

Capdesk

Employee Share Plan Management

Contents

Employee Share & Option Management..... 3

Software Features..... 5

- Set Up Your Option Plan..... 6
- Add a Valuation 7
- Issue and Sign Option Grants 8
- Live Employee Vesting Schedules 9
- Creating filings for HMRC and EMI 10
- Terminating Option Grant 11

- Exercise Options 12

- Generate Share Certificates
and Update Cap Table..... 13

- Create Companies House Filings..... 14

About Capdesk..... 15

Why Choose Capdesk? 16

Pricing 17

Employee Share & Option Management

The Business Problem

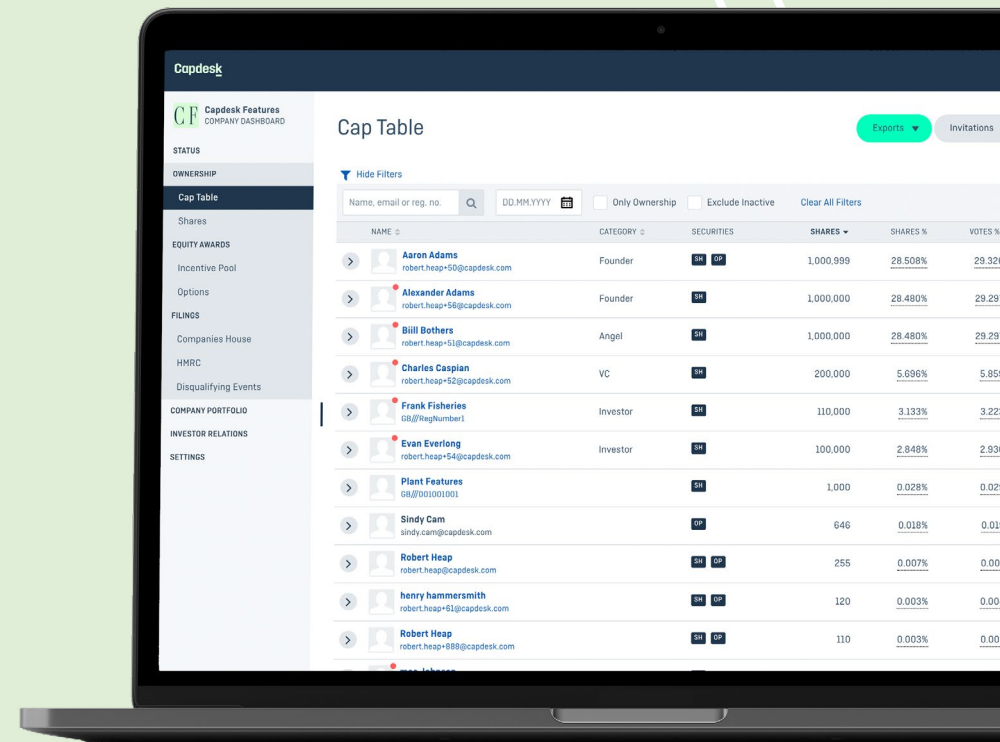
Sharing equity is an easy and effective way to attract new employees and motivate existing ones - especially in the early days of a company, when resources are often limited. However, setting up employee share plans often involves a ton of paperwork. And it only piles up as your company grows, possibly creating more and more employee option plans.

This process requires substantial managerial time to be set up and managed properly. Which is why many companies choose to outsource it to accounting and/or legal firms. However, these types of services are extremely costly for a company, especially when used in the long term.

At the same time, it is more often than not the case that company employees are unsure or even completely unaware of what they own in the company, or when they can claim the value of their equity. This results in management often getting questions they need to spend valuable time answering by digging deep into spreadsheets. Other times, employees almost forget about their grant, which means the motivational value of your equity is wasted.

Not to mention that, tracking and managing employee ownership on spreadsheets presents a huge margin for errors which can have severe repercussions for the company. For example, if there has been a mistake in the company's records and an employee ultimately receives less than what they were promised, the company's relationship with employees can be damaged for good. Similarly, if the option pool hasn't been monitored accurately, this could mean that equity that had been promised to investors ends up being diluted, thus shaking those shareholders' faith in the company.

The common denominator behind all of these time consuming and costly problems that most growth companies face in relation to their employee share plans, is that they are being monitored and managed through an entirely outdated tool - spreadsheets. Capdesk transforms employee share options into a fast, simple, and inexpensive tool for companies to use in their pursuit of growth, by turning equity data digital.



