



Paperclip
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SH01

Return of allotment of shares



Companies House

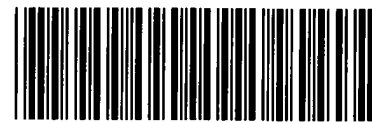


Go online to file this information
www.gov.uk/companieshouse

✓ **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 a company on formation of the company for an allotment of a new class of shares by an unlimited company.

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18/09/2020

#62

COMPANIES HOUSE

1 Company details

Company number 1 2 5 4 6 4 7 9

Company name in full Freeline Therapeutics Holdings 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 ①

From Date d₁ d₃ m₀ m₇ y₂ y₀ y₂ y₀

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
GBP	G Ordinary Shares	125,000	0.00001	0.00001	

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

Return of allotment of shares

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

	See continuation page			
Totals				

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
	293,918,504	£125,341.63169	0

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

SH01 - continuation page

Return of allotment of shares

4

Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

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
GBP (£)	A Ordinary Shares	4,721,120	£47.2112	
GBP (£)	B Ordinary Shares	1,295,636	£12.95636	
GBP (£)	C Ordinary Shares	913,538	£9.13538	
GBP (£)	D Ordinary Shares	2,893,224	£28.93224	
GBP (£)	E Ordinary Shares	3,955,914	£39.55914	
GBP (£)	F Ordinary Shares	2,823,714	£28.23714	
GBP (£)	G Ordinary Shares	125,000	£1.25	
GBP (£)	Series A Preferred Shares	35,070,249	£350.70249	
GBP (£)	Series B Preferred Shares	59,381,964	£593.81964	
GBP (£)	Series C Preferred Shares	58,823,526	£588.23526	
GBP (£)	Deferred Shares of £0.00001	275,784	£2.75784	
GBP (£)	Deferred Shares of £0.001	123,638,835	£123,638.835	
Totals		293,918,504	£125,341.63169	0

SH01

Return of allotment of shares

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

REFER TO CONTINUATION PAGES

Prescribed particulars

①

Class of share

Prescribed particulars

①

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 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

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.

