

**Return of Allotment of Shares**Company Name: **ANDIGITAL LIMITED**Company Number: **08761455**Received for filing in Electronic Format on the: **20/07/2020**

X99OZN2A

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
06/07/2020

Class of Shares:	A2	Number allotted	5435
	ORDINARY	Nominal value of each share	0.01
Currency:	GBP	Amount paid:	0.01
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A2	Number allotted	415690
	ORDINARY	Aggregate nominal value:	4156.9

Currency: **GBP**

Prescribed particulars

THE PARTICULARS OF THIS SHARE CLASS ARE SET OUT AS PER THE ARTICLES AS FOLLOWS: AS REGARDS INCOME, SEE ARTICLE 3.1.1. AS REGARDS FURTHER DISTRIBUTIONS, SEE ARTICLE 3.1.2. AS REGARDS THE DECLARATION AND PAYMENT OF DIVIDENDS, SEE ARTICLE 3.1.3. AS REGARDS CAPITAL, SEE ARTICLE 3.2. AS REGARDS A LISTING, SEE ARTICLE 3.3. AS REGARDS VOTING: 3.4.1 EQUITY SHARES (A) SUBJECT TO ARTICLES 3.4.1(B) AND 3.4.2 THE HOLDERS OF THE EQUITY SHARES SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF AND ATTEND AND VOTE AND SPEAK AT ANY GENERAL MEETING OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. SAVE, IN EACH CASE, AS PROVIDED OTHERWISE IN THE CA2006, EACH SUCH HOLDER PRESENT IN PERSON OR BY PROXY OR BY REPRESENTATIVE SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL OR WRITTEN RESOLUTION TO ONE VOTE FOR EACH EQUITY SHARE HELD BY HIM. (B) SUBJECT TO ARTICLES 3.4.2 AND 18.6 (THE INVESTOR DIRECTOR AND INDEPENDENT DIRECTOR), THE VOTING RIGHTS CONFERRED ON THE EQUITY SHARES HELD BY THE HOLDERS OF THE B ORDINARY SHARES PURSUANT TO ARTICLE 3.4.1(A) SHALL BE RESTRICTED TO THE LOWER OF 40% OF THE VOTING RIGHTS ATTACHING TO ALL SHARES AND THE NUMBER OF VOTES ALLOCATED PURSUANT TO ARTICLE 3.4.1(A). 3.4.2 ENHANCED VOTING RIGHTS IF ANY ENHANCED VOTING EVENT OCCURS THEN BGF MAY SERVE WRITTEN NOTICE(S) ON THE COMPANY OF THE ENHANCED VOTING EVENT REQUIRING THAT FROM THE DATE SUCH NOTICE IS SERVED UNTIL SUCH NOTICE HAS BEEN WITHDRAWN BY BGF: (A) BGF'S VOTING RIGHTS SHALL BE INCREASED TO 51% OF THE VOTING RIGHTS ATTACHING TO THE COMPANY'S SHARES' AND/OR (B) ARTICLE 17.2 BE ACTIVATED.

Class of Shares:	ORDINARY	Number allotted	10861819
Currency:	GBP	Aggregate nominal value:	108618.19

Prescribed particulars

THE PARTICULARS OF THIS SHARE CLASS ARE SET OUT AS PER THE ARTICLES AS FOLLOWS: AS REGARDS INCOME, SEE ARTICLE 3.1.1. AS REGARDS FURTHER DISTRIBUTIONS, SEE ARTICLE 3.1.2. AS REGARDS THE DECLARATION AND PAYMENT OF DIVIDENDS, SEE ARTICLE 3.1.3. AS REGARDS CAPITAL, SEE ARTICLE 3.2. AS REGARDS A LISTING, SEE ARTICLE 3.3. AS REGARDS VOTING: 3.4.1 EQUITY SHARES (A) SUBJECT TO ARTICLES 3.4.1(B) AND 3.4.2 THE HOLDERS OF THE EQUITY SHARES SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF AND ATTEND AND VOTE AND SPEACK AT ANY GENERAL MEETING OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY WRITTEN RESOLUTION OF THE CMOPANY. SAVE, IN EACH CASE, AS PROVIDED OTHERWISE IN THE CA2006, EACH SUCH HOLDER PRESENT IN PERSON OR BY PROXY OR BY REPRESENTATIVE SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL OR WRITTEN RESOLUTION TO ONE VOTE FOR EACH EQUITY SHARE HELD BY HIM. (B) SUBJECT TO ARTICLES 3.4.2 AND 18.6 (THE INVESTOR DIRECTOR AND INDEPENDENT DIRECTOR), THE VOTING RIGHTS CONFERRED ON THE EQUITY SHARES HELD BY THE HOLDERS OF THE B ORDINARY SHARES PURSUANT TO ARTICLE 3.4.1(A) SHALL BE RESTRICTED TO THE LOWER OF 40% OF THE VOTING RIGHTS ATTACHING TO ALL SHARES AND THE NUMBER OF VOTES ALLOCATED PURSUANT TO ARTICLE 3.4.1(A). 3.4.2 ENHANCED VOTING RIGHTS IF ANY ENHANCED VOTING EVENT OCCURS THEN BGF MAY SERVE WRITTEN NOTICE(S) ON THE COMPANY OF THE ENHANCED VOTING EVENT REQUIRING THAT FROM THE DATE SUCH NOTICE IS SERVED UNTIL SUCH NOTICE HAS BEEN WITHDRAWN BY BGF: (A) BGF'S VOTING RIGHTS SHALL BE INCREASED TO 51% OF THE VOTING RIGHTS ATTACHING TO THE COMPANY'S SHARES' AND/OR (B) ARTICLE 17.2 BE ACTIVATED.