NAME	CATEGORY	SECURITIES	SHARES	SHARES %	VOTES %
Aaron Adams robert.heap+50@capdesk.com	Founder	SH OP	1,000,999	28.508%	28.32%
Alexander Adams robert.heap+56@capdesk.com	Founder	SH	1,000,000	28.480%	28.29%
Bill Bothers robert.heap+51@capdesk.com	Angel	SH	1,000,000	28.480%	28.29%
Charles Caspian robert.heap+52@capdesk.com	VC	SH	200,000	5.696%	5.85%
Frank Fisheries GR//RegNumber1	Investor	SH	110,000	3.133%	3.22%
Evan Everlong robert.heap+54@capdesk.com	Investor	SH	100,000	2.848%	2.93%
Plant Features GR//001001001		SH	1,000	0.028%	0.02%
Sindy Cam sindy.cam@capdesk.com		OP	646	0.018%	0.01%
Robert Heap robert.heap@capdesk.com		SH OP	255	0.007%	0.00%
Henry Hammersmith robert.heap+51@capdesk.com		SH OP	120	0.003%	0.00%
Robert Heap robert.heap+88@capdesk.com		SH OP	110	0.003%	0.00%



Blog Spotlight:

What Your Employee Really Thinks About Your Stock Option Plan [Interview]

The Solution

Capdesk offers a fast, flexible way to register and track employee equity awards. This includes a comprehensive suite of features, such as end-to-end grant execution as deeds, centralised management of multiple employee share plans, option exercise upon termination, and live updates to employee vesting schedules as the company's equity structure and valuations change. No hassle on your part.

Software Benefits

Manage Employee Share Plans Seamlessly

No more misaligned vesting dates on your spreadsheets, no more headaches every time you add a new employee share plan to your compensation structure, no more hassle trying to keep track of various repurchases, transfers, restricted stock, and early exercises. On Capdesk, all this can be done digitally so, as always, you'll know your data is correct and all relevant reports auto-updated. Provided templates and the ability to manage multiple employee share plans at once gives you flexibility like never before. So simple.

Issuing Options Paperlessly

Granting options to your employees no longer needs to be a lengthy, paper-heavy process. Capdesk supports end-to-end grant issuances as deeds, with electronic signing and witnessing. Sharing equity with employees only takes a few minutes, while all the legal documentation is conveniently stored on the platform to make the process a lot, lot easier to manage.

Efficient Filing & Reporting

Knowing that all your data on Capdesk is always 100% accurate and up-to-date, you can use it to fill out handy templates provided on the platform, and streamline your Companies House and HMRC filings and reports. Not to mention the autogenerated share certificates created for those employees who ultimately become shareholders in the company.

Unlock the Motivational Power of Equity

By allowing employees to access their vesting schedule directly on Capdesk anytime they want, you ensure they're reminded of the value their grant has as your business grows. Enable your team to view the impact of new valuations, funding rounds, and other company activities on their ownership, understand when they can vest what, and claim their vested options upon termination fast and easily through a single, user-friendly platform.

Stay on Top of Your Option Pool

On Capdesk, your option pool auto-updates every time an action affects it - be it a new grant issuance, an employee's options lapsing or being exercised, or anything else that's related. This way, you'll always be able to check at a glance how many options remain outstanding, authorised, exercised, and available to issue in your incentive pool.

Facilitate Option Exercises for Your Employees

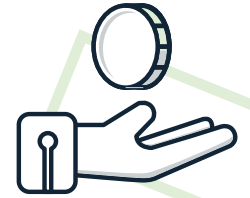
Upon termination, option-holding employees are enabled to exercise their vested options in a fast and straight-forward way through Capdesk. Employees will be shown how many options they can exercise at the time and at what price; then you, as the company admin on Capdesk, can choose to approve the exercise, at which point the employee can pay securely on the platform with just a couple of clicks. Thanks to our integration with payment experts Shieldpay, option holders can rest assured their money is safely handled, as it will be kept in an escrow account until the transaction is fully processed.



Software Features

**With Capdesk, you're offered
centralised, end-to-end management
of your stock option plans no matter
how many grants you've issued, or
how many employees are involved.**

1. Set Up Your Option Plan



Tell Capdesk what type of employee share plan you're using, add dates, and use its document templates to get started.

The screenshot shows the Capdesk 'Options' page. The sidebar on the left contains the following navigation links: STATUS, OWNERSHIP (Cap Table, Shares, Convertible Notes), EQUITY AWARDS (Incentive Pool, Options, Warrants, Phantom Shares), FILINGS, COMPANY PORTFOLIO, INVESTOR RELATIONS, and SETTINGS. The main content area is titled 'Options' and includes tabs for GRANTS, PLANS (selected), DOCUMENT TEMPLATES, GRANT TEMPLATES, and ONLINE EXERCISES (BETA). Summary statistics show 1,510 Options Outstanding (0%) and 20 Options Exercised (0%). An 'Add Plan' button is visible. A table below shows the following data:

NAME	TYPE	AUTHORISATION TYPE	OUTSTANDING	AVAILABLE	EXERCISED	AUTHORISED	
CSOP Plan	CSOP	Authorised	65	108,470	0	110,000	...
EMI	EMI	Authorised	170	108,470	20	110,000	...
Unapproved	Other	Authorised	1,210	108,470	0	110,000	...
Unapproved A	Other	Authorised (plan-specific)	0	10,000	0	10,000	...
Unapproved B	Other	Authorised	65	108,470	0	110,000	...