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY SHARES	
Prescribed particulars	<p>Voting: the shares confer on each holder thereof the right to receive notice of and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed written resolutions of the company.</p> <p>Dividends: no dividend shall be declared or paid to the holders of shares in respect of any financial year without Investor Majority Consent and any such dividend may then be paid to the holders of the Preferred Shares and the Ordinary Shares as determined by the board with Preferred Director Consent, provided always that the Preferred Shares and the A Ordinary Shares shall, subject to the articles of association, rank equally in all respects for the purpose of any dividend that is declared or paid. A capitalised sum which was appropriated from profits available for distribution may be applied in or towards paying up any sums unpaid on existing Shares held by the persons entitled to such capitalised sum.</p> <p>Distributions on a liquidation or a return of capital: on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the company remaining after payment of its liabilities shall be distributed: (i) first in paying to the holders of the Deferred Shares if any a total of £1 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); (ii) second, in paying to each holder of Preferred Shares an amount equal to the subscription price of each Preferred Share held (the "Preference Amount") (provided that if there are insufficient assets to pay an amount equal to the Preference Amount in respect of all of the Preferred Shares, the remaining assets shall be paid to the holders of the Preferred Shares pro rata to the Preference Amount of the Preferred Shares held by them); and (iii) third, in paying the balance of the surplus assets (if any) to the holders of the Preferred Shares and Ordinary Shares pro rata (as if the Preferred Shares and Ordinary shares constituted one and the same class), provided that: (a) no sum shall be paid under this paragraph (iii) in respect of any Preferred Share until, subject to the provisions of paragraph (b) below, an amount equal to the Preference Amount for that Preferred Share has been paid on each A Ordinary Share and then only amounts in excess of that Preference Amount shall be paid under this paragraph (iii) on that Preferred Share; and (b) notwithstanding the provisions of paragraph (a) above, if any Relevant Ordinary Share is subject to a Threshold Amount no sum shall be paid on that Relevant Ordinary Share until an amount equal to the Threshold Amount for that Relevant Ordinary Share has been paid on each A Ordinary Share and then only amounts in excess of that Threshold Amount shall be paid under this paragraph (iii) on that Relevant Ordinary Share. Prior distributions of income will be taken into account when determining distribution amounts.</p> <p>Redemption: the shares are not redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	B ORDINARY SHARES
Prescribed particulars	<p>Voting: the shares do not confer on each holder thereof any right to receive notice of and to attend, speak or vote at any general meeting of the company or vote on proposed written resolutions of the Company.</p> <p>Dividends: no dividend shall be declared or paid to the holders of shares in respect of any financial year without Investor Majority Consent and any such dividend may then be paid to the holders of the Preferred Shares and the Ordinary Shares as determined by the board with Preferred Director Consent, provided always that the Preferred Shares and the A Ordinary Shares shall, subject to the articles of association, rank equally in all respects for the purpose of any dividend that is declared or paid. A capitalised sum which was appropriated from profits available for distribution may be applied in or towards paying up any sums unpaid on existing Shares held by the persons entitled to such capitalised sum.</p> <p>Distributions on a liquidation or a return of capital: on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the company remaining after payment of its liabilities shall be distributed: (i) first in paying to the holders of the Deferred Shares if any a total of £1 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); (ii) second, in paying to each holder of Preferred Shares an amount equal to the subscription price of each Preferred Share held (the "Preference Amount") (provided that if there are insufficient assets to pay an amount equal to the Preference Amount in respect of all of the Preferred Shares, the remaining assets shall be paid to the holders of the Preferred Shares pro rata top the Preference Amount of the Preferred Shares held by them); and (iii) third, in paying the balance of the surplus assets (if any) to the holders of the Preferred Shares and Ordinary Shares pro rata (as if the Preferred Shares and Ordinary shares constituted one and the same class), provided that: (a) no sum shall be paid under this paragraph (iii) in respect of any Preferred Share until, subject to the provisions of paragraph (b) below, an amount equal to the Preference Amount for that Preferred Share has been paid on each A Ordinary Share and then only amounts in excess of that Preference Amount shall be paid under this paragraph (iii) on that Preferred Share; and (b) notwithstanding the provisions of paragraph (a) above, if any Relevant Ordinary Share is subject to a Threshold Amount no sum shall be paid on that Relevant Ordinary Share until an amount equal to the Threshold Amount for that Relevant Ordinary Share has been paid on each A Ordinary Share and then only amounts in excess of that Threshold Amount shall be paid under this paragraph (iii) on that Relevant Ordinary Share. Prior distributions of income will be taken into account when determining distribution amounts.</p> <p>Redemption: the shares are not redeemable.</p>

