

RP04

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Second filing of a document previously delivered

✓ **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 it is information that was originally properly delivered. Form used in these circumstances.

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



A12 *A8WUQPN* 17/01/2020 #280
COMPANIES HOUSE

FRIDAY

1 Company details

Company number 0 7 6 7 2 7 8 5

Company name in full Halcyon Topco Limited

→ **Filling 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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Description of the original document

Document type ①

Return of allotment of shares - SH01

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

d2 d3 m1 m2 y2 y3 y4 y5

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).

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Second filing of a document previously delivered



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 Kristen Eadie

Company name Dickson Minto W.S.

Address The Broadgate Tower

20 Primrose Street

London

Post town

County/Region

Postcode EC2A 2EW

Country

DX

Telephone +44 (0) 20 7628 4455



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

laserform

**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 7 6 7 2 7 8 5

Company name in full Halcyon Topco 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 ①From Date d₁ d₈ m₁ m₂ y₂ y₀ y₁ y₉

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
GBP	Preference Shares	86,185,380	1.00	1.00	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)

Issued in consideration of the transfer of 107,641,056 Series B Loan Notes of £1.00 each in the capital of Halcyon Midco Limited (Registered Number 07672807).

SH01

Return of allotment of shares

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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	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				
GBP	A Ordinary Shares	8,750,000	£8,750.00	
GBP	Preference Shares	88,233,464	£88,233,464	
GBP	Deferred Shares	1,100,000	£1,100.00	
Totals		98,083,464	88,243,314.00	0.00

Currency table B				
Totals				

Currency table C				
Totals				

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	98,083,464	88,243,314.00	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 Shares	
Prescribed particulars 1	Please see continuation sheet C2(i).	
Class of share	Preference Shares	
Prescribed particulars 1	Please see continuation sheet C2(ii).	
Class of share	Deferred Shares	
Prescribed particulars 1	Please see continuation sheet C2(iii).	

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

X

X

This form may be signed by:
 Director **3**, Secretary, Person authorised **3**, Administrator, Administrative receiver,
 Receiver, Receiver manager, C/C 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.

SH01 - continuation page

Return of allotment of shares

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

Class of share	A Ordinary Shares
Prescribed particulars	<p>(a) On a show of hands every holder of A Ordinary Shares who (being an individual) is present or (being a corporation) is present by a duly authorised representative (not being himself a member entitled to vote) shall have one vote and on a poll every member holding A Ordinary Shares shall have one vote for every such share of which he is the holder.</p> <p>(b) Subject to the Preference Shares, any profits available for distribution in respect of any financial year shall be distributed amongst the holders of the the A Ordinary Shares, B Ordinary Shares and the C Ordinary Shares (the "Equity Shares") pro rata in relation to the paid up amount (disregarding any premium) on each such share held.</p> <p>(c) Subject to the provisions of Schedules 2 and 3 of the Articles and the prior payment to the holders of the Preference Shares, the capital and assets of the Company on a winding-up or other return of capital available for distribution to the members of the Company shall be distributed amongst the holders of the Equity Shares pro rata in relation to the paid up amount (disregarding any premium) upon each such share held.</p> <p>(d) The A Ordinary Shares are not liable to be redeemed or liable to redeemed at the option of the Company or the Shareholders.</p>

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Preference Shares	
Prescribed particulars	<p>a Holders of the Preference Shares shall be entitled to receive notice of and to attend and speak, but not to vote at, all general meetings of the company. If the business of any general meeting includes a resolution for the winding-up of the company, or for the appointment of an administrator or the approval of a voluntary arrangement, or a reduction in the capital of the Company and/or a resolution adversely altering, varying or abrogating any of the special rights and/or privileges attaching to the Preference Shares then the holders of the Preference Shares shall be entitled to receive notice of and to attend and vote on the basis of one vote for each preference share held by them at any such general meetings of the company but only on any such resolution. On any matter on which the holders of the Preference Shares are entitled to vote (whether a class meeting or otherwise) on a show of hands every holder of Preference Shares who (being an individual) is present or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every holder of Preference shall have one vote for every preference share of which he is the holder.</p> <p>(b) The Preference Shares shall confer upon the holders the right to receive a preferential cash dividend in priority to any payment to the holders of the Equity Shares calculated at the rate of 10% per annum on a base amount of £171,493,823 ("Preference Dividend"). The Preference Dividend shall accrue from day to day from 1 November 2020 without any requirement for a resolution and may be paid at any time provided that if not paid, the amount of unpaid Preference Dividend shall be compounded on 31 October in each year (and shall itself attract a Preference Dividend). 1b. Preference Dividend shall be paid on redemption of the Preference Share in respect of which it has accrued.</p> <p>(c) On a return of capital on liquidation or otherwise, the assets of the Company available for distribution amongst the Shareholders shall be applied, in priority to any payment to the holders of the Equity Shares, in paying to the holders of the Preference Shares £171,493,823 plus any amount of accrued but unpaid Preference Dividend (to the nearest whole pence amongst them pro rata to the number of Preference Shares held ("Preference Share Capital Amount").</p> <p>(d) The preference Shares are liable to be redeemed at the option of the Company</p>	

SH01 - continuation page

Return of allotment of shares

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

Class of share	Deferred Shares
Prescribed particulars	<p>(a) The holders of Deferred Shares (as holders of Deferred Shares) shall not be entitled to receive notice of, nor to attend, speak or vote at any general meeting of the Company.</p> <p>(b) The holders of Deferred Shares (as holders of Deferred Shares) shall not be entitled to receive any dividend or distribution.</p> <p>(c) On a return of assets, whether on liquidation or otherwise, the Deferred Shares shall entitle the holder thereof only to the repayment of the amounts paid up on such shares (including any premium) after repayment of the capital paid up on the Equity Shares plus the payment of £5,000,000 on each of the Equity Shares and the holders of the Deferred Shares (as such) shall not be entitled to any further participation in the assets or profits of the Company.</p> <p>(d) The Deferred Shares are liable to be redeemed at the option of the Company.</p>

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 **Kristen Eadie**

Company name **Dickson Minto W.S.**

Address **The Broadgate Tower**

20 Primrose Street

London

Post town

County/Region

Postcode **E C 2 A 2 E W**

Country

DX

Telephone **+44 (0) 20 7628 4455**



Important information

Please note that all information on this form will appear on the public record.



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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.



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.



Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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