

**Return of Allotment of Shares**Company Name: **SSCP SPRING TOPCO LIMITED**Company Number: **09248650**Received for filing in Electronic Format on the: **20/06/2023**

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**Shares Allotted (including bonus shares)**Date or period during which  
shares are allottedFrom  
**06/06/2023**To  
**12/06/2023****Class of Shares: G**Number allotted **121000**Currency: **GBP**Nominal value of each share **0.00001**Amount paid: **454755.3**Amount unpaid: **0**

No shares allotted other than for cash

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# Statement of Capital (Share Capital)

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Class of Shares:	A	Number allotted	1154811
	ORDINARY	Aggregate nominal value:	115.4811
Currency:	GBP		
Prescribed particulars			

SUBJECT TO ARTICLE 30.5.5 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY {THE "ARTICLES"), EVERY A ORDINARY SHAREHOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY ONE OR MORE DULY APPOINTED PROXIES OR {BEING A COMPANY) BY A REPRESENTATIVE OR BY ONE OR MORE DULY APPOINTED PROXIES SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE OF WHICH HE IS THE HOLDER. AMOUNTS WHICH THE COMPANY MAY (WITH THE CONSENT OF THE INVESTOR MAJORITY (AS DEFINED IN THE ARTICLES)) RESOLVE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR (OTHER THAN ON OR FOLLOWING AN "EDUCATION EXIT" (AS DEFINED IN THE ARTICLES)) SHALL BE APPORTIONED AMONGST THE A ORDINARY SHAREHOLDERS, THE B ORDINARY SHAREHOLDERS AND THE C ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY AS THOUGH THE A ORDINARY SHARES , THE B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE. ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (OTHER THAN ON OR FOLLOWING AN "EDUCATION EXIT") (AS DEFINED IN THE ARTICLES)) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED AMONGST THE A ORDINARY SHAREHOLDERS, THE B ORDINARY SHAREHOLDERS AND THE C ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY AS THOUGH THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE. ON OR FOLLOWING AN "EDUCATION EXIT" (AS DEFINED IN THE ARTICLES), ANY AMOUNTS WHICH ARE AVAILABLE FOR DISTRIBUTION AND WHICH ARE TO BE DISTRIBUTED SHALL BE DISTRIBUTED IN THE FOLLOWING MANNER: (A) FIRST, AMONGST THE A ORDINARY SHAREHOLDERS, THE B ORDINARY SHAREHOLDERS, THE C ORDINARY SHAREHOLDERS AND THE G SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY AS THOUGH THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES AND THE G SHARES CONSTITUTED ONE CLASS OF SHARE UNTIL THE "RELEVANT AGGREGATE G SHARES ENTITLEMENT AMOUNT" (AS DEFINED IN THE ARTICLES) (IF ANY) HAS BEEN ALLOCATED TO THE G SHAREHOLDERS; AND (B) SECOND, TO THE EXTENT OF THE BALANCE (IF ANY) REMAINING, AMONGST THE A ORDINARY SHAREHOLDERS, THE B ORDINARY SHAREHOLDERS AND THE C ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY AS THOUGH THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE. THE A ORDINARY SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS.

<b>Class of Shares:</b>	<b>C</b>	Number allotted	<b>970197</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>9.70197</b>
Currency:	<b>GBP</b>		
Prescribed particulars			