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY SHARES	
Prescribed particulars	<p>Voting: the shares do not confer on each holder thereof any right to receive notice of and to attend, speak or vote at any general meeting of the company or vote on proposed written resolutions of the Company.</p> <p>Dividends: no dividend shall be declared or paid to the holders of shares in respect of any financial year without Investor Majority Consent and any such dividend may then be paid to the holders of the Preferred Shares and the Ordinary Shares as determined by the board with Preferred Director Consent, provided always that the Preferred Shares and the A Ordinary Shares shall, subject to the articles of association, rank equally in all respects for the purpose of any dividend that is declared or paid. A capitalised sum which was appropriated from profits available for distribution may be applied in or towards paying up any sums unpaid on existing Shares held by the persons entitled to such capitalised sum.</p> <p>Distributions on a liquidation or a return of capital: on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the company remaining after payment of its liabilities shall be distributed: (i) first in paying to the holders of the Deferred Shares if any a total of £1 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); (ii) second, in paying to each holder of Preferred Shares an amount equal to the subscription price of each Preferred Share held (the "Preference Amount") (provided that if there are insufficient assets to pay an amount equal to the Preference Amount in respect of all of the Preferred Shares, the remaining assets shall be paid to the holders of the Preferred Shares pro rata top the Preference Amount of the Preferred Shares held by them); and (iii) third, in paying the balance of the surplus assets (if any) to the holders of the Preferred Shares and Ordinary Shares pro rata (as if the Preferred Shares and Ordinary shares constituted one and the same class), provided that: (a) no sum shall be paid under this paragraph (iii) in respect of any Preferred Share until, subject to the provisions of paragraph (b) below, an amount equal to the Preference Amount for that Preferred Share has been paid on each A Ordinary Share and then only amounts in excess of that Preference Amount shall be paid under this paragraph (iii) on that Preferred Share; and (b) notwithstanding the provisions of paragraph (a) above, if any Relevant Ordinary Share is subject to a Threshold Amount no sum shall be paid on that Relevant Ordinary Share until an amount equal to the Threshold Amount for that Relevant Ordinary Share has been paid on each A Ordinary Share and then only amounts in excess of that Threshold Amount shall be paid under this paragraph (iii) on that Relevant Ordinary Share. Prior distributions of income will be taken into account when determining distribution amounts.</p> <p>Redemption: the shares are not redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D ORDINARY SHARES	
Prescribed particulars	<p>Voting: the shares do not confer on each holder thereof any right to receive notice of and to attend, speak or vote at any general meeting of the company or vote on proposed written resolutions of the Company.</p> <p>Dividends: no dividend shall be declared or paid to the holders of shares in respect of any financial year without Investor Majority Consent and any such dividend may then be paid to the holders of the Preferred Shares and the Ordinary Shares as determined by the board with Preferred Director Consent, provided always that the Preferred Shares and the A Ordinary Shares shall, subject to the articles of association, rank equally in all respects for the purpose of any dividend that is declared or paid. A capitalised sum which was appropriated from profits available for distribution may be applied in or towards paying up any sums unpaid on existing Shares held by the persons entitled to such capitalised sum.</p> <p>Distributions on a liquidation or a return of capital: on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the company remaining after payment of its liabilities shall be distributed: (i) first in paying to the holders of the Deferred Shares if any a total of £1 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); (ii) second, in paying to each holder of Preferred Shares an amount equal to the subscription price of each Preferred Share held (the "Preference Amount") (provided that if there are insufficient assets to pay an amount equal to the Preference Amount in respect of all of the Preferred Shares, the remaining assets shall be paid to the holders of the Preferred Shares pro rata top the Preference Amount of the Preferred Shares held by them); and (iii) third, in paying the balance of the surplus assets (if any) to the holders of the Preferred Shares and Ordinary Shares pro rata (as if the Preferred Shares and Ordinary shares constituted one and the same class), provided that: (a) no sum shall be paid under this paragraph (iii) in respect of any Preferred Share until, subject to the provisions of paragraph (b) below, an amount equal to the Preference Amount for that Preferred Share has been paid on each A Ordinary Share and then only amounts in excess of that Preference Amount shall be paid under this paragraph (iii) on that Preferred Share; and (b) notwithstanding the provisions of paragraph (a) above, if any Relevant Ordinary Share is subject to a Threshold Amount no sum shall be paid on that Relevant Ordinary Share until an amount equal to the Threshold Amount for that Relevant Ordinary Share has been paid on each A Ordinary Share and then only amounts in excess of that Threshold Amount shall be paid under this paragraph (iii) on that Relevant Ordinary Share. Prior distributions of income will be taken into account when determining distribution amounts.</p> <p>Redemption: the shares are not redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	E ORDINARY SHARES	
