDING UP OR OTHER RETURN OF CAPITAL AVAILABLE FOR DISTRIBUTION ARE THE SAME AS THE ORDINARY AND A ORDINARY SHARES (I.E. PRO RATA BASED ON NOMINAL VALUE) SAVE THAT (I) THE CLASS 1C GROWTH SHARES RECEIVE AN UPLIFTED ENTITLEMENT TO PROCEEDS OF AN EXIT EVENT OR CAPITAL DISTRIBUTION EVENT ONCE SUCH PROCEEDS EXCEED £6.6M IN AGGREGATE AS IF THEY HAD THE SAME NOMINAL VALUE AS THE OTHER ORDINARY SHARES AND (II) THE CLASS 1C GROWTH SHARES VEST QUATERLY IN 2021 WITH FUTURE VESTING CEASING IF THE GROWTH SHARE SERVICE AGREEMENT IS TERMINATED AND SHARES NOT VESTED AT THE DATE OF SUCH TERMINATION BECOMING DEFERRED SHARES.

Class of Shares:	**2A**	Number allotted	**5000**
	GROWTH	Aggregate nominal value:	**0.5**
Currency:	**GBP**		

Prescribed particulars

(A) CLASS 2A GROWTH SHARES SHALL NOT ENTITLE THE HOLDER TO ANY VOTE ON A SHOW OF HANDS OR ON A POLL; (B) CLASS 2A GROWTH SHARES SHALL BE ENTITLED TO RECEIVE ANY DIVIDEND OR OTHER DISTRIBUTION OF INCOME ON THE SAME BASIS AS ORDINARY SHARES; (C) NONE OF THE SHARES ARE REDEEMABLE; (D) THE CAPITAL AND ASSETS OF THE COMPANY ON A WINDING UP OR OTHER RETURN OF CAPITAL AVAILABLE FOR DISTRIBUTION ARE THE SAME AS THE ORDINARY AND A ORDINARY SHARES (I.E. PRO RATA BASED ON NOMINAL VALUE) SAVE THAT (I) THE CLASS 2A GROWTH SHARES RECEIVE AN UPLIFTED ENTITLEMENT TO PROCEEDS OF AN EXIT EVENT OR CAPITAL

DISTRIBUTION EVENT ONCE SUCH PROCEEDS EXCEED £6.6M IN AGGREGATE AS IF THEY HAD THE SAME NOMINAL VALUE AS THE OTHER ORDINARY SHARES PROVIDED THE TOTAL RECEIPTS ON THAT EXIT OR CAPITAL DISTRIBUTION EVENT EQUAL OR EXCEED A THRESHOLD OF £18M IN AGGREGATE; AND (II) THE CLASS 2A GROWTH SHARES VEST QUARTERLY IN 2019 WITH FUTURE VESTING CEASING IF THE GROWTH SHARE SERVICE AGREEMENT IS TERMINATED AND SHARES NOT VESTED AT THE DATE OF SUCH TERMINATION BECOMING DEFERRED SHARES.

Class of Shares:	**2B**	Number allotted	**5000**
	GROWTH	Aggregate nominal value:	**0.5**
Currency:	**GBP**		

Prescribed particulars

(A) CLASS 2B GROWTH SHARES SHALL NOT ENTITLE THE HOLDER TO ANY VOTE ON A SHOW OF HANDS OR ON A POLL; (B) CLASS 2B GROWTH SHARES SHALL BE ENTITLED TO RECEIVE ANY DIVIDEND OR OTHER DISTRIBUTION OF INCOME ON THE SAME BASIS AS ORDINARY SHARES; (C) NONE OF THE SHARES ARE REDEEMABLE; (D) THE CAPITAL AND ASSETS OF THE COMPANY ON A WINDING UP OR OTHER RETURN OF CAPITAL AVAILABLE FOR DISTRIBUTION ARE THE SAME AS THE ORDINARY AND A ORDINARY SHARES (I.E. PRO RATA BASED ON NOMINAL VALUE) SAVE THAT (I) THE CLASS 2B GROWTH SHARES RECEIVE AN UPLIFTED ENTITLEMENT TO PROCEEDS OF AN EXIT EVENT OR CAPITAL DISTRIBUTION EVENT ONCE SUCH PROCEEDS EXCEED £6.6M IN AGGREGATE AS IF THEY HAD THE SAME NOMINAL VALUE AS THE OTHER ORDINARY SHARES PROVIDED THE TOTAL RECEIPTS ON THAT EXIT OR CAPITAL DISTRIBUTION EVENT EQUAL OR EXCEED A THRESHOLD OF £18M IN AGGREGATE; AND (II) THE CLASS 2B GROWTH SHARES VEST QUARTERLY IN 2020 WITH FUTURE VESTING CEASING IF THE GROWTH SHARE SERVICE AGREEMENT IS TERMINATED AND SHARES NOT VESTED AT THE DATE OF SUCH TERMINATION BECOMING DEFERRED SHARES.