SUBJECT TO ARTICLE 30.5.5 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY {THE "ARTICLES"), EVERY C ORDINARY SHAREHOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY ONE OR MORE DULY APPOINTED PROXIES OR {BEING A COMPANY) BY A REPRESENTATIVE OR BY ONE OR MORE DULY APPOINTED PROXIES SHALL HAVE ONE VOTE FOR EACH C ORDINARY SHARE OF WHICH HE IS THE HOLDER. AMOUNTS WHICH THE COMPANY MAY (WITH THE CONSENT OF THE INVESTOR MAJORITY (AS DEFINED IN THE ARTICLES)) RESOLVE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR (OTHER THAN ON OR FOLLOWING AN "EDUCATION EXIT" (AS DEFINED IN THE ARTICLES)) SHALL BE APPORTIONED AMONGST THE A ORDINARY SHAREHOLDERS, THE B ORDINARY SHAREHOLDERS AND THE C ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY AS THOUGH THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE. ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (OTHER THAN ON OR FOLLOWING AN "EDUCATION EXIT" (AS DEFINED IN THE ARTICLES)) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED AMONGST THE A ORDINARY SHAREHOLDERS, THE B ORDINARY SHAREHOLDERS AND THE C ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY AS THOUGH THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE. ON OR FOLLOWING AN "EDUCATION EXIT" (AS DEFINED IN THE ARTICLES), ANY AMOUNTS WHICH ARE AVAILABLE FOR DISTRIBUTION AND WHICH ARE TO BE DISTRIBUTED SHALL BE DISTRIBUTED IN THE FOLLOWING MANNER: (A) FIRST, AMONGST THE A ORDINARY SHAREHOLDERS, THE B ORDINARY SHAREHOLDERS, THE C ORDINARY SHAREHOLDERS AND THE G SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY AS THOUGH THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES AND THE G SHARES CONSTITUTED ONE CLASS OF SHARE UNTIL THE "RELEVANT AGGREGATE G SHARES ENTITLEMENT AMOUNT" (AS DEFINED IN THE ARTICLES) (IF ANY) HAS BEEN ALLOCATED TO THE G SHAREHOLDERS; AND (B) SECOND, TO THE EXTENT OF THE BALANCE (IF ANY) REMAINING, AMONGST THE A ORDINARY SHAREHOLDERS, THE B ORDINARY SHAREHOLDERS AND THE C ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY AS THOUGH THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE. THE C ORDINARY SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS.

<b>Class of Shares:</b>	<b>B1</b>	Number allotted	<b>51224</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>51.224</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**SUBJECT TO ARTICLE 30.5.5, EACH SHARE IS ENTITLED TO ONE VOTE AND IS FURTHER SUBJECT TO THE PROVISIONS CONTAINED IN ARTICLE 30.5. EACH SHARE IS ENTITLED PARI PASSU TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION. EACH SHARE IS ENTITLED PARI PASSU TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY. THE SHARES ARE NOT REDEEMABLE.**

<b>Class of Shares:</b>	<b>B2</b>	Number allotted	<b>125142</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>125.142</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**EACH SHARE CARRIES THE RIGHT TO NOTICE AND TO ATTEND AND SPEAK AT A GENERAL MEETING; BUT DO NOT CARRY THE RIGHT TO VOTE. EACH SHARE IS FURTHER SUBJECT TO THE PROVISIONS CONTAINED IN ARTICLE 30.5. EACH SHARE IS ENTITLED PARI PASSU TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION. EACH SHARE IS ENTITLED PARI PASSU TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY. THE SHARES ARE NOT REDEEMABLE.**

<b>Class of Shares:</b>	<b>G</b>	Number allotted	<b>121000</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>1.21</b>

Prescribed particulars

NO G SHARE SHALL ENTITLE THE HOLDER THEREOF TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. OTHER THAN ON OR FOLLOWING AN "EDUCATION EXIT" (AS DEFINED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY (THE "ARTICLES")), NO G SHARE SHALL ENTITLE THE HOLDER THEREOF TO (A) RECEIVE ANY DIVIDEND OR OTHER DISTRIBUTION OF INCOME OF THE COMPANY, OR (B) RECEIVE ANY CAPITAL OR ASSETS OF THE COMPANY ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE. ON OR FOLLOWING AN "EDUCATION EXIT" (AS DEFINED IN THE ARTICLES), ANY AMOUNTS WHICH ARE AVAILABLE FOR DISTRIBUTION AND WHICH ARE TO BE DISTRIBUTED SHALL BE DISTRIBUTED IN THE FOLLOWING MANNER: (A) FIRST, AMONGST THE A ORDINARY SHAREHOLDERS, THE B ORDINARY SHAREHOLDERS, THE C ORDINARY SHAREHOLDERS AND THE G SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY AS THOUGH THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES AND THE G SHARES CONSTITUTED ONE CLASS OF SHARE UNTIL THE "RELEVANT AGGREGATE G SHARES ENTITLEMENT AMOUNT" (AS DEFINED IN THE ARTICLES) (IF ANY) HAS BEEN ALLOCATED TO THE G SHAREHOLDERS; AND (B) SECOND, TO THE EXTENT OF THE BALANCE (IF ANY) REMAINING, AMONGST THE A ORDINARY SHAREHOLDERS, THE B ORDINARY SHAREHOLDERS AND THE C ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY AS THOUGH THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE. THE G SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>2422374</b>
		Total aggregate nominal value:	<b>302.75907</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

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