Class of Shares:	A	Number allotted	274770
	ORDINARY	Aggregate nominal value:	2747.7
Currency:	GBP		

Prescribed particulars

THE PARTICULARS OF THIS SHARE CLASS ARE SET OUT AS PER THE ARTICLES AS FOLLOWS: AS REGARDS INCOME, SEE ARTICLE 3.1.1. AS REGARDS FURTHER DISTRIBUTIONS, SEE ARTICLE 3.1.2. AS REGARDS THE DECLARATION AND PAYMENT OF DIVIDENDS, SEE ARTICLE 3.1.3. AS REGARDS CAPITAL, SEE ARTICLE 3.2. AS REGARDS A LISTING, SEE ARTICLE 3.3. AS REGARDS VOTING: 3.4.1 EQUITY SHARES (A) SUBJECT TO ARTICLES 3.4.1(B) AND 3.4.2 THE HOLDERS OF THE EQUITY SHARES SHALL HAVE

THE RIGHT TO RECEIVE NOTICE OF AND ATTEND AND VOTE AND SPEACK AT ANY GENERAL MEETING OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY WRITTEN RESOLUTION OF THE CMOPANY. SAVE, IN EACH CASE, AS PROVIDED OTHERWISE IN THE CA2006, EACH SUCH HOLDER PRESENT IN PERSON OR BY PROXY OR BY REPRESENTATIVE SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL OR WRITTEN RESOLUTION TO ONE VOTE FOR EACH EQUITY SHARE HELD BY HIM. (B) SUBJECT TO ARTICLES 3.4.2 AND 18.6 (THE INVESTOR DIRECTOR AND INDEPENDENT DIRECTOR), THE VOTING RIGHTS CONFERRED ON THE EQUITY SHARES HELD BY THE HOLDERS OF THE B ORDINARY SHARES PURSUANT TO ARTICLE 3.4.1(A) SHALL BE RESTRICTED TO THE LOWER OF 40% OF THE VOTING RIGHTS ATTACHING TO ALL SHARES AND THE NUMBER OF VOTES ALLOCATED PURSUANT TO ARTICLE 3.4.1(A). 3.4.2 ENHANCED VOTING RIGHTS IF ANY ENHANCED VOTING EVENT OCCURS THEN BGF MAY SERVE WRITTEN NOTICE(S) ON THE COMPANY OF THE ENHANCED VOTING EVENT REQUIRING THAT FROM THE DATE SUCH NOTICE IS SERVED UNTIL SUCH NOTICE HAS BEEN WITHDRAWN BY BGF: (A) BGF'S VOTING RIGHTS SHALL BE INCREASED TO 51% OF THE VOTING RIGHTS ATTACHING TO THE COMPANY'S SHARES' AND/OR (B) ARTICLE 17.2 BE ACTIVATED.

Class of Shares:	B	Number allotted	1812933
	ORDINARY	Aggregate nominal value:	18129.33
Currency:	GBP		

Prescribed particulars

THE PARTICULARS OF THIS SHARE CLASS ARE SET OUT AS PER THE ARTICLES AS FOLLOWS: AS REGARDS INCOME, SEE ARTICLE 3.1.1. AS REGARDS FURTHER DISTRIBUTIONS, SEE ARTICLE 3.1.2. AS REGARDS THE DECLARATION AND PAYMENT OF DIVIDENDS, SEE ARTICLE 3.1.3. AS REGARDS CAPITAL, SEE ARTICLE 3.2. AS REGARDS A LISTING, SEE ARTICLE 3.3. AS REGARDS VOTING: 3.4.1 EQUITY SHARES (A) SUBJECT TO ARTICLES 3.4.1(B) AND 3.4.2 THE HOLDERS OF THE EQUITY SHARES SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF AND ATTEND AND VOTE AND SPEACK AT ANY GENERAL MEETING OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY WRITTEN RESOLUTION OF THE CMOPANY. SAVE, IN EACH CASE, AS PROVIDED OTHERWISE IN THE CA2006, EACH SUCH HOLDER PRESENT IN PERSON OR BY PROXY OR BY REPRESENTATIVE SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE

AND ON A POLL OR WRITTEN RESOLUTION TO ONE VOTE FOR EACH EQUITY SHARE HELD BY HIM. (B) SUBJECT TO ARTICLES 3.4.2 AND 18.6 (THE INVESTOR DIRECTOR AND INDEPENDENT DIRECTOR), THE VOTING RIGHTS CONFERRED ON THE EQUITY SHARES HELD BY THE HOLDERS OF THE B ORDINARY SHARES PURSUANT TO ARTICLE 3.4.1(A) SHALL BE RESTRICTED TO THE LOWER OF 40% OF THE VOTING RIGHTS ATTACHING TO ALL SHARES AND THE NUMBER OF VOTES ALLOCATED PURSUANT TO ARTICLE 3.4.1(A). 3.4.2 ENHANCED VOTING RIGHTS IF ANY ENHANCED VOTING EVENT OCCURS THEN BGF MAY SERVE WRITTEN NOTICE(S) ON THE COMPANY OF THE ENHANCED VOTING EVENT REQUIRING THAT FROM THE DATE SUCH NOTICE IS SERVED UNTIL SUCH NOTICE HAS BEEN WITHDRAWN BY BGF: (A) BGF'S VOTING RIGHTS SHALL BE INCREASED TO 51% OF THE VOTING RIGHTS ATTACHING TO THE COMPANY'S SHARES' AND/OR (B) ARTICLE 17.2 BE ACTIVATED.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	13365212
		Total aggregate nominal value:	133652.12
		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.