

RP04

Second filing of a document previously delivered



Companies House

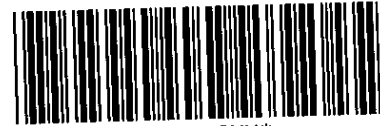
✓ What this form is for
You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register.

✗ What this form is NOT for
You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 regardless of whether it was properly delivered.

A second filing of a document cannot be filed where the information that was properly delivered. For more information, see the guidance used in these circumstances.

For further information, please refer to our guidance at www.gov.uk/companieshouse



A24 *A85IZSXU* #1
15/05/2019
COMPANIES HOUSE

WEDNESDAY

1 Company details

Company number 0 6 3 4 3 6 0 0

Company name in full SOUND CLOUD LIMITED

→ **Filing in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Applicable documents

This form **only** applies to the following forms:

- AP01 Appointment of director
- AP02 Appointment of corporate director
- AP03 Appointment of secretary
- AP04 Appointment of corporate secretary

- CH01 Change of director's details
- CH02 Change of corporate director's details
- CH03 Change of secretary's details
- CH04 Change of corporate secretary's details

- TM01 Termination of appointment of director
- TM02 Termination of appointment of secretary

- SH01 Return of allotment of shares

- AR01 Annual Return

- CS01 Confirmation statement (Parts 1-4 only)

- PSC01 Notice of individual person with significant control (PSC)
- PSC02 Notice of relevant legal entity (RLE) with significant control
- PSC03 Notice of other registrable person (ORP) with significant control
- PSC04 Change of details of individual person with significant control (PSC)
- PSC05 Change of details of relevant legal entity (RLE) with significant control
- PSC06 Change of details of other registrable person (ORP) with significant control
- PSC07 Notice of ceasing to be a person with significant control (PSC), relevant legal entity (RLE), or other registrable person (ORP)
- PSC08 Notification of PSC statements
- PSC09 Update to PSC statements

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3 Description of the original document

Document type ①

RETURN OF ALLOTMENT OF SHARES - SH01 DATED 19 MARCH 2019

① Description of the original document

Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day.

Date of registration of the original document

^d 0 ^d 8 ^m 0 ^m 4 ^y 2 ^y 0 ^y 1 ^y 9

4 Section 243 or 790ZF Exemption ②

If you are applying for, or have been granted, exemption under section 243 or 790ZF of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below:

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE.

② If you are currently in the process of applying for or have been granted a Section 243 or 790ZF exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01).

RP04

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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 **C.HARGREAVES**

Company name **WITHERS TECH**

Address **20 OLD BAILEY**

Post town **LONDON**

Country/Region

Postcode **E C 4 M 7 A N**

Country

DX

Telephone



Checklist

We may return 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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.
- If you are updating a document where you have previously paid a fee, do not send a fee along with this form.
- You have enclosed the second filed document(s).
- If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing.'



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.

Section 243 or 790ZF exemption

If you are applying for or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



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

SH01

Return of allotment of shares



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 subscribers on formation of the company or for an allotment of a new class of shares by an unlimited company.

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

Company number: 0 6 3 4 3 6 0 0

Company name in full: SoundCloud 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

From Date: d 1 d 9 m 0 m 3 y 2 y 0 y 1 y 9
 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	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
EUR	Ordinary	35,010,900	0.01	0.01	0.00

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 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							
EUR	See attached schedule						
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	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">14,984,770,559</td> <td style="width: 33%; text-align: center;">€149,847,705.59</td> <td style="width: 33%; text-align: center;">€0.00</td> </tr> </table>	14,984,770,559	€149,847,705.59	€0.00
14,984,770,559	€149,847,705.59	€0.00					

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

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	A Ordinary
Prescribed particulars ①	See attached schedule
Class of share	Ordinary
Prescribed particulars ①	See attached schedule
Class of share	Series A
Prescribed particulars ①	See attached schedule

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
For and on behalf of Temple Secretarial Limited

Signature
 For and on behalf of Eriska Secretaries Ltd

① 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.

② Person authorised

Under either section 270 or 274 of the Companies Act 2006.

