

SH01

Return of allotment of shares



Companies House



Go online to file this information
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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.

TUESDAY



A30 *A5Z9C6LE* #29
31/01/2017
COMPANIES HOUSE

1 Company details

Company number 07123934

Company name in full Funding Circle 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 d1 m0 m1 y2 y0 y1 y7
To Date d1 d2 m0 m1 y2 y0 y1 y7

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
£	Series F Preferred	21,219,470	0.001	£3.46	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)

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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 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
Currency table A	See Continuation Sheets			
	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
				0

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

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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

See Continuation Sheets

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.

Class of share

Prescribed particulars
①

Class of share

Prescribed particulars
①

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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.

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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 The Company Secretary

Company name Funding Circle Holdings Limited

Address 71 Queen Victoria Street

Post town London

County/Region

Postcode E C 4 V 4 A Y

Country

DX

Telephone

**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

Shares allotted

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

06/16 Version 6.0

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Return of allotment of shares

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

N/A

Statement of capital

Complete a separate table for each currency.

Totals	261,444,811	249,881.08	0
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Class of share

Ordinary

Prescribed
particulars

Voting Rights

The Ordinary Shares shall be entitled to one vote per share.

Dividend Rights

The holders of Ordinary Shares shall be entitled to participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding.

Liquidation Preference

On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows:

- first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share);
- second, after the amounts payable pursuant to Article ~~Error! Reference source not found.~~^{S.11.1} have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article ~~Error! Reference source not found.~~, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share);
- third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares;
- fourth, in paying to the holders of the A, B, C and D Ordinary Shares, if any, a total of £1.00 for all of the A, B, C and D Shares Ordinary; and
- thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the A, B, C and D Ordinary Shares) (on a pari passu).

Redemption Rights

The Ordinary Shares are not redeemable

Other

The Ordinary Shares issued on the acquisition of Zencap Global S.A. R.L. were issued on the terms that if the amount (if any) recoverable by the Company under the share purchase agreement dated 19 October 2015 (the "SPA") exceeds the amount of the Holdback (as defined in the SPA), the Board has the right to reclassify the appropriate number of such shares as Deferred Shares.

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Class of share	A Ordinary
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Prescribed particulars	Voting Rights The A Ordinary Shares have no voting rights.
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Dividend Rights

The A Ordinary Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding unless the Board determines that the equity value of the Company is less than the A/B Threshold Value.

Liquidation Preference

On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows:

- first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share);
- second, after the amounts payable pursuant to Article ~~Error! Reference source not found.~~^{S.1.1.1} have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article ~~Error! Reference source not found.~~, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share);
- third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares;
- fourth, in paying to the holders of the A, B, C and D Ordinary Shares, if any, a total of £1.00 for all of the A, B, C and D Ordinary Shares; and
- thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the A, B, C and D Ordinary Shares) (on a pari passu).

Redemption Rights

The A Ordinary Shares are redeemable at the option of the shareholder within 3 months of the date of their issue.

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Class of share

B Ordinary

Prescribed
particulars

Voting Rights

The B Ordinary Shares have no voting rights.

Dividend Rights

The B Ordinary Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding unless the Board determines that the equity value of the Company is less than the A/B Threshold Value.

Liquidation Preference

On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows:

- first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share);
- second, after the amounts payable pursuant to Article ~~Error! Reference source not found.~~^{S.1.1.1} have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article ~~Error! Reference source not found.~~, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share);
- third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares;
- fourth, in paying to the holders of the A, B, C and D Ordinary Shares, if any, a total of £1.00 for all of the A, B, C and D Ordinary Shares; and
- thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the A, B, C and D Ordinary Shares) (on a pari passu).

Redemption Rights

The B Ordinary Shares are not redeemable.

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Return of allotment of shares

Class of share	C Ordinary
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Prescribed particulars	Voting Rights
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The C Ordinary Shares have no voting rights.

Dividend Rights

The C Ordinary Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding unless the Board determines that the equity value of the Company is less than the C/D Threshold Value.

Liquidation Preference

On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows:

- first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share);
- second, after the amounts payable pursuant to Article ~~Error! Reference source not found.~~^{S.1.1.1} have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article ~~Error! Reference source not found.~~, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share);
- third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares;
- fourth, in paying to the holders of the A, B, C and D Ordinary Shares, if any, a total of £1.00 for all of the A, B, C and D Ordinary Shares; and
- thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the A, B, C and D Ordinary Shares) (on a pari passu).