Class of Shares:	**2C**	Number allotted	**5000**
	GROWTH	Aggregate nominal value:	**0.5**
Currency:	**GBP**		

Prescribed particulars

(A) CLASS 2C GROWTH SHARES SHALL NOT ENTITLE THE HOLDER TO ANY VOTE ON A SHOW OF HANDS OR ON A POLL; (B) CLASS 2C GROWTH SHARES SHALL BE ENTITLED

TO RECEIVE ANY DIVIDEND OR OTHER DISTRIBUTION OF INCOME ON THE SAME BASIS AS ORDINARY SHARES; (C) NONE OF THE SHARES ARE REDEEMABLE; (D) THE CAPITAL AND ASSETS OF THE COMPANY ON A WINDING UP OR OTHER RETURN OF CAPITAL AVAILABLE FOR DISTRIBUTION ARE THE SAME AS THE ORDINARY AND A ORDINARY SHARES (I.E. PRO RATA BASED ON NOMINAL VALUE) SAVE THAT (I) THE CLASS 2C GROWTH SHARES RECEIVE AN UPLIFTED ENTITLEMENT TO PROCEEDS OF AN EXIT EVENT OR CAPITAL DISTRIBUTION EVENT ONCE SUCH PROCEEDS EXCEED £6.6M IN AGGREGATE AS IF THEY HAD THE SAME NOMINAL VALUE AS THE OTHER ORDINARY SHARES PROVIDED THE TOTAL RECEIPTS ON THAT EXIT OR CAPITAL DISTRIBUTION EVENT EQUAL OR EXCEED A THRESHOLD OF £18M IN AGGREGATE; AND (II) THE CLASS 2C GROWTH SHARES VEST QUARTERLY IN 2021 WITH FUTURE VESTING CEASING IF THE GROWTH SHARE SERVICE AGREEMENT IS TERMINATED AND SHARES NOT VESTED AT THE DATE OF SUCH TERMINATION BECOMING DEFERRED SHARES.

Class of Shares:	**B1**	Number allotted	**153535**
	ORDINARY	Aggregate nominal value:	**15353.5**
Currency:	**GBP**		

Prescribed particulars

EACH SHARE IS NON REDEEMABLE AND HAS FULL RIGHTS IN THE COMPANY ON THE SAME BASIS AS ORDINARY & A ORDINARY SHARES WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS ON A CAPITAL DISTRIBUTION EVENT OR SHARE SALE SAVE THAT WHERE SHARES HAVE NOT BEEN PAID UP IN FULL THE FOLLOWING PROVISIONS APPLY: (A) THE SHARES MUST BE PAID UP IN FULL BY 28 SEPTEMBER 2018 OR ANY THAT ARE NOT PAID UP WILL AUTOMATICALLY CONVERT TO DEFERRED SHARES (WHJCH SHARES HAVE NO RIGHTS IN RELATION TO VOTING OR DISTRIBUTIONS AND WHICH ARE ONLY ENTITLED TO £1 IN AGGREGATE AMONG THE CLASS OF DEFERRED SHARES ONCE EXIT PROCEEDS OF AT LEAST £1,M PER SHARE HAS BEEN PAID ON EACH OTHER SHARE IN ISSUE); (B) IF DIVIDENDS ARE PAYABLE AND A SHARE IS NOT FULLY PAID UP THEN THE AMOUNT OF ANY DIVIDEND THAT WOULD HAVE BEEN PAYABLE ON THAT SHARE WILL BE APPLIED FIRSTLY IN PAYING UP THAT SHARE AND ONLY AN EXCESS WILL BE PAID TO THE HOLDER AS DIVIDEND; AND (C) IF A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE HAS OR WILL OCCUR AND SHARES ARE NOT PAID UP IN FULL THEN THE AMOUNT OTHERWISE DUE ON THAT SHARE WILL BE UTILISED FIRSTLY IN PAYING UP THE SHARE AND ONLY IF THERE IS AN EXCESS ONCE THAT SHARE IS PAID UP IN FULL WILL THE BALANCE BE PAYABLE TO ITS HOLDER. EACH SHARE IS NON REDEEMABLE AND HAS FULL