2. Add a Valuation

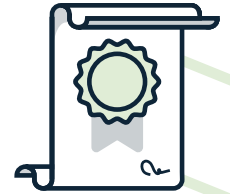


Add a valuation and Capdesk will automatically calculate the value of each employee's options.

The screenshot shows the Capdesk 'Shares' dashboard with the 'VALUATIONS' tab selected. The left sidebar contains navigation links for STATUS, OWNERSHIP (Cap Table, Shares, Convertible Notes), EQUITY AWARDS (Incentive Pool, Options, Warrants, Phantom Shares), FILINGS, COMPANY PORTFOLIO, INVESTOR RELATIONS, and SETTINGS. The main content area displays a table of valuations with columns for VALUATION DATE, SHARE CLASS, TYPE, SHARE PRICE, CREATED, and EXPIRES. A table filter 'Include deprecated' is present. A green 'Add Valuation' button is in the top right. The table shows 23 valuations, with the first 12 visible.

	VALUATION DATE	SHARE CLASS	TYPE	SHARE PRICE	CREATED	EXPIRES	
View	16.10.2019	Ordinary	Fair Value	GBP5.300	16.10.2019		...
View	16.10.2019	Ordinary	Share Price Estimate	GBP10.000	16.10.2019		...
View	04.10.2019		Public Valuation	GBP10.000	08.10.2019		...
View	16.09.2019	Ordinary	Share Price Estimate	GBP10.000	16.09.2019		...
View	09.09.2019	Ordinary	Fair Value	GBP0.122	09.09.2019		...
View	01.08.2019	Ordinary	Fair Value	GBP6.000	06.08.2019		...
View	01.06.2019	Preferred	AMV	GBP10.000	28.08.2019	01.09.2019	...
View	01.06.2019	Ordinary	AMV	GBP10.000	28.08.2019	01.09.2019	...
View	01.06.2019	Ordinary	UMV	GBP10.000	28.08.2019	01.09.2019	...
View	01.06.2019	Preferred	UMV	GBP10.000	28.08.2019	01.09.2019	...

3. Issue and Sign Option Grants



Issue and sign options, invite witnesses, and attach necessary legal documents in just a few minutes, without needing to leave your desk.



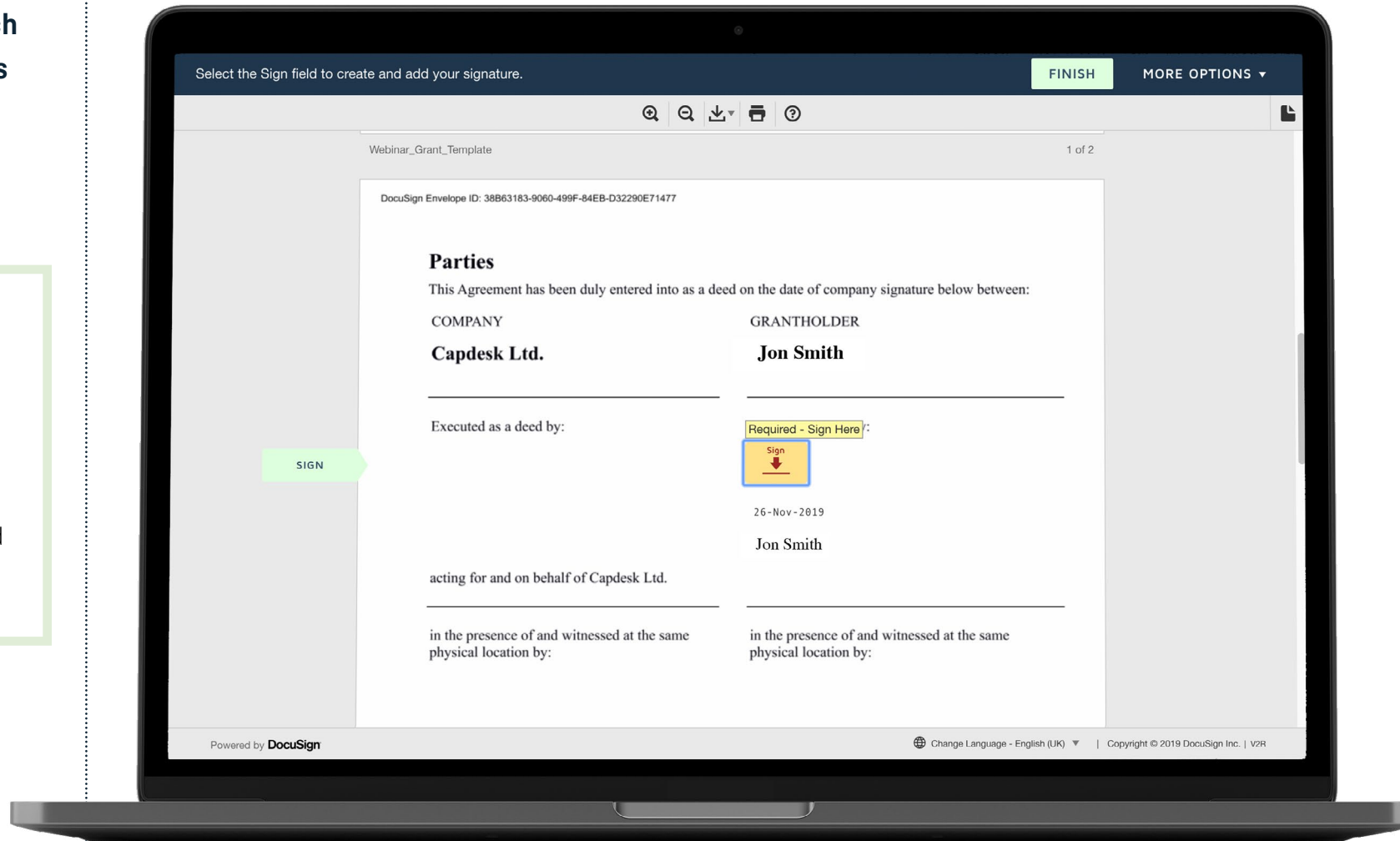
Blog Spotlight:

