

SH06

Notice of cancellation of shares

4 Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

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 | Class of shares | Number of shares | Aggregate nominal value (£, €, \$, etc.) | Total aggregate amount unpaid, if any (£, €, \$, etc.) |
|---|-------------------------------|------------------|---|---|
| Complete a separate table for each currency | E.g. Ordinary/Preference etc. | | Number of shares issued multiplied by nominal value | Including both the nominal value and any share premium |
| Currency table A | | | | |
| Sterling | Ordinary shares | 1214830 | 121.4830 | |
| Sterling | Seed Preferred Shares | 508337 | 50.8337 | |
| Sterling | Series A Shares | 1151316 | 115.1316 | |
| | Totals | 2874483 | 287.4483 | 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 |
|---------------------------------------|------------------------|---------------------------------|---------------------------------|
| | 2874483 | 287.4483 | 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 Shares |
| Prescribed particulars ❶ | Please see continuation page for further information. |
| Class of share | Seed Preferred Shares |
| Prescribed particulars ❶ | Please see continuation page for further information. |
| Class of share | Series A Shares |
| Prescribed particulars ❶ | Please see continuation page for further information. |

❶ **Prescribed particulars of rights attached to shares**
The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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 pages
Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature
X  X

❶ **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.

This form may be signed by:
Director ❶, Secretary, Person authorised ❶, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❶ **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

Company name

FIELDFISHER LLP

Address

RIVERBANK HOUSE

2 SWAN LANE

Post town

LONDON

County/Region

LONDON

Postcode

E

C

4

A

3

T

T

Country

UNITED KINGDOM

Dx

Telephone

0207 861 4990



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 have completed section 2.
- You have completed 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

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Statement of capital (prescribed particulars of rights attached to shares) ①

| | | |
|------------------------|--|--|
| Class of share | Ordinary shares | <p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p> |
| Prescribed particulars | <p>Definitions:</p> <p>"Equity Shares" means the Ordinary Shares, Seed Preferred Shares and the Series A Shares.</p> <p>Capitalised terms shall have the meaning given in the articles of association (the "Articles") of the Company.</p> <p>1. Voting</p> <p>1.1 The Equity Shares shall confer on each holder the right to receive notice of and to attend, speak and vote (on an as converted basis) at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p>2. Distributions on liquidation or a return of capital</p> <p>2.1 On a distribution of assets on liquidation or a return of capital (other than a conversion, redemption or purchase of Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so):</p> <p>2.1.1 first, 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);</p> <p>2.1.2 second, in paying a sum equal to £X plus £100 (where X is an amount equal to the aggregate Issue Price of all the Series A Shares in issue at the relevant time plus all arrears or accruals of declared but unpaid dividends on the Series A Shares) to be distributed as to 0.0001 per cent. amongst the holders of Seed Preferred Shares and Ordinary Shares pro rata according to the number of Seed Preferred Shares or Ordinary Shares held by them and as to the balance to the holders of the Series A Shares such that each holder of Series A Shares receives in respect of each Series A Preferred Share held the Issue Price of that Series A Shares (provided that if there are insufficient surplus assets to pay the Issue Price of each Series A Preferred Share, such balance shall be distributed to the holders of Series A Shares pro rata according to the number of Series A Shares held); and</p> <p>2.1.3 third, in paying a sum equal to £X plus £100 (where X is an amount equal to the aggregate Issue Price of all the Seed Preferred Shares in issue at the relevant time plus all arrears or accruals of declared but unpaid dividends on the Seed Preferred Shares) to be distributed as to 0.0001 per cent. amongst the holders of Series A Shares and Ordinary Shares pro rata according to the number of Series A Shares or Ordinary Shares held by them and as to the balance to the holders of the Seed Preferred Shares receives in respect of each Seed Preferred Share held the Issue Price of each Seed Preferred Share, such balance shall be distributed to the holders of Seed Preferred Shares pro rata according to the number of Seed Preferred Shares held); and</p> | |

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Statement of capital (prescribed particulars of rights attached to shares) ①

| | |
|------------------------|---|
| Class of share | Ordinary Shares (continued) |
| Prescribed particulars | <p>2.4 the balance of the surplus assets (if any) shall be distributed to 0.0001 per cent. to the holders of the Series A Shares and Seed Preferred Shares held by them, and as to the balance to the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held by them.</p> <p>2.5 The Investor Shares (other than those held by Mainspring) will automatically convert into Ordinary Shares in accordance with the provisions of Article 8 immediately prior to a distribution of assets, liquidation or return of capital, where the holders of such converted Investor Shares would, in receiving their pro rata share of any assets distributed following such conversion, receive a higher amount for such converted Investor Shares than they would for the Investor Shares under Article 5.1.</p> <p>4. Redemption</p> <p>4.1 The Equity Shares are not redeemable.</p> |