RIGHTS IN THE COMPANY ON THE SAME BASIS AS ORDINARY & A ORDINARY SHARES WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS ON A CAPITAL DISTRIBUTION EVENT OR SHARE SALE SAVE THAT WHERE SHARES HAVE NOT BEEN PAID UP IN FULL THE FOLLOWING PROVISIONS APPLY: (A) THE SHARES MUST BE PAID UP IN FULL BY 28 SEPTEMBER 2018 OR ANY THAT ARE NOT PAID UP WILL AUTOMATICALLY CONVERT TO DEFERRED SHARES (WHICH SHARES HAVE NO RIGHTS IN RELATION TO VOTING OR DISTRIBUTIONS AND WHICH ARE ONLY ENTITLED TO £1 IN AGGREGATE AMONG THE CLASS OF DEFERRED SHARES ONCE EXIT PROCEEDS OF AT LEAST £1M PER SHARE HAS BEEN PAID ON EACH OTHER SHARE IN ISSUE); (B) IF DIVIDENDS ARE PAYABLE AND A SHARE IS NOT FULLY PAID UP THEN THE AMOUNT OF ANY DIVIDEND THAT WOULD HAVE BEEN PAYABLE ON THAT SHARE WILL BE APPLIED FIRSTLY IN PAYING UP THAT SHARE AND ONLY AN EXCESS WILL BE PAID TO THE HOLDER AS DIVIDEND: AND (C) IF A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE HAS OR WILL OCCUR AND SHARES ARE NOT PAID UP IN FULL THEN THE AMOUNT OTHERWISE DUE ON THAT SHARE WILL BE UTILISED FIRSTLY IN PAYING UP THE SHARE AND ONLY IF THERE IS AN EXCESS ONCE THAT SHARE IS PAID UP IN FULL WILL THE BALANCE BE PAYABLE TO ITS HOLDER.

Class of Shares:	**B2**	Number allotted	**76768**
	ORDINARY	Aggregate nominal value:	**7676.8**
Currency:	**GBP**		

Prescribed particulars

CAPITAL DISTRIBUTION EVENT OR SHARE SALE SAVE THAT WHERE SHARES HAVE NOT BEEN PAID UP IN FULL THE FOLLOWING PROVISIONS APPLY: (A) THE SHARES MUST BE PAID UP IN FULL BY 15 APRIL 2019 (OR SUCH LATER DATE AS IS VALID WITH CONSENT UNDER THE ARTICLES) OR ANY THAT ARE NOT PAID UP WILL AUTOMATICALLY CONVERT TO DEFERRED SHARES (WHJCH SHARES HAVE NO RIGHTS IN RELATION TO VOTING OR DISTRIBUTIONS AND WHICH ARE ONLY ENTITLED TO £1 IN AGGREGATE AMONG THE CLASS OF DEFERRED SHARES ONCE EXIT PROCEEDS OF AT LEAST £1,M PER SHARE HAS BEEN PAID ON EACH OTHER SHARE IN ISSUE); (B) IF DIVIDENDS ARE PAYABLE AND A SHARE IS NOT FULLY PAID UP THEN THE AMOUNT OF ANY DIVIDEND THAT WOULD HAVE BEEN PAYABLE ON THAT SHARE WILL BE APPLIED FIRSTLY IN PAYING UP THAT SHARE AND ONLY AN EXCESS WILL BE PAID TO THE HOLDER AS DIVIDEND; AND (C) IF A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE HAS OR WILL OCCUR AND SHARES ARE NOT PAID UP IN FULL THEN THE AMOUNT OTHERWISE DUE ON THAT SHARE WILL BE UTILISED FIRSTLY IN PAYING UP THE SHARE AND ONLY IF THERE IS AN EXCESS ONCE