Prescribed particulars	<p>Voting: the shares do not confer on each holder thereof any right to receive notice of and to attend, speak or vote at any general meeting of the company or vote on proposed written resolutions of the Company.</p> <p>Dividends: no dividend shall be declared or paid to the holders of shares in respect of any financial year without Investor Majority Consent and any such dividend may then be paid to the holders of the Preferred Shares and the Ordinary Shares as determined by the board with Preferred Director Consent, provided always that the Preferred Shares and the A Ordinary Shares shall, subject to the articles of association, rank equally in all respects for the purpose of any dividend that is declared or paid. A capitalised sum which was appropriated from profits available for distribution may be applied in or towards paying up any sums unpaid on existing Shares held by the persons entitled to such capitalised sum.</p> <p>Distributions on a liquidation or a return of capital: on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the company remaining after payment of its liabilities shall be distributed: (i) first in paying to the holders of the Deferred Shares if any a total of £1 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); (ii) second, in paying to each holder of Preferred Shares an amount equal to the subscription price of each Preferred Share held (the "Preference Amount") (provided that if there are insufficient assets to pay an amount equal to the Preference Amount in respect of all of the Preferred Shares, the remaining assets shall be paid to the holders of the Preferred Shares pro rata to the Preference Amount of the Preferred Shares held by them); and (iii) third, in paying the balance of the surplus assets (if any) to the holders of the Preferred Shares and Ordinary Shares pro rata (as if the Preferred Shares and Ordinary shares constituted one and the same class), provided that: (a) no sum shall be paid under this paragraph (iii) in respect of any Preferred Share until, subject to the provisions of paragraph (b) below, an amount equal to the Preference Amount for that Preferred Share has been paid on each A Ordinary Share and then only amounts in excess of that Preference Amount shall be paid under this paragraph (iii) on that Preferred Share; and (b) notwithstanding the provisions of paragraph (a) above, if any Relevant Ordinary Share is subject to a Threshold Amount no sum shall be paid on that Relevant Ordinary Share until an amount equal to the Threshold Amount for that Relevant Ordinary Share has been paid on each A Ordinary Share and then only amounts in excess of that Threshold Amount shall be paid under this paragraph (iii) on that Relevant Ordinary Share. Prior distributions of income will be taken into account when determining distribution amounts.</p> <p>Redemption: the shares are not redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	F ORDINARY SHARES	
Prescribed particulars	<p>Voting: the shares do not confer on each holder thereof any right to receive notice of and to attend, speak or vote at any general meeting of the company or vote on proposed written resolutions of the Company.</p> <p>Dividends: no dividend shall be declared or paid to the holders of shares in respect of any financial year without Investor Majority Consent and any such dividend may then be paid to the holders of the Preferred Shares and the Ordinary Shares as determined by the board with Preferred Director Consent, provided always that the Preferred Shares and the A Ordinary Shares shall, subject to the articles of association, rank equally in all respects for the purpose of any dividend that is declared or paid. A capitalised sum which was appropriated from profits available for distribution may be applied in or towards paying up any sums unpaid on existing Shares held by the persons entitled to such capitalised sum.</p> <p>Distributions on a liquidation or a return of capital: on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the company remaining after payment of its liabilities shall be distributed: (i) first in paying to the holders of the Deferred Shares if any a total of £1 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); (ii) second, in paying to each holder of Preferred Shares an amount equal to the subscription price of each Preferred Share held (the "Preference Amount") (provided that if there are insufficient assets to pay an amount equal to the Preference Amount in respect of all of the Preferred Shares, the remaining assets shall be paid to the holders of the Preferred Shares pro rata top the Preference Amount of the Preferred Shares held by them); and (iii) third, in paying the balance of the surplus assets (if any) to the holders of the Preferred Shares and Ordinary Shares pro rata (as if the Preferred Shares and Ordinary shares constituted one and the same class), provided that: (a) no sum shall be paid under this paragraph (iii) in respect of any Preferred Share until, subject to the provisions of paragraph (b) below, an amount equal to the Preference Amount for that Preferred Share has been paid on each A Ordinary Share and then only amounts in excess of that Preference Amount shall be paid under this paragraph (iii) on that Preferred Share; and (b) notwithstanding the provisions of paragraph (a) above, if any Relevant Ordinary Share is subject to a Threshold Amount no sum shall be paid on that Relevant Ordinary Share until an amount equal to the Threshold Amount for that Relevant Ordinary Share has been paid on each A Ordinary Share and then only amounts in excess of that Threshold Amount shall be paid under this paragraph (iii) on that Relevant Ordinary Share. Prior distributions of income will be taken into account when determining distribution amounts.</p> <p>Redemption: the shares are not redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	G ORDINARY SHARES	