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.

| | | |
|------------------------|--|--|
| 5 | Statement of capital (prescribed particulars of rights attached to shares) ¹ | |
| Class of share | Seed Preferred Shares | |
| Prescribed particulars | <p>Definitions:</p> <p>"Equity Shares" means the Ordinary Shares, Seed Preferred Shares and the Series A Shares.</p> <p>Capitalised terms shall have the meaning given in the articles of association (the "Articles") of the Company.</p> <p>1. Voting</p> <p>1.1 The Equity Shares shall confer on each holder the right to receive notice of and to attend, speak and vote (on an as converted basis) at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p>2. Distributions on liquidation or a return of capital</p> <p>2.1 On a distribution of assets on liquidation or a return of capital (other than a conversion, redemption or purchase of Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so):</p> <p>2.1.1 first, 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);</p> <p>2.1.2 second, in paying a sum equal to £X plus £100 (where X is an amount equal to the aggregate Issue Price of all the Series A Shares in issue at the relevant time plus all arrears or accruals of declared but unpaid dividends on the Series A Shares) to be distributed as to 0.0001 per cent. amongst the holders of Seed Preferred Shares and Ordinary Shares pro rata according to the number of Seed Preferred Shares or Ordinary Shares held by them and as to the balance to the holders of the Series A Shares such that each holder of Series A Shares receives in respect of each Series A Preferred Share held the Issue Price of that Series A Shares (provided that if there are insufficient surplus assets to pay the Issue Price of each Series A Preferred Share, such balance shall be distributed to the holders of Series A Shares pro rata according to the number of Series A Shares held); and</p> <p>2.1.3 third, in paying a sum equal to £X plus £100 (where X is an amount equal to the aggregate Issue Price of all the Seed Preferred Shares in issue at the relevant time plus all arrears or accruals of declared but unpaid dividends on the Seed Preferred Shares) to be distributed as to 0.0001 per cent. amongst the holders of Series A Shares and Ordinary Shares pro rata according to the number of Series A Shares or Ordinary Shares held by them and as to the balance to the holders of the Seed Preferred Shares receives in respect of each Seed Preferred Share held the Issue Price of each Seed Preferred Share, such balance shall be distributed to the holders of Seed Preferred Shares pro rata according to the number of Seed Preferred Shares held); and</p> | <p>¹ Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p> |

5 **Statement of capital (prescribed particulars of rights attached to shares) ^①**

| | | |
|------------------------|--|--|
| Class of share | Seed Preferred Shares | <p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p> |
| Prescribed particulars | <p>Definitions:</p> <p>"Equity Shares" means the Ordinary Shares, Seed Preferred Shares and the Series A Shares.</p> <p>Capitalised terms shall have the meaning given in the articles of association (the "Articles") of the Company.</p> <p>1. Voting</p> <p>1.1 The Equity Shares shall confer on each holder the right to receive notice of and to attend, speak and vote (on an as converted basis) at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p>2. Distributions on liquidation or a return of capital</p> <p>2.1 On a distribution of assets on liquidation or a return of capital (other than a conversion, redemption or purchase of Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so):</p> <p>2.1.1 first, 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);</p> <p>2.1.2 second, in paying a sum equal to £X plus £100 (where X is an amount equal to the aggregate Issue Price of all the Series A Shares in issue at the relevant time plus all arrears or accruals of declared but unpaid dividends on the Series A Shares) to be distributed as to 0.0001 per cent. amongst the holders of Seed Preferred Shares and Ordinary Shares pro rata according to the number of Seed Preferred Shares or Ordinary Shares held by them and as to the balance to the holders of the Series A Shares such that each holder of Series A Shares receives in respect of each Series A Preferred Share held the Issue Price of that Series A Shares (provided that if there are insufficient surplus assets to pay the Issue Price of each Series A Preferred Share, such balance shall be distributed to the holders of Series A Shares pro rata according to the number of Series A Shares held); and</p> <p>2.1.3 third, in paying a sum equal to £X plus £100 (where X is an amount equal to the aggregate Issue Price of all the Seed Preferred Shares in issue at the relevant time plus all arrears or accruals of declared but unpaid dividends on the Seed Preferred Shares) to be distributed as to 0.0001 per cent. amongst the holders of Series A Shares and Ordinary Shares pro rata according to the number of Series A Shares or Ordinary Shares held by them and as to the balance to the holders of the Seed Preferred Shares receives in respect of each Seed Preferred Share held the Issue Price of each Seed Preferred Share, such balance shall be distributed to the holders of Seed Preferred Shares pro rata according to the number of Seed Preferred Shares held); and</p> | |