THAT SHARE IS PAID UP IN FULL WILL THE BALANCE BE PAYABLE TO ITS HOLDER. EACH SHARE IS NON REDEEMABLE AND HAS FULL RIGHTS IN THE COMPANY ON THE SAME BASIS AS ORDINARY & A ORDINARY SHARES WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS ON A CAPITAL DISTRIBUTION EVENT OR SHARE SALE SAVE THAT WHERE SHARES HAVE NOT BEEN PAID UP IN FULL THE FOLLOWING PROVISIONS APPLY: (A) THE SHARES MUST BE PAID UP IN FULL BY 15 APRIL 2019 (OR SUCH LATER DATE AS IS VALID WITH CONSENT UNDER THE ARTICLES) OR ANY THAT ARE NOT PAID UP WILL AUTOMATICALLY CONVERT TO DEFERRED SHARES (WHICH SHARES HAVE NO RIGHTS IN RELATION TO VOTING OR DISTRIBUTIONS AND WHICH ARE ONLY ENTITLED TO £1 IN AGGREGATE AMONG THE CLASS OF DEFERRED SHARES ONCE EXIT PROCEEDS OF AT LEAST £1M PER SHARE HAS BEEN PAID ON EACH OTHER SHARE IN ISSUE); (B) IF DIVIDENDS ARE PAYABLE AND A SHARE IS NOT FULLY PAID UP THEN THE AMOUNT OF ANY DIVIDEND THAT WOULD HAVE BEEN PAYABLE ON THAT SHARE WILL BE APPLIED FIRSTLY IN PAYING UP THAT SHARE AND ONLY AN EXCESS WILL BE PAID TO THE HOLDER AS DIVIDEND: AND (C) IF A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE HAS OR WILL OCCUR AND SHARES ARE NOT PAID UP IN FULL THEN THE AMOUNT OTHERWISE DUE ON THAT SHARE WILL BE UTILISED FIRSTLY IN PAYING UP THE SHARE AND ONLY IF THERE IS AN EXCESS ONCE THAT SHARE IS PAID UP IN FULL WILL THE BALANCE BE PAYABLE TO ITS HOLDER.

Class of Shares:	**B3**	Number allotted	**76767**
	ORDINARY	Aggregate nominal value:	**7676.7**
Currency:	**GBP**		

Prescribed particulars

RELATION TO VOTING OR DISTRIBUTIONS AND WHICH ARE ONLY ENTITLED TO £1 IN AGGREGATE AMONG THE CLASS OF DEFERRED SHARES ONCE EXIT PROCEEDS OF AT LEAST £1,M PER SHARE HAS BEEN PAID ON EACH OTHER SHARE IN ISSUE); (B) IF DIVIDENDS ARE PAYABLE AND A SHARE IS NOT FULLY PAID UP THEN THE AMOUNT OF ANY DIVIDEND THAT WOULD HAVE BEEN PAYABLE ON THAT SHARE WILL BE APPLIED FIRSTLY IN PAYING UP THAT SHARE AND ONLY AN EXCESS WILL BE PAID TO THE HOLDER AS DIVIDEND; AND (C) IF A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE HAS OR WILL OCCUR AND SHARES ARE NOT PAID UP IN FULL THEN THE AMOUNT OTHERWISE DUE ON THAT SHARE WILL BE UTILISED FIRSTLY IN PAYING UP THE SHARE AND ONLY IF THERE IS AN EXCESS ONCE THAT SHARE IS PAID UP IN FULL WILL THE BALANCE BE PAYABLE TO ITS HOLDER. EACH SHARE IS NON REDEEMABLE AND HAS FULL RIGHTS IN THE