Prescribed particulars	<p>Voting: the shares do not confer on each holder thereof any right to receive notice of and to attend, speak or vote at any general meeting of the company or vote on proposed written resolutions of the Company.</p> <p>Dividends: no dividend shall be declared or paid to the holders of shares in respect of any financial year without Investor Majority Consent and any such dividend may then be paid to the holders of the Preferred Shares and the Ordinary Shares as determined by the board with Preferred Director Consent, provided always that the Preferred Shares and the A Ordinary Shares shall, subject to the articles of association, rank equally in all respects for the purpose of any dividend that is declared or paid. A capitalised sum which was appropriated from profits available for distribution may be applied in or towards paying up any sums unpaid on existing Shares held by the persons entitled to such capitalised sum.</p> <p>Distributions on a liquidation or a return of capital: on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the company remaining after payment of its liabilities shall be distributed: (i) first in paying to the holders of the Deferred Shares if any a total of £1 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); (ii) second, in paying to each holder of Preferred Shares an amount equal to the subscription price of each Preferred Share held (the "Preference Amount") (provided that if there are insufficient assets to pay an amount equal to the Preference Amount in respect of all of the Preferred Shares, the remaining assets shall be paid to the holders of the Preferred Shares pro rata top the Preference Amount of the Preferred Shares held by them); and (iii) third, in paying the balance of the surplus assets (if any) to the holders of the Preferred Shares and Ordinary Shares pro rata (as if the Preferred Shares and Ordinary shares constituted one and the same class), provided that: (a) no sum shall be paid under this paragraph (iii) in respect of any Preferred Share until, subject to the provisions of paragraph (b) below, an amount equal to the Preference Amount for that Preferred Share has been paid on each A Ordinary Share and then only amounts in excess of that Preference Amount shall be paid under this paragraph (iii) on that Preferred Share; and (b) notwithstanding the provisions of paragraph (a) above, if any Relevant Ordinary Share is subject to a Threshold Amount no sum shall be paid on that Relevant Ordinary Share until an amount equal to the Threshold Amount for that Relevant Ordinary Share has been paid on each A Ordinary Share and then only amounts in excess of that Threshold Amount shall be paid under this paragraph (iii) on that Relevant Ordinary Share. Prior distributions of income will be taken into account when determining distribution amounts.</p> <p>Redemption: the shares are not redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	SERIES A PREFERRED SHARES	
Prescribed particulars	<p>Voting: the shares confer on each holder thereof the right to receive notice of and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed written resolutions of the company.</p> <p>Dividends: no dividend shall be declared or paid to the holders of shares in respect of any financial year without Investor Majority Consent and any such dividend may then be paid to the holders of the Preferred Shares and the Ordinary Shares as determined by the board with Preferred Director Consent, provided always that the Preferred Shares and the A Ordinary Shares shall, subject to the articles of association, rank equally in all respects for the purpose of any dividend that is declared or paid. A capitalised sum which was appropriated from profits available for distribution may be applied in or towards paying up any sums unpaid on existing Shares held by the persons entitled to such capitalised sum.</p> <p>Distributions on a liquidation or a return of capital: on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the company remaining after payment of its liabilities shall be distributed: (i) first in paying to the holders of the Deferred Shares if any a total of £1 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); (ii) second, in paying to each holder of Preferred Shares an amount equal to the subscription price of each Preferred Share held (the "Preference Amount") (provided that if there are insufficient assets to pay an amount equal to the Preference Amount in respect of all of the Preferred Shares, the remaining assets shall be paid to the holders of the Preferred Shares pro rata top the Preference Amount of the Preferred Shares held by them); and (iii) third, in paying the balance of the surplus assets (if any) to the holders of the Preferred Shares and Ordinary Shares pro rata (as if the Preferred Shares and Ordinary shares constituted one and the same class), provided that: (a) no sum shall be paid under this paragraph (iii) in respect of any Preferred Share until, subject to the provisions of paragraph (b) below, an amount equal to the Preference Amount for that Preferred Share has been paid on each A Ordinary Share and then only amounts in excess of that Preference Amount shall be paid under this paragraph (iii) on that Preferred Share; and (b) notwithstanding the provisions of paragraph (a) above, if any Relevant Ordinary Share is subject to a Threshold Amount no sum shall be paid on that Relevant Ordinary Share until an amount equal to the Threshold Amount for that Relevant Ordinary Share has been paid on each A Ordinary Share and then only amounts in excess of that Threshold Amount shall be paid under this paragraph (iii) on that Relevant Ordinary Share. Prior distributions of income will be taken into account when determining distribution amounts.</p> <p>Redemption: the shares are not redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	SERIES B PREFERRED SHARES	