How To Grant Options Over Issued Shares on Capdesk

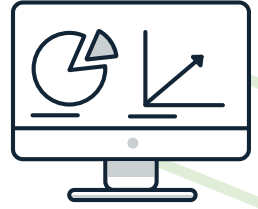


Blog Spotlight:

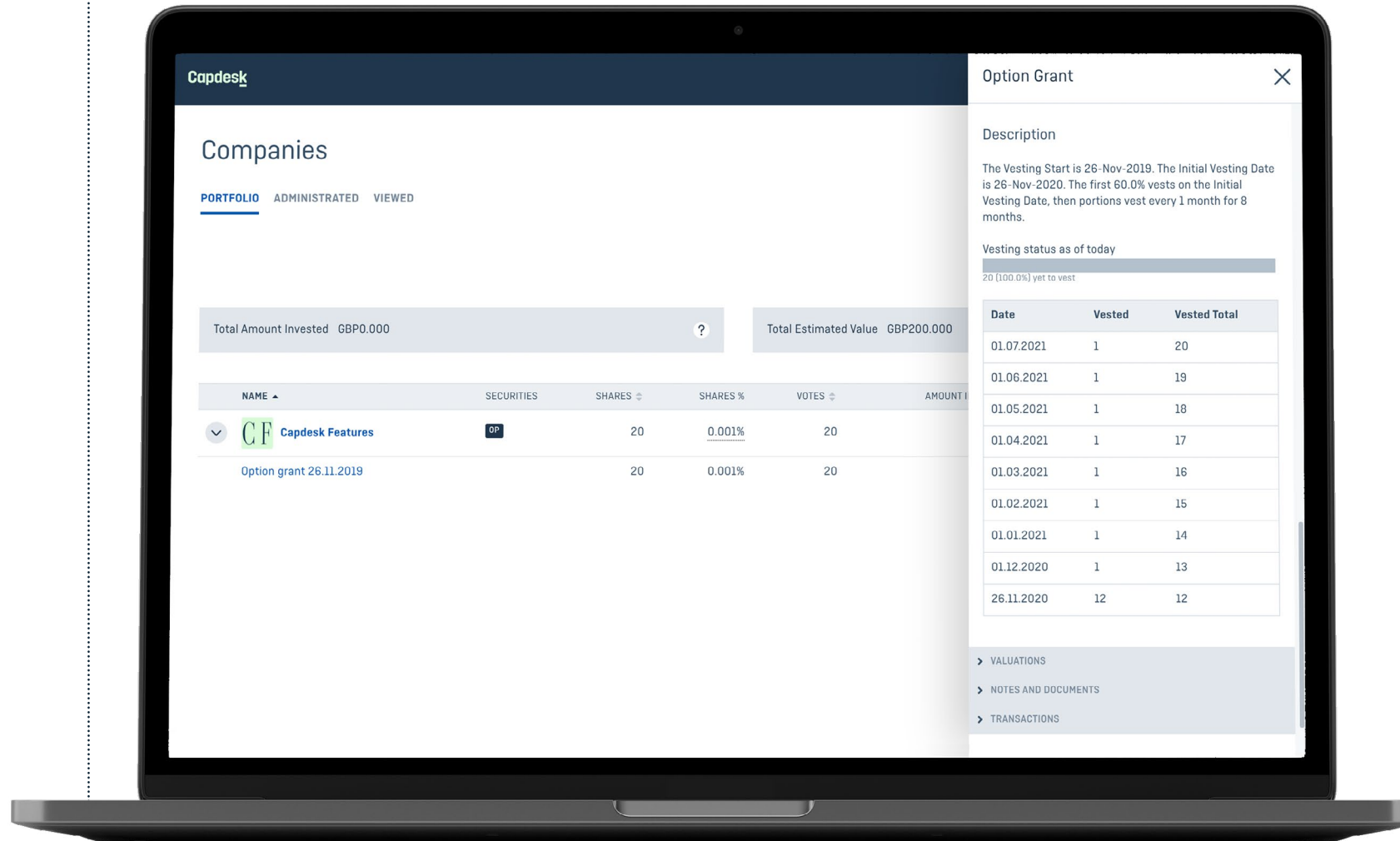
Eliminate paper stock certificates and issue certificated or uncertificated shares online.