COMPANY ON THE SAME BASIS AS ORDINARY & A ORDINARY SHARES WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS ON A CAPITAL DISTRIBUTION EVENT OR SHARE SALE SAVE THAT WHERE SHARES HAVE NOT BEEN PAID UP IN FULL THE FOLLOWING PROVISIONS APPLY: (A) THE SHARES MUST BE PAID UP IN FULL BY 15 JULY 2019 (OR SUCH LATER DATE AS IS VALID WITH CONSENT UNDER THE ARTICLES) OR ANY THAT ARE NOT PAID UP WILL AUTOMATICALLY CONVERT TO DEFERRED SHARES (WHICH SHARES HAVE NO RIGHTS IN RELATION TO VOTING OR DISTRIBUTIONS AND WHICH ARE ONLY ENTITLED TO £1 IN AGGREGATE AMONG THE CLASS OF DEFERRED SHARES ONCE EXIT PROCEEDS OF AT LEAST £1M PER SHARE HAS BEEN PAID ON EACH OTHER SHARE IN ISSUE); (B) IF DIVIDENDS ARE PAYABLE AND A SHARE IS NOT FULLY PAID UP THEN THE AMOUNT OF ANY DIVIDEND THAT WOULD HAVE BEEN PAYABLE ON THAT SHARE WILL BE APPLIED FIRSTLY IN PAYING UP THAT SHARE AND ONLY AN EXCESS WILL BE PAID TO THE HOLDER AS DIVIDEND: AND (C) IF A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE HAS OR WILL OCCUR AND SHARES ARE NOT PAID UP IN FULL THEN THE AMOUNT OTHERWISE DUE ON THAT SHARE WILL BE UTILISED FIRSTLY IN PAYING UP THE SHARE AND ONLY IF THERE IS AN EXCESS ONCE THAT SHARE IS PAID UP IN FULL WILL THE BALANCE BE PAYABLE TO ITS HOLDER.

Class of Shares:	**B4**	Number allotted	**76768**
	ORDINARY	Aggregate nominal value:	**7676.8**
Currency:	**GBP**		

Prescribed particulars

SHARE IS NON REDEEMABLE AND HAS FULL RIGHTS IN THE COMPANY ON THE SAME BASIS AS ORDINARY & A ORDINARY SHARES WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS ON A CAPITAL DISTRIBUTION EVENT OR SHARE SALE SAVE THAT WHERE SHARES HAVE NOT BEEN PAID UP IN FULL THE FOLLOWING PROVISIONS APPLY: (A) THE SHARES MUST BE PAID UP IN FULL BY 15 APRIL 2020 (OR SUCH LATER DATE AS IS VALID WITH CONSENT UNDER THE ARTICLES) OR ANY THAT ARE NOT PAID UP WILL AUTOMATICALLY CONVERT TO DEFERRED SHARES (WHJCH SHARES HAVE NO RIGHTS IN RELATION TO VOTING OR DISTRIBUTIONS AND WHICH ARE ONLY ENTITLED TO £1 IN AGGREGATE AMONG THE CLASS OF DEFERRED SHARES ONCE EXIT PROCEEDS OF AT LEAST £1,M PER SHARE HAS BEEN PAID ON EACH OTHER SHARE IN ISSUE); (B) IF DIVIDENDS ARE PAYABLE AND A SHARE IS NOT FULLY PAID UP THEN THE AMOUNT OF ANY DIVIDEND THAT WOULD HAVE BEEN PAYABLE ON THAT SHARE WILL BE APPLIED FIRSTLY IN PAYING UP THAT SHARE AND ONLY AN EXCESS WILL BE PAID TO THE HOLDER

