



SH01

Return of allotment of shares



Companies House

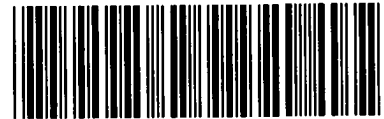


Go online to file this information
www.gov.uk/companieshouse

What this form is for
You may use this form to give notice of shares allotted following incorporation.

What this form is NOT for
You cannot use this form to give notice of shares taken by special resolution on formation of the company or for an allotment of a new class of shares by an unlimited company.

WEDNESDAY



A93ZXBWJ
A13 29/04/2020 #169
COMPANIES HOUSE

1 Company details

Company number 1 0 7 3 2 7 0 3

Company name in full ORBITAL WITNESS 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 d₂ d₃ m₀ m₄ y₂ y₀ y₂ y₀
To Date d d m m y y y y

① **Allotment date**
If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

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

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
£	ORDINARY	627	0.001	47.89	0
£	SEED PREFERRED	67,664	0.001	47.89	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)

N/A

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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				
£	ORDINARY	147,023	147.023	
£	PREFERRED ORDINARY	35,802	35.802	
£	SEED PREFERRED	67,664	67.664	
Totals		250,489	250.489	0

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
250,489	250.489	0

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

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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	ORDINARY
Prescribed particulars ①	PLEASE REFER TO CONTINUATION PAGE
Class of share	SEED PREFERRED
Prescribed particulars ①	PLEASE REFER TO CONTINUATION PAGE
Class of share	PREFERRED ORDINARY
Prescribed particulars ①	PLEASE REFER TO CONTINUATION PAGE

① Prescribed particulars of rights attached to shares

The particulars are:

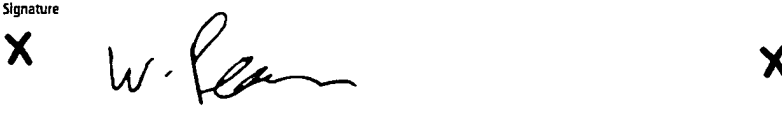
- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

6 Signature

	I am signing this form on behalf of the company.
Signature	Signature 
	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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5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	ORDINARY SHARES
Prescribed particulars	<p>THE ORDINARY SHARES HAVE ATTACHED TO THEM VOTING AND DIVIDEND RIGHTS.</p> <p>ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) AFTER THE COMPANY HAS PAID ANY LIABILITIES AND THE LIQUIDATION PREFERENCE PAYMENTS HAVE BEEN MADE TO THE SEED PREFERRED SHAREHOLDERS AND THE PREFERRED ORDINARY SHAREHOLDERS (IF ANY) AND A £1 PAYMENT HAS BEEN MADE TO HOLDERS OF DEFERRED SHARES (IF ANY), THE HOLDERS OF ORDINARY SHARES WILL RECEIVE THE BALANCE OF THE SURPLUS ASSETS (IF ANY) PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD.</p> <p>THE ORDINARY SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.</p>