This form may be signed by:

Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary
Prescribed particulars	<p>The A Ordinary shares shall not entitle the holders of them to vote at any general meeting of the Company or to receive and vote on written resolutions of the Company. The A Ordinary shares have attached to them full dividend and capital distribution rights, including on winding up. The A Ordinary shares do not confer any rights of redemption. On a distribution of assets on a liquidation, exit or return of capital (other than a conversion, redemption or purchase of shares that is outside of this context) the surplus assets of the company remaining after payment of its liabilities shall be applied (A) first, in paying to each of the Series A shareholders, Series B shareholders, Series C shareholders and Series D shareholders, in priority to any other classes of shares, an amount per share held equal to the preference amount plus any arrears (provided that if there are insufficient surplus assets to pay such amounts, the remaining surplus assets shall be distributed to the Series A shareholders, Series B shareholders, Series C shareholders and Series D shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (b) of the articles); (B) second, in paying to the holders of the Deferred shares, if any, a total of €1.00 for the entire class of Deferred shares (which payment shall be deemed satisfied by payment to any one holder of Deferred shares); and (C) the balance of the surplus assets shall be distributed among the holders of the Series C-1 shares, A Ordinary shares and the Ordinary shares pro rata to the number of Series C-1 shares, A Ordinary shares or Ordinary shares held, respectively. "Preference amount" means €3.6855 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series A share held, €10.25 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series B share held, €70.8288 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series C share held and \$159.35 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held and \$132.9261 per share together with a sum equal to any arrears and any dividends accrued down to the relevant date of payment in respect of each Series E share held, in each case as adjusted for any stock splits, combinations or anti-dilution adjustments. "Arrears" means in relation to any share, all arrears of any dividend or other sums payable in respect of that share and irrespective of whether or not the company has had at any time sufficient available profits to pay any dividend or sums, together with all interest and other amounts payable on that share.</p>

5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary
Prescribed particulars	<p>The Ordinary shares have attached to them full voting, dividend and capital distribution rights, including on winding up. The Ordinary shares do not confer any rights of redemption. On a distribution of assets on a liquidation, exit or return of capital (other than a conversion, redemption or purchase of shares that is outside of this context) the surplus assets of the company remaining after payment of its liabilities shall be applied (A) first, in paying to each of the Series A shareholders, Series B shareholders, Series C shareholders and Series D shareholders, in priority to any other classes of shares, an amount per share held equal to the preference amount plus any arrears (provided that if there are insufficient surplus assets to pay such amounts, the remaining surplus assets shall be distributed to the Series A shareholders, Series B shareholders, Series C shareholders and Series D shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (b) of the articles); (B) second, in paying to the holders of the Deferred shares, if any, a total of €1.00 for the entire class of Deferred shares (which payment shall be deemed satisfied by payment to any one holder of Deferred shares); and (C) the balance of the surplus assets shall be distributed among the holders of the Series C-1 shares, A Ordinary shares and the Ordinary shares pro rata to the number of Series C-1 shares, A ordinary shares or Ordinary shares held, respectively. "Preference amount" means €3.6855 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series A share held, €10.25 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series B share held, €70.8288 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series C share held and \$159.35 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held and \$132.9261 per share together with a sum equal to any arrears and any dividends accrued down to the relevant date of payment in respect of each Series E share held, in each case as adjusted for any stock splits, combinations or anti-dilution adjustments. "Arrears" means in relation to any share, all arrears of any dividend or other sums payable in respect of that share and irrespective of whether or not the company has had at any time sufficient available profits to pay any dividend or sums, together with all interest and other amounts payable on that share.</p>

5

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

Class of share	Series A	
Prescribed particulars	<p>The Series A shares have attached to them full voting, dividend and capital distribution rights, including on winding up. The Series A shares do not confer any rights of redemption. On a distribution of assets on a liquidation, exit or return of capital (other than a conversion, redemption or purchase of shares that is outside of this context) the surplus assets of the company remaining after payment of its liabilities shall be applied (A) first, in paying to each of the Series A shareholders, Series B shareholders, Series C shareholders and Series D shareholders, in priority to any other classes of shares, an amount per share held equal to the preference amount plus any arrears (provided that if there are insufficient surplus assets to pay such amounts, the remaining surplus assets shall be distributed to the Series A shareholders, Series B shareholders, Series C shareholders and Series D shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (b) of the articles); (B) second, in paying to the holders of the Deferred shares, if any, a total of €1.00 for the entire class of Deferred shares (which payment shall be deemed satisfied by payment to any one holder of Deferred shares); and (C) the balance of the surplus assets shall be distributed among the holders of the Series C-1 shares, A Ordinary shares and the Ordinary shares pro rata to the number of Series C-1 shares, A ordinary shares or Ordinary shares held, respectively. "Preference amount" means €3.6855 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series A share held, €10.25 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series B share held, €70.8288 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series C share held and \$159.35 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held and \$132.9261 per share together with a sum equal to any arrears and any dividends accrued down to the relevant date of payment in respect of each Series E share held, in each case as adjusted for any stock splits, combinations or anti-dilution adjustments. "Arrears" means in relation to any share, all arrears of any dividend or other sums payable in respect of that share and irrespective of whether or not the company has had at any time sufficient available profits to pay any dividend or sums, together with all interest and other amounts payable on that share.</p>	

