

**Return of Allotment of Shares**Company Name: **HALCYON TOPCO LIMITED**Company Number: **07672785**Received for filing in Electronic Format on the: **27/01/2021**

X9X1IBOQ

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
12/01/2021

Class of Shares:	C ORDINARY	Number allotted	21341
Currency:	GBP	Nominal value of each share	0.001
		Amount paid:	0.28
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	8750000
	ORDINARY	Aggregate nominal value:	8750
	SHARES		

Currency: **GBP**

Prescribed particulars

(A) ON A SHOW OF HANDS EVER 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. (B) SUBJECT TO SCHEDULE 4 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY (THE "ARTICLES"), ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES TAKEN TOGETHER AS ONE CLASS (THE "EQUITY SHARES") PRO RATA IN RELATION TO THE PAID UP AMOUNT UPON EACH SHARE HELD. (C) SUBJECT TO THE PROVISIONS OF SCHEDULES 2 AND 3 OF THE ARTICLES AND THE PRIOR PAYMENT TO THE HOLDERS OF THE PREFERENCE SHARES IN ACCORDANCE WITH PARAGRAPH 2 OF SCHEDULE 4 OF THE ARTICLES, 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 UPON EACH SUCH SHARE HELD. (D) THE A ORDINARY SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS.

Class of Shares:	B	Number allotted	1568598
	ORDINARY	Aggregate nominal value:	1568.598
	SHARES		

Currency: **GBP**

Prescribed particulars

(A) THE B ORDINARY SHARES ARE NON-VOTING. (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. (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. (D) THE B ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED OR LIABLE FOR REDEMPTION AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS.

Class of Shares:	C	Number allotted	80752
	ORDINARY	Aggregate nominal value:	80.752
	SHARES		

Currency: **GBP**

Prescribed particulars

(A) THE C ORDINARY SHARES ARE NON-VOTING. (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. (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. (D) THE C ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED OR LIABLE FOR REDEMPTION AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS.

Class of Shares:	DEFERRED	Number allotted	1100000
	SHARES	Aggregate nominal value:	1100

Currency: **GBP**

Prescribed particulars

(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. (B) THE HOLDERS OF DEFERRED SHARES (AS HOLDERS OF DEFERRED SHARES) SHALL NOT BE ENTITLED TO RECEIVE ANY DIVIDEND OR DISTRIBUTION. (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 A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES TAKEN TOGETHER AS ONE CLASS (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. (D) THE DEFERRED SHARES ARE LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY.

Class of Shares:	PREFERENCE	Number allotted	88233464
	SHARES	Aggregate nominal value:	88233464
Currency:	GBP		

Prescribed particulars

{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 SHARES SHALL HAVE ONE VOTE FOR EVERY PREFERENCE SHARE OF WHICH HE IS THE HOLDER. (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 A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES TAKEN TOGETHER AS ONE CLASS (THE "EQUITY SHARES") CALCULATED AT THE RATE OF 15.25% PER ANNUM ON THE AMOUNT PAID UP FROM TIME TO TIME ON THE PREFERENCE SHARES ("PREFERENCE DIVIDEND"). THE PREFERENCE DIVIDEND SHALL ACCRUE FROM DAY TO DAY WITHOUT ANY REQUIREMENT FOR A RESOLUTION AND MAY BE PAID AT ANY TIME AND SHALL BE PAID ON REDEMPTION OF THE PREFERENCE SHARE IN RESPECT OF WHICH IT HAS ACCRUED, (C) ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE, THE ASSETS OF THE COAPANY AVAILABLE FOR DISTRIBUTION AMONGST THE SHAREHOLDERS SHALL BE APPLIED, IN PRIORITY TO ANY PAYMENT TO TRIE HOLDERS OF THE EQUITY SHARES IN PAYING TO THE HOLDERS OF THE PREFERENCE SHARES £1.00 ON EACH PREFERENCE SHARE HELD BY THEM. (D) THE PREFERENCE SHARES ARE LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	99732814
		Total aggregate nominal value:	88244963.35
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.