4. Live Employee Vesting Schedules



Choose whether you want your employees to have access to their live vesting schedule, so that they're always informed about what they can exercise, at what price, and how their ownership is affected by changes in the company's equity structure.



5. Create Filings for HMRC and EMI and Generate Share-Based Payments



Use Capdesk's templates to get started on EMI notifications and other necessary HMRC filings, and use data from the platform to auto-populate them.

The screenshot displays the Capdesk interface for managing HMRC filings. The left sidebar contains a navigation menu with categories like STATUS, OWNERSHIP, EQUITY AWARDS, FILINGS, and HMRC. The main area shows a table of filings with columns for TYPE, GENERATED, and STATUS. The table lists various filings such as EMI Notification, EMI Annual Return, and EIS Advance Assurance Application, with their respective dates and statuses.

TYPE	GENERATED	STATUS
EMI Notification	06.08.2019	Filed
EMI Annual Return	06.08.2019	Generated
EMI Notification	06.08.2019	Generated
EMI Notification	21.08.2019	Generated
EIS Advance Assurance Application [EIS(AA)]	10.09.2019	Approved
EIS Compliance Statement [EIS1]	10.09.2019	Approved
EIS Certificate [EIS2]	10.09.2019	Generating Documents
EIS Advance Assurance Application [EIS(AA)]	10.09.2019	Approved
EIS Compliance Statement [EIS1]	10.09.2019	Approved
EIS Advance Assurance Application [EIS(AA)]	22.10.2019	Approved