AS DIVIDEND; AND (C) IF A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE HAS OR WILL OCCUR AND SHARES ARE NOT PAID UP IN FULL THEN THE AMOUNT OTHERWISE DUE ON THAT SHARE WILL BE UTILISED FIRSTLY IN PAYING UP THE SHARE AND ONLY IF THERE IS AN EXCESS ONCE THAT SHARE IS PAID UP IN FULL WILL THE BALANCE BE PAYABLE TO ITS HOLDER. EACH SHARE IS NON REDEEMABLE AND HAS FULL RIGHTS IN THE COMPANY ON THE SAME BASIS AS ORDINARY & A ORDINARY SHARES WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS ON A CAPITAL DISTRIBUTION EVENT OR SHARE SALE SAVE THAT WHERE SHARES HAVE NOT BEEN PAID UP IN FULL THE FOLLOWING PROVISIONS APPLY: (A) THE SHARES MUST BE PAID UP IN FULL BY 15 APRIL 2020 (OR SUCH LATER DATE AS IS VALID WITH CONSENT UNDER THE ARTICLES) OR ANY THAT ARE NOT PAID UP WILL AUTOMATICALLY CONVERT TO DEFERRED SHARES (WHICH SHARES HAVE NO RIGHTS IN RELATION TO VOTING OR DISTRIBUTIONS AND WHICH ARE ONLY ENTITLED TO £1 IN AGGREGATE AMONG THE CLASS OF DEFERRED SHARES ONCE EXIT PROCEEDS OF AT LEAST £1M PER SHARE HAS BEEN PAID ON EACH OTHER SHARE IN ISSUE); (B) IF DIVIDENDS ARE PAYABLE AND A SHARE IS NOT FULLY PAID UP THEN THE AMOUNT OF ANY DIVIDEND THAT WOULD HAVE BEEN PAYABLE ON THAT SHARE WILL BE APPLIED FIRSTLY IN PAYING UP THAT SHARE AND ONLY AN EXCESS WILL BE PAID TO THE HOLDER AS DIVIDEND: AND (C) IF A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE HAS OR WILL OCCUR AND SHARES ARE NOT PAID UP IN FULL THEN THE AMOUNT OTHERWISE DUE ON THAT SHARE WILL BE UTILISED FIRSTLY IN PAYING UP THE SHARE AND ONLY IF THERE IS AN EXCESS ONCE THAT SHARE IS PAID UP IN FULL WILL THE BALANCE BE PAYABLE TO ITS HOLDER.

Class of Shares:	**B5**	Number allotted	**76767**
	ORDINARY	Aggregate nominal value:	**7676.7**
Currency:	**GBP**		

Prescribed particulars

2020 (OR SUCH LATER DATE AS IS VALID WITH CONSENT UNDER THE ARTICLES) OR ANY THAT ARE NOT PAID UP WILL AUTOMATICALLY CONVERT TO DEFERRED SHARES (WHJCH SHARES HAVE NO RIGHTS IN RELATION TO VOTING OR DISTRIBUTIONS AND WHICH ARE ONLY ENTITLED TO £1 IN AGGREGATE AMONG THE CLASS OF DEFERRED SHARES ONCE EXIT PROCEEDS OF AT LEAST £1,M PER SHARE HAS BEEN PAID ON EACH OTHER SHARE IN ISSUE); (B) IF DIVIDENDS ARE PAYABLE AND A SHARE IS NOT FULLY PAID UP THEN THE AMOUNT OF ANY DIVIDEND THAT WOULD HAVE BEEN PAYABLE ON THAT SHARE WILL BE APPLIED FIRSTLY IN PAYING UP THAT SHARE AND ONLY AN EXCESS WILL BE

