



**Second Filing of a Previously Filed Document**

*Company Name:* **APIAN LIMITED**

*Company Number:* **12578044**



*Received for filing in Electronic Format on the:* **08/02/2023**

*XBWY69QX*

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**Description of the original document**

*Document type:* **Return of Allotment of Shares  
SH01**

*Date of registration of  
original document:* **01/02/2023**

**Return of Allotment of Shares**Company Name: **APIAN LIMITED**Company Number: **12578044**Received for filing in Electronic Format on the: **08/02/2023****Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>30/09/2022</b>	<b>24/10/2022</b>

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>76561</b>
Currency:	<b>GBP</b>	Nominal value of each share	<b>0.000001</b>
		Amount paid:	<b>0.000001</b>
		Amount unpaid:	<b>0</b>

Non-cash consideration

**NO SHARES ALLOTTED OTHER THAN FOR CASH**

<b>Class of Shares:</b>	<b>SEED</b>	Number allotted	<b>976626</b>
	<b>PREFERRED</b>	Nominal value of each share	<b>0.000001</b>
	<b>SHARE</b>	Amount paid:	<b>4.894339</b>
Currency:	<b>GBP</b>	Amount unpaid:	<b>0</b>

Non-cash consideration

**NO SHARES ALLOTTED OTHER THAN FOR CASH**

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# Statement of Capital (Share Capital)

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Class of Shares:	ORDINARY	Number allotted	2076561
Currency:	GBP	Aggregate nominal value:	2.076561
Prescribed particulars			

**VOTING - THE HOLDERS OF DEFERRED SHARES (IF ANY) DO NOT HAVE THE RIGHT TO RECEIVE NOTICE OF, TO ATTEND, TO SPEAK AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY AND DO NOT HAVE THE RIGHT TO RECEIVE AND VOTE ON WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDENDS - THE HOLDERS OF DEFERRED SHARES ARE NOT ENTITLED TO DIVIDEND PAYMENTS. CAPITAL DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) AND ON AN ASSET SALE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES AND ON A SHARE SALE THE PROCEEDS OF THE SALE SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (A) FIRST IN PAYING THE HOLDERS OF THE DEFERRED SHARES (IF ANY) A TOTAL OF ONE POUND FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); (B) SECOND IN PAYING TO THE HOLDERS OF THE SEED PREFERRED SHARES AND THE ORDINARY SHARES AN AMOUNT EQUAL TO THE PREFERENCE AMOUNT (AS DEFINED IN THE ARTICLES), TOGETHER WITH THE SUM EQUAL TO ANY ARREARS (AS DEFINED IN THE ARTICLES) TO BE DISTRIBUTED: (I) 0.01% OF SUCH AMOUNT TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD; AND (II) 99.99% OF SUCH AMOUNT TO THE HOLDERS OF THE SEED PREFERRED SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP OR CREDITED AS PAID UP TO THE NUMBER OF SEED PREFERRED SHARES HELD; PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS IN FULL, ALL OF THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES AND THE SEED PREFERRED SHARES PRO RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE HEREUNDER; AND (C) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED: (I) AS TO 0.01% OF SUCH AMOUNT, TO THE HOLDERS OF THE SEED PREFERRED SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP OR CREDITED AS PAID UP TO THE SEED PREFERRED SHARES HELD; AND (II) AS TO 99.99% OF SUCH AMOUNT, TO THE HOLDERS OF ORDINARY SHARES (INCLUDING ANY ORDINARY SHARES ARISING FROM CONVERSION OF SEED PREFERRED SHARES PURSUANT TO ARTICLE 8 OF THE ARTICLES) PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD. REDEMPTION – THE COMPANY MAY REDEEM DEFERRED SHARES AT ANY TIME AT ITS OPTION FOR ONE PENNY FOR ALL THE DEFERRED SHARES REGISTERED IN THE NAME OF ANY HOLDER WITHOUT OBTAINING THE SANCTION OF THE HOLDER.**

<b>Class of Shares:</b>	<b>SEED</b>	Number allotted	<b>976626</b>
	<b>PREFERRED</b>	Aggregate nominal value:	<b>0.976626</b>
	<b>SHARE</b>		
Currency:	<b>GBP</b>		
Prescribed particulars			

**VOTING - EACH HOLDER OF SEED PREFERRED SHARES HAS THE RIGHT TO RECEIVE NOTICE OF, TO ATTEND, TO SPEAK AND VOTE AT GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDENDS - EACH HOLDER OF SEED PREFERRED SHARES IS ENTITLED PARI PASSU TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION PRO RATA TO THEIR RESPECTIVE HOLDINGS OF THE SEED PREFERRED SHARE. CAPITAL DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) AND ON AN ASSET SALE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES AND ON A SHARE SALE THE PROCEEDS OF THE SALE SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): (A) FIRST IN PAYING THE HOLDERS OF THE DEFERRED SHARES (IF ANY) A TOTAL OF ONE POUND FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); (B) SECOND IN PAYING TO THE HOLDERS OF THE SEED PREFERRED SHARES AND THE ORDINARY SHARES AN AMOUNT EQUAL TO THE PREFERENCE AMOUNT (AS DEFINED IN THE ARTICLES), TOGETHER WITH THE SUM EQUAL TO ANY ARREARS (AS DEFINED IN THE ARTICLES) TO BE DISTRIBUTED: (I) 0.01% OF SUCH AMOUNT TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD; AND (II) 99.99% OF SUCH AMOUNT TO THE HOLDERS OF THE SEED PREFERRED SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP OR CREDITED AS PAID UP TO THE NUMBER OF SEED PREFERRED SHARES HELD; PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS IN FULL, ALL OF THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES AND THE SEED PREFERRED SHARES PRO RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE HEREUNDER; AND (C) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED: (I) AS TO 0.01% OF SUCH AMOUNT, TO THE HOLDERS OF THE SEED PREFERRED SHARES PRO RATA ACCORDING TO THE AMOUNTS PAID UP OR CREDITED AS PAID UP TO THE SEED PREFERRED SHARES HELD; AND (II) AS TO 99.99% OF SUCH AMOUNT, TO THE HOLDERS OF ORDINARY SHARES (INCLUDING ANY ORDINARY SHARES ARISING FROM CONVERSION OF SEED PREFERRED SHARES PURSUANT TO ARTICLE 8 OF THE ARTICLES) PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD. REDEMPTION – THERE ARE NO RIGHTS OF REDEMPTION FOR SEED PREFERRED SHARES.**

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>3053187</b>
		Total aggregate nominal value:	<b>3.053187</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.