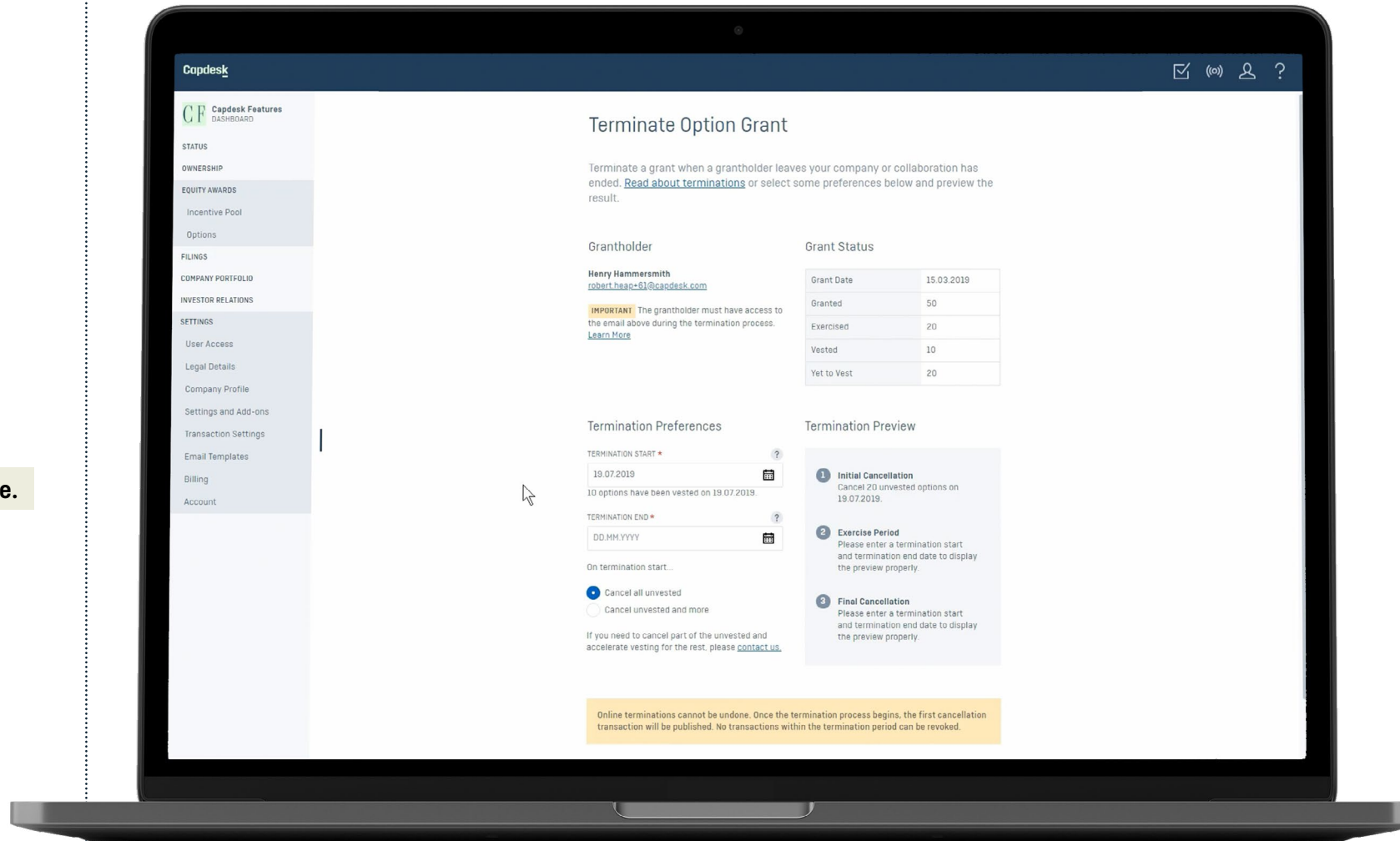
6. Terminating Option Grants



When an employee is terminated, the platform will let them purchase their vested options within their exercise window, and automatically return any unvested options to the option pool. All changes automatically show up in your cap table and reports.



Watch our How-To video here.

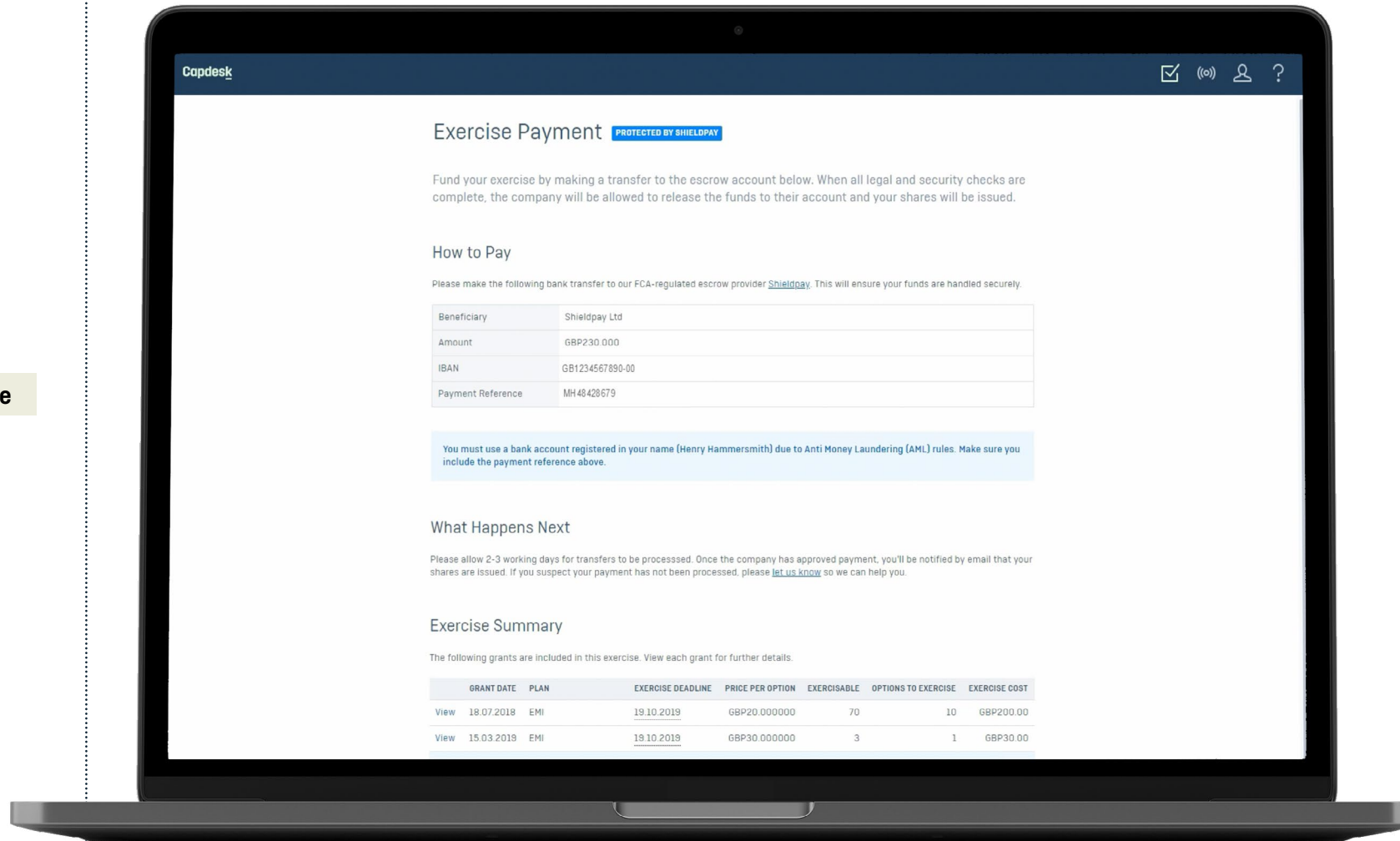


7. Exercise Options

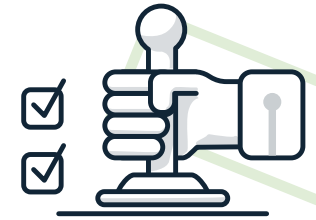
Enable employees to exercise options with fast electronic signing. Keep both your bank accounts secure, with Capdesk's Stripe integration that processes all payments using an escrow account.