PAID TO THE HOLDER AS DIVIDEND; AND (C) IF A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE HAS OR WILL OCCUR AND SHARES ARE NOT PAID UP IN FULL THEN THE AMOUNT OTHERWISE DUE ON THAT SHARE WILL BE UTILISED FIRSTLY IN PAYING UP THE SHARE AND ONLY IF THERE IS AN EXCESS ONCE THAT SHARE IS PAID UP IN FULL WILL THE BALANCE BE PAYABLE TO ITS HOLDER. EACH SHARE IS NON REDEEMABLE AND HAS FULL RIGHTS IN THE COMPANY ON THE SAME BASIS AS ORDINARY & A ORDINARY SHARES WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS ON A CAPITAL DISTRIBUTION EVENT OR SHARE SALE SAVE THAT WHERE SHARES HAVE NOT BEEN PAID UP IN FULL THE FOLLOWING PROVISIONS APPLY: (A) THE SHARES MUST BE PAID UP IN FULL BY 15 JULY 2020 (OR SUCH LATER DATE AS IS VALID WITH CONSENT UNDER THE ARTICLES) OR ANY THAT ARE NOT PAID UP WILL AUTOMATICALLY CONVERT TO DEFERRED SHARES (WHICH SHARES HAVE NO RIGHTS IN RELATION TO VOTING OR DISTRIBUTIONS AND WHICH ARE ONLY ENTITLED TO £1 IN AGGREGATE AMONG THE CLASS OF DEFERRED SHARES ONCE EXIT PROCEEDS OF AT LEAST £1M PER SHARE HAS BEEN PAID ON EACH OTHER SHARE IN ISSUE); (B) IF DIVIDENDS ARE PAYABLE AND A SHARE IS NOT FULLY PAID UP THEN THE AMOUNT OF ANY DIVIDEND THAT WOULD HAVE BEEN PAYABLE ON THAT SHARE WILL BE APPLIED FIRSTLY IN PAYING UP THAT SHARE AND ONLY AN EXCESS WILL BE PAID TO THE HOLDER AS DIVIDEND: AND (C) IF A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE HAS OR WILL OCCUR AND SHARES ARE NOT PAID UP IN FULL THEN THE AMOUNT OTHERWISE DUE ON THAT SHARE WILL BE UTILISED FIRSTLY IN PAYING UP THE SHARE AND ONLY IF THERE IS AN EXCESS ONCE THAT SHARE IS PAID UP IN FULL WILL THE BALANCE BE PAYABLE TO ITS HOLDER.

Class of Shares:	**A**	Number allotted	**209777**
	ORDINARY	Aggregate nominal value:	**20977.7**
Currency:	**GBP**		

Prescribed particulars

(A) ON A SHOW OF HANDS EVERY HOLDER OF ORDINARY SHARES SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER HOLDING ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER; (B) ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES ENTITLED TO DIVIDENDS PRO RATA IN RELATION TO THE NOMINAL VALUE OF THE SHARES IN ISSUE; (C) THE CAPITAL AND ASSETS OF THE COMPANY ON A WINDING-UP OR OTHER RETURN OF CAPITAL AVAILABLE FOR DISTRIBUTION TO THE MEMBERS OF THE COMPANY SHALL

BE DISTRIBUTED AMONGST ALL HOLDERS OF SHARES ON A PARI PASSU AND PRO RATA BASIS IN RELATION TO THE NOMINAL VALUE OF THE SHARES IN ISSUE (EXCLUDING DEFERRED SHARES); AND (D) NONE OF THE SHARES ARE REDEEMABLE.

Class of Shares:	**ORDINARY**	Number allotted	**1205872**
Currency:	**GBP**	Aggregate nominal value:	**120587.2**

Prescribed particulars

(A) ON A SHOW OF HANDS EVERY HOLDER OF ORDINARY SHARES SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER HOLDING ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER; (B) ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES ENTITLED TO DIVIDENDS PRO RATA IN RELATION TO THE NOMINAL VALUE OF THE SHARES IN ISSUE; (C) THE CAPITAL AND ASSETS OF THE COMPANY ON A WINDING-UP OR OTHER RETURN OF CAPITAL AVAILABLE FOR DISTRIBUTION TO THE MEMBERS OF THE COMPANY SHALL BE DISTRIBUTED AMONGST ALL HOLDERS OF SHARES ON A PARI PASSU AND PRO RATA BASIS IN RELATION TO THE NOMINAL VALUE OF THE SHARES IN ISSUE (EXCLUDING DEFERRED SHARES); AND (D) NONE OF THE SHARES ARE REDEEMABLE.

Statement of Capital (Totals)

Currency:	**GBP**	Total number of shares:	**1906254**
		Total aggregate nominal value:	**187628.4**
		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.