Redemption Rights

The C Ordinary Shares are redeemable at the option of the shareholder within 3 months of the date of their issue.

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Return of allotment of shares

Class of share	D Ordinary
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Prescribed particulars	Voting Rights
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The D Ordinary Shares have no voting rights.

Dividend Rights

The D Ordinary Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding unless the Board determines that the equity value of the Company is less than the C/D Threshold Value.

Liquidation Preference

On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows:

- first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share);
- second, after the amounts payable pursuant to Article ~~Error! Reference source not found..1~~ ^{S.1.1.1} have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article ~~Error! Reference source not found..~~, (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share);
- third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares;
- fourth, in paying to the holders of the A, B, C and D Ordinary Shares, if any, a total of £1.00 for all of the A, B, C and D Ordinary Shares; and
- thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the A, B, C and D Ordinary Shares) (on a pari passu).

Redemption Rights

The D Ordinary Shares are not redeemable.

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Return of allotment of shares

Class of share	Series F Preferred Shares
Prescribed particulars	<p>Voting Rights</p> <p>The Series F Preferred Shares carry the right to one vote per share (on an “as Converted” basis and including any anti-dilution shares to be issued).</p> <p>Dividend Rights</p> <p>The Series F Preferred Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding.</p> <p>Liquidation Preference</p> <p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows:</p> <ul style="list-style-type: none">• first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share);• second, after the amounts payable pursuant to Article Error! Reference source not found. 8.1.1.1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article Error! Reference source not found., (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share);• third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares;• fourth, in paying to the holders of the A, B, C and D Ordinary Shares, if any, a total of £1.00 for all of the A, B, C and D Ordinary Shares; and• thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the A, B, C and D Ordinary Shares) (on a pari passu). <p>Redemption Rights</p> <p>The Series F Preferred Shares are not redeemable.</p>

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Return of allotment of shares

Class of share	Series E Preferred Shares
Prescribed particulars	<p>Voting Rights</p> <p>The Series E Preferred Shares carry the right to one vote per share (on an “as Converted” basis and including any anti-dilution shares to be issued).</p> <p>Dividend Rights</p> <p>The Series E Preferred Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding.</p> <p>Liquidation Preference</p> <p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows:</p> <ul style="list-style-type: none">• first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share);• second, after the amounts payable pursuant to Article Error! Reference source not found. 5.1.1.1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article Error! Reference source not found., (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share);• third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares;• fourth, in paying to the holders of the A, B, C and D Ordinary Shares, if any, a total of £1.00 for all of the A, B, C and D Ordinary Shares; and• thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the A, B, C and D Ordinary Shares) (on a pari passu). <p>Redemption Rights</p> <p>The Series E Preferred Shares are not redeemable.</p>

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Return of allotment of shares

Class of share	Series D Preferred Shares
Prescribed particulars	<p>Voting Rights</p> <p>The Series D Preferred Shares carry the right to one vote per share (on an “as Converted” basis and including any anti-dilution shares to be issued).</p> <p>Dividend Rights</p> <p>The Series D Preferred Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding.</p> <p>Liquidation Preference</p> <p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows:</p> <ul style="list-style-type: none">• first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share);• second, after the amounts payable pursuant to Article ^{S.1.1.1} Error! Reference source not found..1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article Error! Reference source not found., (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share);• third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares;• fourth, in paying to the holders of the A, B, C and D Ordinary Shares, if any, a total of £1.00 for all of the A, B, C and D Ordinary Shares; and• thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the A, B, C and D Ordinary Shares) (on a pari passu). <p>Redemption Rights</p> <p>The Series D Preferred Shares are not redeemable.</p>

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Return of allotment of shares

Class of share	Series C Preferred Shares
Prescribed particulars	<p>Voting Rights</p> <p>The Series C Preferred Shares carry the right to one vote per share (on an “as Converted” basis and including any anti-dilution shares to be issued).</p> <p>Dividend Rights</p> <p>The Series C Preferred Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding.</p> <p>Liquidation Preference</p> <p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows:</p> <ul style="list-style-type: none">• first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share);• second, after the amounts payable pursuant to Article ^{S.1.1.1} Error! Reference source not found. have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article Error! Reference source not found., (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share);• third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares;• fourth, in paying to the holders of the A, B, C and D Ordinary Shares, if any, a total of £1.00 for all of the A, B, C and D Ordinary Shares; and• thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the A, B, C and D Ordinary Shares) (on a pari passu). <p>Redemption Rights</p> <p>The Series C Preferred Shares are not redeemable.</p>