Watch our How-To video here



8. Generate Share Certificates and Update our Cap Table

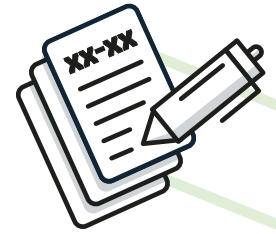


Once your former option-holders have become shareholders, Capdesk will produce electronic share certificates and autofill them with all the necessary data. Sign the certificates, share them with your shareholders, and store them digitally - all in one place.

A screenshot of a laptop screen displaying a 'Share Certificate' form within a DocuSign interface. The interface includes a top navigation bar with 'Please review the documents below.', 'FINISH', and 'MORE OPTIONS'. A sidebar on the left has a 'START' button. The main content area shows a 'Share Certificate' form with the following details: Certificate no: 13, Class: Ordinary, Number of shares: 50,000. The certificate text states: 'This is to certify that Biill Bothers of 2 Equity Avenue, London, A1 2B, GB Is the registered holder of 50,000 fully paid Ordinary shares of 0.1000000 GBP each in the below-named company ("Capdesk Features") subject to the memorandum and articles of the company.' Below this, it says 'This certificate is hereby executed by the Company:'. The form includes fields for Director (with a 'Sign' button), Name, Address, Occupation, Date (26-Nov-2019), and Witness. A footer at the bottom of the screen reads 'Powered by DocuSign' and 'Change Language - English (UK) | Copyright © 2019 DocuSign Inc. | V2R'.

9. Create Companies House Filings

[SH01 & CS01]



Updating the information you give to authorities once an employee exercises their options doesn't have to be complicated. Capdesk helps you autofill SH01 and CS01 forms, using data existing in the platform.



Blog Spotlight:

Digital Option Exercises Upon Termination Just Got Real!

The screenshot shows the Capdesk 'Companies House Filings' page. On the left is a sidebar with a 'CF' logo and a 'COMPANY DASHBOARD' menu. The menu items are: STATUS (Notifications, Tasks, Drafts, Imports), OWNERSHIP, EQUITY AWARDS, FILINGS, Companies House (selected), HMRC, Disqualifying Events, COMPANY PORTFOLIO, INVESTOR RELATIONS, and SETTINGS. The main area is titled 'Companies House Filings' and includes an 'Export' button and a 'Showing 1-4 of 4' indicator. A table lists filings with columns for TYPE, GENERATED, FILED, and STATUS. The table contains four rows: CS01, SH06, SH02, and SH01. Each row has a three-dot menu icon to its right.

TYPE	GENERATED	FILED	STATUS
CS01	23.07.2019	23.10.2019	Filed
SH06	23.10.2019		Generated
SH02	23.10.2019	18.10.2019	Filed
SH01	22.10.2019	18.10.2019	Filed

About Capdesk

The No. 1 Equity Management Software in Europe

Capdesk is a powerful equity management software helping you keep accurate records of shares and options, manage employee share schemes and shareholder communications, file reports to relevant authorities, and make projections for potential financing rounds and exits. By turning these processes digital, Capdesk cuts your legal and accounting fees, and saves you valuable time in administration so you can focus on core business tasks instead.

Founded in 2015, Capdesk was born out of Capdesk CEO, Christian Gabriel's early experiences as an entrepreneur. Working as a director for an investment platform, he noticed that virtually all private companies on the market kept their equity information on spreadsheets. This meant that, firstly, cap tables or ownership records in companies with several years of funding history were an absolute mess; and, secondly, that there was a lack of transparency which made it hard for shareholders to keep track of what their equity was actually worth. That's how he decided to create Capdesk: a platform that would digitise equity, so that companies, investors, and employees could track their ownership.

Capdesk

Cap Table

Exports Invasions Securities ?

Showing 1-20 of 20

NAME	CATEGORY	COUNTRY	SECURITIES	SHARES	SHARES %	VOTES %	SHARE CLASSES	ON CAPDESK
Aaron Adams robert.heap-50@capdesk.com	Founder	GB	SH OP	1,000,999	28.508%	29.326%	ORD	✓
Alexander Adams robert.heap-50@capdesk.com	Founder	GB	SH	1,000,000	28.480%	29.297%	ORD	✗
Bill Bothers robert.heap-51@capdesk.com	Angel	GB	SH	1,000,000	28.480%	29.297%	ORD PRE	✗
Charles Caspian robert.heap-52@capdesk.com	VC	GB	SH OP	210,000	5.981%	6.152%	ORD	✗
Frank Fisheries GB//RegNumber1	Investor	GB	SH	110,000	3.133%	3.223%	ORD	✗
Evan Everlong robert.heap-54@capdesk.com	Investor	GB	SH	100,000	2.848%	2.830%	ORD	✗
Billy Bobbers billy.bobber@capdesk.com		GB	SH	1,011	0.029%	0.030%	ORD	✗
Plant Features GB//001001001		GB	SH	1,000	0.028%	0.029%	PRE	✓
Guy Johnson robert.heap-10010@capdesk.com		GB	OP	1,000	0.028%	0.029%	ORD	✗
Sindy Cam sindy.cam@capdesk.com		GB	OP	646	0.018%	0.019%	ORD	✓
Robert Heap robert.heap@capdesk.com		GB	SH OP	377	0.011%	0.011%	ORD PRE	✓
Henry Hammersmith robert.heap-61@capdesk.com		GB	SH OP	120	0.003%	0.004%	ORD	✓
Robert Heap robert.heap-68@capdesk.com			SH OP	110	0.003%	0.003%	ORD	✓
Mac Johnson macjohnson@duummmymyemail.com			SH	100	0.003%	0.003%	ORD	✗
Juliet James robert.heap-67@capdesk.com		GB	SH OP	60	0.002%	0.002%	ORD PRE	✓