Prescribed particulars	<p>Voting: the shares confer on each holder thereof the right to receive notice of and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed written resolutions of the company.</p> <p>Dividends: no dividend shall be declared or paid to the holders of shares in respect of any financial year without Investor Majority Consent and any such dividend may then be paid to the holders of the Preferred Shares and the Ordinary Shares as determined by the board with Preferred Director Consent, provided always that the Preferred Shares and the A Ordinary Shares shall, subject to the articles of association, rank equally in all respects for the purpose of any dividend that is declared or paid. A capitalised sum which was appropriated from profits available for distribution may be applied in or towards paying up any sums unpaid on existing Shares held by the persons entitled to such capitalised sum.</p> <p>Distributions on a liquidation or a return of capital: on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the company remaining after payment of its liabilities shall be distributed: (i) first in paying to the holders of the Deferred Shares if any a total of £1 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); (ii) second, in paying to each holder of Preferred Shares an amount equal to the subscription price of each Preferred Share held (the "Preference Amount") (provided that if there are insufficient assets to pay an amount equal to the Preference Amount in respect of all of the Preferred Shares, the remaining assets shall be paid to the holders of the Preferred Shares pro rata to the Preference Amount of the Preferred Shares held by them); and (iii) third, in paying the balance of the surplus assets (if any) to the holders of the Preferred Shares and Ordinary Shares pro rata (as if the Preferred Shares and Ordinary shares constituted one and the same class), provided that: (a) no sum shall be paid under this paragraph (iii) in respect of any Preferred Share until, subject to the provisions of paragraph (b) below, an amount equal to the Preference Amount for that Preferred Share has been paid on each A Ordinary Share and then only amounts in excess of that Preference Amount shall be paid under this paragraph (iii) on that Preferred Share; and (b) notwithstanding the provisions of paragraph (a) above, if any Relevant Ordinary Share is subject to a Threshold Amount no sum shall be paid on that Relevant Ordinary Share until an amount equal to the Threshold Amount for that Relevant Ordinary Share has been paid on each A Ordinary Share and then only amounts in excess of that Threshold Amount shall be paid under this paragraph (iii) on that Relevant Ordinary Share. Prior distributions of income will be taken into account when determining distribution amounts.</p> <p>Redemption: the shares are not redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	SERIES C PREFERRED SHARES
Prescribed particulars	<p>Voting: the shares confer on each holder thereof the right to receive notice of and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed written resolutions of the company.</p> <p>Dividends: no dividend shall be declared or paid to the holders of shares in respect of any financial year without Investor Majority Consent and any such dividend may then be paid to the holders of the Preferred Shares and the Ordinary Shares as determined by the board with Preferred Director Consent, provided always that the Preferred Shares and the A Ordinary Shares shall, subject to the articles of association, rank equally in all respects for the purpose of any dividend that is declared or paid. A capitalised sum which was appropriated from profits available for distribution may be applied in or towards paying up any sums unpaid on existing Shares held by the persons entitled to such capitalised sum.</p> <p>Distributions on a liquidation or a return of capital: on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the company remaining after payment of its liabilities shall be distributed: (i) first in paying to the holders of the Deferred Shares if any a total of £1 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); (ii) second, in paying to each holder of Preferred Shares an amount equal to the subscription price of each Preferred Share held (the "Preference Amount") (provided that if there are insufficient assets to pay an amount equal to the Preference Amount in respect of all of the Preferred Shares, the remaining assets shall be paid to the holders of the Preferred Shares pro rata to the Preference Amount of the Preferred Shares held by them); and (iii) third, in paying the balance of the surplus assets (if any) to the holders of the Preferred Shares and Ordinary Shares pro rata (as if the Preferred Shares and Ordinary shares constituted one and the same class), provided that: (a) no sum shall be paid under this paragraph (iii) in respect of any Preferred Share until, subject to the provisions of paragraph (b) below, an amount equal to the Preference Amount for that Preferred Share has been paid on each A Ordinary Share and then only amounts in excess of that Preference Amount shall be paid under this paragraph (iii) on that Preferred Share; and (b) notwithstanding the provisions of paragraph (a) above, if any Relevant Ordinary Share is subject to a Threshold Amount no sum shall be paid on that Relevant Ordinary Share until an amount equal to the Threshold Amount for that Relevant Ordinary Share has been paid on each A Ordinary Share and then only amounts in excess of that Threshold Amount shall be paid under this paragraph (iii) on that Relevant Ordinary Share. Prior distributions of income will be taken into account when determining distribution amounts.</p> <p>Redemption: the shares are not redeemable.</p>