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Return of allotment of shares

Class of share	Series B Preferred Shares
Prescribed particulars	<p>Voting Rights</p> <p>The Series B Preferred Shares carry the right to one vote per share (on an “as Converted” basis and including any anti-dilution shares to be issued).</p> <p>Dividend Rights</p> <p>The Series B Preferred Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding.</p> <p>Liquidation Preference</p> <p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows:</p> <ul style="list-style-type: none">• first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share);• second, after the amounts payable pursuant to Article ^{S.A.A.1} Error! Reference source not found. have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article Error! Reference source not found., (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share);• third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares;• fourth, in paying to the holders of the A, B, C and D Ordinary Shares, if any, a total of £1.00 for all of the A, B, C and D Ordinary Shares; and• thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the A, B, C and D Ordinary Shares) (on a pari passu). <p>Redemption Rights</p> <p>The Series B Preferred Shares are not redeemable.</p>

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Return of allotment of shares

Class of share	Series A Preferred Shares
Prescribed particulars	<p>Voting Rights</p> <p>The Series A Preferred Shares carry the right to one vote per share (on an “as Converted” basis and including any anti-dilution shares to be issued).</p> <p>Dividend Rights</p> <p>The Series A Preferred Shares may participate in any dividends (other than the Preference Dividend payable to the Series A Preferred Shares) pro rata to their shareholding.</p> <p>Liquidation Preference</p> <p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows:</p> <ul style="list-style-type: none">• first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share);• second, after the amounts payable pursuant to Article Error! Reference source not found. 5.1.1.1 have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article Error! Reference source not found., (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share);• third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares;• fourth, in paying to the holders of the A, B, C and D Ordinary Shares, if any, a total of £1.00 for all of the A, B, C and D Ordinary Shares; and• thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the A, B, C and D Ordinary Shares) (on a pari passu). <p>Redemption Rights</p> <p>The Series A Preferred Shares are not redeemable.</p>

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Return of allotment of shares

Class of share	Deferred Shares
Prescribed particulars	<p>Voting Rights The Deferred Shares have no voting rights.</p> <p>Dividend Rights The Deferred Shares are not entitled to participate in any dividends.</p> <p>Liquidation Preference On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or repurchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows:</p> <ul style="list-style-type: none">• first, in priority to any other classes of Shares, in paying to: (a) each of the Series F Shareholders, an amount per Series F Preferred Share held equal to the Series F Preference Amount; (b) each of the Series E Shareholders, an amount per Series E Preferred Share held equal to the Series E Preference Amount; and (c) each of the Series D Shareholders, an amount per Series D Preferred Share held equal to the Series D Preference Amount (on a pari passu basis as if the Series F Preferred Shares, Series E Preferred Shares and the Series D Preferred Shares constituted a single class of share);• second, after the amounts payable pursuant to Article Error! Reference source not found.^{S.1.1.1} have been settled in full but in priority to any other classes of Shares, in paying to: (i) each of the Series C Shareholders, an amount per Series C Preferred Share held equal to the Series C Preference Amount; (ii) each of the Series B Shareholders, an amount per Series B Preferred Share held equal to the Series B Preference Amount; (iii) each of the Series A Shareholders, an amount per Series A Preferred Share held equal to the Series A Preference Amount; and (iv) the holders of the Relevant Series A Preferred Shares, the Preference Dividend calculated in accordance with Article Error! Reference source not found., (on a pari passu basis as if the Series C Preferred Shares, the Series B Preferred Shares, the Series A Preferred Shares and the Relevant Series A Preferred Shares constituted a single class of share);• third, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares;• fourth, in paying to the holders of the A, B, C and D Ordinary Shares, if any, a total of £1.00 for all of the A, B, C and D Ordinary Shares; and• thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of Equity Shares (excluding the A, B, C and D Ordinary Shares) (on a pari passu). <p>Redemption Rights All the Deferred Shares may be redeemed by the Company at any time at its option.</p>