Why Choose Capdesk?

Grow with the peace of mind that comes from being prepared for tomorrow.

Capdesk functions as a single source of truth for your company's equity. Unlike spreadsheets and other platforms on the market, Capdesk allows you to store all your equity data and documents, manage employee share schemes, process transactions, file reports, and communicate with stakeholders from a single platform. By turning your equity digital, it adds centralisation, accuracy, transparency, and ultimately unparalleled efficiency to your equity management processes.

On Capdesk, you will be able to:

Keep your data safe, and accurately track your equity history with a built-in audit trail.

Export ▼ ?

Shareholder Overview

Shareholder Register

Transaction History

STATUS

Published

COMPANY PORTFOLIO

INVESTOR RELATIONS

News

Email Stakeholders

Documents

SETTINGS

Engage investors and employees,
and stay compliant with local authorities.

1 published ✓

Terminate Online BETA
Run a live termination process on Capdesk.

Register Offline Exercise
Register an exercise that occurred outside of Capdesk.

Register Offline Cancellation
Register a cancellation that occurred outside of Capdesk.

Modify Grantholder

View Transactions

Revoke Incorrect Registration
Correct a mistake in published data.

Execute equity related actions,
which will autosync with your cap table and reports

Capdesk

Capdesk Features COMPANY DASHBOARD

Cap Table

Hide Filters

Name, email or reg. no. DD.MM.YYYY Only Ownership Exclude Inactive Clear All Filters Showing 1-17 of 17

NAME	CATEGORY	SECURITIES	SHARES	SHARES %	VOTES %	SHARE CLASSES
Aaron Adams robert.heap-50@capdesk.com	Founder	100	1,000,999	28.508%	29.326%	100
Alexander Adams robert.heap-51@capdesk.com	Founder	100	1,000,000	28.480%	29.297%	100
Bill Beethers robert.heap-52@capdesk.com	Angel	100	1,000,000	28.480%	29.297%	100
Charles Cassian 08/03/1981	VC	100	200,000	5.696%	5.855%	100
Frank Fisheries 08/03/1981	Investor	100	110,000	3.133%	3.223%	100
Evan Everling robert.heap-54@capdesk.com	Investor	100	100,000	2.848%	2.930%	100
Plant Features 08/03/1981		100	1,000	0.028%	0.029%	100
Sindy Cam sindy.cam@capdesk.com		100	646	0.018%	0.019%	100
Robert Heap robert.heap@capdesk.com		100	255	0.007%	0.007%	100
henry hammer-smith robert.heap-61@capdesk.com		100	120	0.003%	0.004%	100
Robert Heap robert.heap-68@capdesk.com		100	110	0.003%	0.003%	100

That's why Capdesk is trusted by some of the UK's most prominent growth companies, like **Nutmeg**, **Secret Escapes**, and **MarketInvoice**.

Pricing

Bronze

1-10 stakeholders

**All core features,
and full support.**

£50pcm,
billed annually.

Silver

11-25 stakeholders

**All core features,
and full support.**

£100pcm,
billed annually.

Gold

25+ stakeholders

**All core features,
and full support.**

Custom quote,
billed annually.



It was getting quite hard to keep our spreadsheets valid with a growing team and with more internal stakeholders wanting to access this information. With Capdesk, we can store everything in one place digitally and use automated features, which lets us structure things and really save ourselves time. To be honest, Capdesk was an absolute no-brainer.

Greg Billinge,
Head of Finance, Resolver





Employee Share Plan Management

Capdesk is a digital platform enabling businesses to save thousands in legal and accounting fees, by managing cap tables and employee share plans efficiently. Capdesk's vision is to empower private companies to share equity with employees and investors, and enable shareholders to trade equity without the need to go public. Trusted by growth companies like Nutmeg, Privitar, gohenry, and more than 50,000 employees and shareholders, Capdesk is Europe's leading equity management platform. Capdesk is the SaaS powered stock exchange of the 21st century.

With offices in London and Copenhagen, Capdesk was founded in 2015 and is backed by Fuel Ventures, Seed Capital, and PreSeed Ventures.

For more information, visit www.capdesk.com