5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	SEED PREFERRED
Prescribed particulars	<p>THE SEED PREFERRED SHARES HAVE ATTACHED TO THEM VOTING AND DIVIDEND RIGHTS.</p> <p>ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) AFTER THE COMPANY HAS PAID ANY LIABILITIES, THE REMAINING ASSETS WILL BE DIVIDED FIRST, IN PAYING TO EACH OF THE HOLDERS OF SEED PREFERRED SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (OR IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SEED PREFERRED SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SEED PREFERRED SHARES). THE PROCEEDS OF SALE (IN CASE OF A SHARE SALE) OR THE SURPLUS ASSETS REMAINING AFTER THE PAYMENT OF THE COMPANY'S LIABILITIES (IN THE CASE OF AN ASSET SALE) SHALL BE DISTRIBUTED IN THE SAME ORDER OF PRIORITY AS THAT OF THE LIQUIDATION PREFERENCE.</p> <p>ANY HOLDER OF SEED PREFERRED SHARES SHALL BE ENTITLED, BY NOTICE IN WRITING TO THE COMPANY, TO REQUIRE CONVERSION INTO ORDINARY SHARES OF ALL OF THE FULLY PAID SEED PREFERRED SHARES HELD BY THEM AT ANY TIME AND THOSE SEED PREFERRED SHARES SHALL CONVERT AUTOMATICALLY ON THE DATE OF SUCH NOTICE, PROVIDED THAT THE HOLDER MAY IN SUCH NOTICE, STATE THAT CONVERSION OF ITS SEED PREFERRED SHARES IS CONDITIONAL UPON THE OCCURRENCE OF ONE OR MORE EVENTS. ALL OF THE FULLY PAID SEED PREFERRED SHARES SHALL AUTOMATICALLY CONVERT INTO ORDINARY SHARES: (A) ON THE DATE OF A NOTICE GIVEN BY THE HOLDERS OF MORE THAN 50% OF THE SEED PREFERRED SHARES (INCLUDING THE LEAD INVESTOR); OR (B) IMMEDIATELY UPON THE OCCURRENCE OF A LISTING.</p>

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5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	PREFERRED ORDINARY
Prescribed particulars	<p>THE PREFERRED ORDINARY SHARES HAVE ATTACHED TO THEM VOTING AND DIVIDEND RIGHTS.</p> <p>ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) AFTER THE COMPANY HAS PAID ANY LIABILITIES AND THE LIQUIDATION PREFERENCE TO THE HOLDERS OF THE SEED PREFERRED SHARES, THE REMAINING ASSETS WILL BE DIVIDED SECOND, IN PAYING TO EACH OF THE HOLDERS OF PREFERRED ORDINARY SHARES, IN PRIORITY TO ANY REMAINING CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (OR IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF PREFERRED ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF PREFERRED ORDINARY SHARES). THE PROCEEDS OF SALE (IN CASE OF A SHARE SALE) OR THE SURPLUS ASSETS REMAINING AFTER THE PAYMENT OF THE COMPANY'S LIABILITIES (IN THE CASE OF AN ASSET SALE) SHALL BE DISTRIBUTED IN THE SAME ORDER OF PRIORITY AS THAT OF THE LIQUIDATION PREFERENCE.</p> <p>ANY HOLDER OF PREFERRED ORDINARY SHARES SHALL BE ENTITLED, BY NOTICE IN WRITING TO THE COMPANY, TO REQUIRE CONVERSION INTO ORDINARY SHARES OF ALL OF THE FULLY PAID PREFERRED ORDINARY SHARES HELD BY THEM AT ANY TIME AND THOSE PREFERRED ORDINARY SHARES SHALL CONVERT AUTOMATICALLY ON THE DATE OF SUCH NOTICE, PROVIDED THAT THE HOLDER MAY IN SUCH NOTICE, STATE THAT CONVERSION OF ITS PREFERRED ORDINARY SHARES IS CONDITIONAL UPON THE OCCURRENCE OF ONE OR MORE EVENTS. ALL OF THE FULLY PAID PREFERRED ORDINARY SHARES SHALL AUTOMATICALLY CONVERT INTO ORDINARY SHARES: (A) ON THE DATE OF A NOTICE GIVEN BY THE HOLDERS OF MORE THAN 50% OF THE PREFERRED ORDINARY SHARES (WHICH DATE SHALL BE TREATED AS THE CONVERSION DATE); OR (B) IMMEDIATELY UPON THE OCCURRENCE OF A LISTING.</p>

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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

Company name **CMS CAMERON MCKENNA**

NABARRO OLSWANG LLP

Address **CANNON PLACE**

78 CANNON STREET

Post town

County/Region **LONDON**

Postcode

E	C	4	N	6	A	F
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Country **ENGLAND**

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