5 **Statement of capital (prescribed particulars of rights attached to shares) ¹**

| Class of share | Seed Preferred Shares (continued) | |
|------------------------|---|--|
| Prescribed particulars | <p>2.4 the balance of the surplus assets (if any) shall be distributed to 0.0001 per cent. to the holders of the Series A Shares and Seed Preferred Shares held by them, and as to the balance to the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held by them.</p> <p>2.5 The Investor Shares (other than those held by Mainspring) will automatically convert into Ordinary Shares in accordance with the provisions of Article 8 immediately prior to a distribution of assets, liquidation or return of capital, where the holders of such converted Investor Shares would, in receiving their pro rata share of any assets distributed following such conversion, receive a higher amount for such converted Investor Shares than they would for the Investor Shares under Article 5.1.</p> <p>4. Redemption</p> <p>4.1 The Equity Shares are not redeemable.</p> | <p>¹Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p> |

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Statement of capital (prescribed particulars of rights attached to shares) ①

| | | |
|------------------------|---|--|
| Class of share | Series A Shares | <p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p> |
| Prescribed particulars | <p>Definitions:</p> <p>"Equity Shares" means the Ordinary Shares, Seed Preferred Shares and the Series A Shares.</p> <p>Capitalised terms shall have the meaning given in the articles of association (the "Articles") of the Company.</p> <p>1. Voting 1.1 The Equity Shares shall confer on each holder the right to receive notice of and to attend, speak and vote (on an as converted basis) at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p>2. Distributions on liquidation or a return of capital 2.1 On a distribution of assets on liquidation or a return of capital (other than a conversion, redemption or purchase of Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so):</p> <p>2.1.1 first, 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);</p> <p>2.1.2 second, in paying a sum equal to £X plus £100 (where X is an amount equal to the aggregate Issue Price of all the Series A Shares in issue at the relevant time plus all arrears or accruals of declared but unpaid dividends on the Series A Shares) to be distributed as to 0.0001 per cent. amongst the holders of Seed Preferred Shares and Ordinary Shares pro rata according to the number of Seed Preferred Shares or Ordinary Shares held by them and as to the balance to the holders of the Series A Shares such that each holder of Series A Shares receives in respect of each Series A Preferred Share held the Issue Price of that Series A Shares (provided that if there are insufficient surplus assets to pay the Issue Price of each Series A Preferred Share, such balance shall be distributed to the holders of Series A Shares pro rata according to the number of Series A Shares held); and</p> <p>2.1.3 third, in paying a sum equal to £X plus £100 (where X is an amount equal to the aggregate Issue Price of all the Seed Preferred Shares in issue at the relevant time plus all arrears or accruals of declared but unpaid dividends on the Seed Preferred Shares) to be distributed as to 0.0001 per cent. amongst the holders of Series A Shares and Ordinary Shares pro rata according to the number of Series A Shares or Ordinary Shares held by them and as to the balance to the holders of the Seed Preferred Shares receives in respect of each Seed Preferred Share held the Issue Price of each Seed Preferred Share, such balance shall be distributed to the holders of Seed Preferred Shares pro rata according to the number of Seed Preferred Shares held); and</p> | |

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Statement of capital (prescribed particulars of rights attached to shares) ¹

| Class of share | Series A Shares (continued) |
|------------------------|---|
| Prescribed particulars | <p>2.4 the balance of the surplus assets (if any) shall be distributed to 0.0001 per cent. to the holders of the Series A Shares and Seed Preferred Shares held by them, and as to the balance to the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held by them.</p> <p>2.5 The Investor Shares (other than those held by Mainspring) will automatically convert into Ordinary Shares in accordance with the provisions of Article 8 immediately prior to a distribution of assets, liquidation or return of capital, where the holders of such converted Investor Shares would, in receiving their pro rata share of any assets distributed following such conversion, receive a higher amount for such converted Investor Shares than they would for the Investor Shares under Article 5.1.</p> <p>4. Redemption</p> <p>4.1 The Equity Shares are not redeemable.</p> |

¹ Prescribed particulars of rights attached to shares

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- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
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