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

Class of share	Series B	
Prescribed particulars	<p>The Series B shares have attached to them full voting, dividend and capital distribution rights, including on winding up. The Series B shares do not confer any rights of redemption. On a distribution of assets on a liquidation, exit or return of capital (other than a conversion, redemption or purchase of shares that is outside of this context) the surplus assets of the company remaining after payment of its liabilities shall be applied (A) first, in paying to each of the Series A shareholders, Series B shareholders, Series C shareholders and Series D shareholders, in priority to any other classes of shares, an amount per share held equal to the preference amount plus any arrears (provided that if there are insufficient surplus assets to pay such amounts, the remaining surplus assets shall be distributed to the Series A shareholders, Series B shareholders, Series C shareholders and Series D shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (b) of the articles); (B) second, in paying to the holders of the Deferred shares, if any, a total of €1.00 for the entire class of Deferred shares (which payment shall be deemed satisfied by payment to any one holder of Deferred shares); and (C) the balance of the surplus assets shall be distributed among the holders of the Series C-1 shares, A Ordinary shares and the Ordinary shares pro rata to the number of Series C-1 shares, A Ordinary shares or Ordinary shares held, respectively. "Preference amount" means €3.6855 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series A share held, €10.25 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series B share held, €70.8288 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series C share held and \$159.35 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held and \$132.9261 per share together with a sum equal to any arrears and any dividends accrued down to the relevant date of payment in respect of each Series E share held, in each case as adjusted for any stock splits, combinations or anti-dilution adjustments. "Arrears" means in relation to any share, all arrears of any dividend or other sums payable in respect of that share and irrespective of whether or not the company has had at any time sufficient available profits to pay any dividend or sums, together with all interest and other amounts payable on that share.</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
Prescribed particulars	<p>The Series C shares have attached to them full voting, dividend and capital distribution rights, including on winding up. The Series C shares do not confer any rights of redemption. On a distribution of assets on a liquidation, exit or return of capital (other than a conversion, redemption or purchase of shares that is outside of this context) the surplus assets of the company remaining after payment of its liabilities shall be applied (A) first, in paying to each of the Series A shareholders, Series B shareholders, Series C shareholders and Series D shareholders, in priority to any other classes of shares, an amount per share held equal to the preference amount plus any arrears (provided that if there are insufficient surplus assets to pay such amounts, the remaining surplus assets shall be distributed to the Series A shareholders, Series B shareholders, Series C shareholders and Series D shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (b) of the articles); (B) second, in paying to the holders of the Deferred shares, if any, a total of €1.00 for the entire class of Deferred shares (which payment shall be deemed satisfied by payment to any one holder of Deferred shares); and (C) the balance of the surplus assets shall be distributed among the holders of the Series C-1 shares, A Ordinary shares and the Ordinary shares pro rata to the number of Series C-1 shares, A Ordinary shares or Ordinary shares held, respectively. "Preference amount" means €3.6855 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series A share held, €10.25 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series B share held, €70.8288 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series C share held and \$159.35 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held and \$132.9261 per share together with a sum equal to any arrears and any dividends accrued down to the relevant date of payment in respect of each Series E share held, in each case as adjusted for any stock splits, combinations or anti-dilution adjustments. "Arrears" means in relation to any share, all arrears of any dividend or other sums payable in respect of that share and irrespective of whether or not the company has had at any time sufficient available profits to pay any dividend or sums, together with all interest and other amounts payable on that share.</p>

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

Class of share	Series C-1	
Prescribed particulars	<p>The Series C-1 shares have attached to them full voting, dividend and capital distribution rights, including on winding up. The Series C-1 shares do not confer any rights of redemption. On a distribution of assets on a liquidation, exit or return of capital (other than a conversion, redemption or purchase of shares that is outside of this context) the surplus assets of the company remaining after payment of its liabilities shall be applied (A) first, in paying to each of the Series E shareholders, in priority to any other classes of shares, an amount per share equal to the preference amount plus any arrears (provided that if there are insufficient surplus assets to pay such amounts, the remaining surplus assets shall be distributed to the Series E shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (a) of the Company's Articles of Association (the "Articles")); (B) second, in paying to each of the Series A shareholders, Series B shareholders, Series C shareholders and Series D shareholders, in priority to any other classes of shares, an amount per share held equal to the preference amount plus any arrears (provided that if there are insufficient surplus assets to pay such amounts, the remaining surplus assets shall be distributed to the Series A shareholders, Series B shareholders, Series C shareholders and Series D shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (b) of the Articles); (C) third, in paying to the holders of the Deferred shares, if any, a total of €1.00 for the entire class of Deferred shares (which payment shall be deemed satisfied by payment to any one holder of Deferred shares); and (D) the balance of the surplus assets shall be distributed among the holders of the Series C-1 shares, A Ordinary shares and the Ordinary shares pro rata to the number of Series C-1 shares, A Ordinary shares or Ordinary shares held, respectively. "Preference amount" means €3.6855 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series A share held, €10.25 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series B share held, €70.8288 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series C share held and \$159.35 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held and \$132.9261 per share together with a sum equal to any arrears and any dividends accrued down to the relevant date of payment in respect of each Series E share held, in each case as adjusted for any stock splits, combinations or anti-dilution adjustments. "Arrears" means in</p>	

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

Class of share	Series C-1 (Continued)	
Prescribed particulars	relation to any share, all arrears of any dividend or other sums payable in respect of that share and irrespective of whether or not the company has had at any time sufficient available profits to pay any dividend or sums, together with all interest and other amounts payable on that share.	