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	DEFERRED SHARES OF £0.00001	
Prescribed particulars	<p>Voting: the Deferred Shares shall not entitle the holders of them to receive notice of, to attend, to speak or to vote at any general meeting of the company nor to receive or vote on, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the Company.</p> <p>Dividends: no dividend shall be declared or paid to the holders of shares in respect of any financial year without Investor Majority Consent and any such dividend may then be paid to the holders of the Preferred Shares and the Ordinary Shares as determined by the board with Preferred Director Consent, provided always that the Preferred Shares and the A Ordinary Shares shall, subject to the articles of association, rank equally in all respects for the purpose of any dividend that is declared or paid. A capitalised sum which was appropriated from profits available for distribution may be applied in or towards paying up any sums unpaid on existing Shares held by the persons entitled to such capitalised sum.</p> <p>Distribution on a return of capital: on a distribution of assets on a liquidation or a return of capital the surplus assets of the company remaining after payment of its liability shall be distributed (to the extent that the company is lawfully permitted to do so) first in paying to the holders of the Deferred Shares if any a total of £1 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares) .</p> <p>Redemption: the Deferred Shares are not redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	DEFERRED SHARES OF £0.001	
Prescribed particulars	<p>Voting: the Deferred Shares shall not entitle the holders of them to receive notice of, to attend, to speak or to vote at any general meeting of the company nor to receive or vote on, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the Company.</p> <p>Dividends: no dividend shall be declared or paid to the holders of shares in respect of any financial year without Investor Majority Consent and any such dividend may then be paid to the holders of the Preferred Shares and the Ordinary Shares as determined by the board with Preferred Director Consent, provided always that the Preferred Shares and the A Ordinary Shares shall, subject to the articles of association, rank equally in all respects for the purpose of any dividend that is declared or paid. A capitalised sum which was appropriated from profits available for distribution may be applied in or towards paying up any sums unpaid on existing Shares held by the persons entitled to such capitalised sum.</p> <p>Distribution on a return of capital: on a distribution of assets on a liquidation or a return of capital the surplus assets of the company remaining after payment of its liability shall be distributed (to the extent that the company is lawfully permitted to do so) first in paying to the holders of the Deferred Shares if any a total of £1 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares) .</p> <p>Redemption: the Deferred Shares are not redeemable.</p>	

SH01

Return of allotment 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
CHRISTOPHER EDGE

Company name
CMS CAMERON MCKENNA

NABARRO OLSWANG LLP

Address
CANNON PLACE

78 CANNON STREET

Post town
LONDON

County/Region

Postcode
E C 4 N 6 A F

Country

DX

Telephone
020 7367 3570



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