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

Class of share	Series D	
Prescribed particulars	<p>The Series D shares have attached to them full voting, dividend and capital distribution rights, including on winding up. The Series D shares do not confer any rights of redemption. On a distribution of assets on a liquidation, exit or return of capital (other than a conversion, redemption or purchase of shares that is outside of this context) the surplus assets of the company remaining after payment of its liabilities shall be applied (A) first, in paying to each of the Series A shareholders, Series B shareholders, Series C shareholders and Series D shareholders, in priority to any other classes of shares, an amount per share held equal to the preference amount plus any arrears (provided that if there are insufficient surplus assets to pay such amounts, the remaining surplus assets shall be distributed to the Series A shareholders, Series B shareholders, Series C shareholders and Series D shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (b) of the articles); (B) second, in paying to the holders of the Deferred shares, if any, a total of €1.00 for the entire class of Deferred shares (which payment shall be deemed satisfied by payment to any one holder of Deferred shares); and (C) the balance of the surplus assets shall be distributed among the holders of the Series C-1 shares, A Ordinary shares and the Ordinary shares pro rata to the number of Series C-1 shares, A Ordinary shares or Ordinary shares held, respectively. "Preference amount" means €3.6855 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series A share held, €10.25 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series B share held, €70.8288 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series C share held and \$159.35 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held and \$132.9261 per share together with a sum equal to any arrears and any dividends accrued down to the relevant date of payment in respect of each Series E share held, in each case as adjusted for any stock splits, combinations or anti-dilution adjustments. "Arrears" means in relation to any share, all arrears of any dividend or other sums payable in respect of that share and irrespective of whether or not the company has had at any time sufficient available profits to pay any dividend or sums, together with all interest and other amounts payable on that share.</p>	

SH01 - continuation page
Return of allotment of shares

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

Class of share	Series E
Prescribed particulars	<p>The Series E shares have attached to them full voting, dividend and capital distribution rights, including on winding up. The Series E shares do not confer any rights of redemption. On a distribution of assets on a liquidation, exit or return of capital (other than a conversion, redemption or purchase of shares that is outside of this context) the surplus assets of the company remaining after payment of its liabilities shall be applied (A) first, in paying to each of the Series E shareholders, in priority to any other classes of shares, an amount per share equal to the preference amount plus any arrears (provided that if there are insufficient surplus assets to pay such amounts, the remaining surplus assets shall be distributed to the Series E shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (a) of the Company's Articles of Association (the "Articles")); (B) second, in paying to each of the Series A shareholders, Series B shareholders, Series C shareholders and Series D shareholders, in priority to any other classes of shares, an amount per share held equal to the preference amount plus any arrears (provided that if there are insufficient surplus assets to pay such amounts, the remaining surplus assets shall be distributed to the Series A shareholders, Series B shareholders, Series C shareholders and Series D shareholders pro rata to the aggregate amounts otherwise due to them under this article 5 (b) of the Articles); (C) third, in paying to the holders of the Deferred shares, if any, a total of €1.00 for the entire class of Deferred shares (which payment shall be deemed satisfied by payment to any one holder of Deferred shares); and (D) the balance of the surplus assets shall be distributed among the holders of the Series C-1 shares, A Ordinary shares and the Ordinary shares pro rata to the number of Series C-1 shares, A Ordinary shares or Ordinary shares held, respectively. "Preference amount" means €3.6855 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series A share held, €10.25 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series B share held, €70.8288 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series C share held and \$159.35 per share together with a sum equal to the arrears and any dividends accrued down to the relevant date of payment in respect of each Series D share held and \$132.9261 per share together with a sum equal to any arrears and any dividends accrued down to the relevant date of payment in respect of each Series E share held, in each case as adjusted for any stock splits, combinations or anti-dilution adjustments. "Arrears" means in relation to any share, all arrears of any dividend or other sums payable in respect of that share and</p>

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

Class of share	Series E (Continued)	
Prescribed particulars	irrespective of whether or not the company has had at any time sufficient available profits to pay any dividend or sums, together with all interest and other amounts payable on that share.	

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

Company name

Address

Post town

County/Region

Postcode

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