



SH01

## Return of allotment of shares



Companies House



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☒ **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 subscription on formation of the company or for an allotment of a new class of shares by an unlimited company.



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02/07/2020

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COMPANIES HOUSE

THURSDAY

**1 Company details**

Company number 0 9 5 9 1 3 2 8

Company name in full Wren 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 ①**

From Date 

d	3	d	1	m	0	m	1	y	2	y	0	y	2	y	0
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

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
£	Priority Ordinary	85385323	0.01	0.01	0.00
£	MIP Ordinary	1000	0.01	10.00	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)

Allotment of Priority Ordinary shares in consideration for the release and discharge from liability of certain debts.

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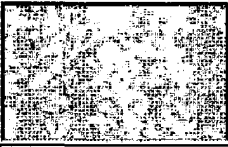
## Statement of capital

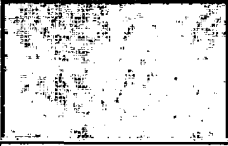
Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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 Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
<b>Currency table A</b>				
£	A1 Ordinary	70000	70000	
£	A1 Preference	92078	92078	
£	A3 Ordinary	32000	32000	
<b>Totals</b>		194078	194078	0.00

<b>Currency table B</b>				
				
<b>Totals</b>				

<b>Currency table C</b>				
				
<b>Totals</b>				

<b>Totals (including continuation pages)</b>		Total number of shares	Total aggregate nominal value <sup>①</sup>	Total aggregate amount unpaid <sup>①</sup>
		111458278	1176839.98	0.00

<sup>①</sup> Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

## Statement of capital

Complete the table below to show the issued share capital. Complete a separate table for each currency.

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
£	A4 Ordinary	45620	45620	
£	A4B Ordinary	5000	5000	
£	A5 Ordinary	2504	2504	
£	A5B Ordinary	50000	50000	
£	B1 Ordinary	1129203	1129.203	
£	B1 Preference	15991341	15991.341	
£	B2 Ordinary	94993	94.993	
£	B2 Preference	1345254	1345.254	
£	B3 Ordinary	199859	199.859	
£	B3 Preference	2830327	2830.327	
£	B4 Ordinary	215988	215.988	
£	B4 Preference	3058733	3058.733	
£	B5 Ordinary	59957	59.957	
£	B5 Preference	849098	849.098	
£	Priority Ordinary	85385323	853853.23	
£	MIP Ordinary	1000	10.00	

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**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

A1 Ordinary Shares

Prescribed particulars

①

Holders of these shares are entitled to vote in any meeting on any matters which are subject to shareholder's vote.

Entitled to receive distributions after holders of preferential shareholders have received preferential returns.

Entitled to voting rights in accordance with company's articles.

Class of share

A1 Preference Shares

Prescribed particulars

①

Refer to company's articles.

Class of share

A3 Ordinary Shares

Prescribed particulars

①

Holders of these shares are entitled to vote in any meeting on any matters which are subject to shareholder's vote.

Entitled to receive distributions after holders of preferential shareholders have received preferential returns.

Entitled to voting rights in accordance with company's articles.

**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.

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**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC 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.

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

Class of share	A1 Ordinary	
Prescribed particulars	<p>Holders of these shares are entitled to vote in any meeting on any matters which are subject to shareholder's vote.</p> <p>Entitled to receive distributions after holders of preferential shareholders have received preferential returns.</p>	

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

Class of share	A3 Ordinary	
Prescribed particulars	<p>Holders of these shares are entitled to vote in any meeting on any matters which are subject to shareholder's vote.</p> <p>Entitled to receive distributions after holders of preferential shareholders have received preferential returns.</p>	

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

Class of share	A4 Ordinary	
Prescribed particulars	<p>Entitled to receive distributions after holders of preferential shareholders have received preferential returns.</p> <p>Carry no voting rights.</p>	

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

Class of share	A1 Preference	
Prescribed particulars	<p>On an Exit or on a return of capital of the Company on a winding up or otherwise, holders of A Preference Shares shall, subject to the company having sufficient distributable assets, be entitled to receive distributions after holders of Priority Shares and MIP Shares, but pari passu with the holders of B Preference Shares and ahead of the holders of Ordinary Shares, of an amount equal to such amount as has accrued on such A1 Preference Shares.</p> <p>A1 Preference Shares carry no voting rights.</p> <p>A1 Preference Shares are redeemable upon, 30 July 2025, an administrator being appointed or a realisation event.</p>	

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

Class of share	A4B Ordinary	
Prescribed particulars	<p>Entitled to receive distributions after holders of priority shares, MIP shares and preference shares have received relevant distributions.</p> <p>Carry no voting rights.</p>	

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

Class of share	A5 Ordinary	
Prescribed particulars	<p>Entitled to receive distributions after holders of priority shares, MIP shares and preference shares have received relevant returns.</p> <p>Carry no voting rights.</p>	

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

Class of share	A5B Ordinary	
Prescribed particulars	<p>Holders of these shares are entitled to vote in any meeting on any matters which are subject to shareholder's vote.</p> <p>Entitled to receive distributions after holders of priority shares, MIP shares and preference shares have received relevant returns.</p>	

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

Class of share	B1 Ordinary	
Prescribed particulars	<p>Holders of these shares are entitled to vote in any meeting on any matters which are subject to shareholder's vote.</p> <p>Entitled to receive distributions after holders of priority shares, MIP shares and preference shares have received relevant distributions.</p>	

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

Class of share	B1 Preference	
Prescribed particulars	<p>On an Exit, a return of capital of the Company on a winding up, the payment of Preference Dividends or otherwise, holders of B Preference Shares shall, subject to the company having sufficient distributable assets, be entitled to receive distributions after holders of Priority Shares and MIP Shares, but pari passu with the holders of A Preference Shares and ahead of the holders of Ordinary Shares, of an amount equal to such amount as has accrued on such B1 Preference Shares.</p> <p>B1 Preference Shares carry no voting rights.</p> <p>B1 Preference Shares are redeemable upon, 30 July 2025, an administrator being appointed or a realisation event.</p>	

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

Class of share	B2 Ordinary	
Prescribed particulars	<p>Holders of these shares are entitled to vote in any meeting on any matters which are subject to shareholder's vote.</p> <p>Entitled to receive distributions after holders of priority shares, MIP shares and preference shares have received relevant distributions.</p>	

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

Class of share	B2 Preference	
Prescribed particulars	<p>On an Exit, a return of capital of the Company on a winding up, the payment of Preference Dividends or otherwise, holders of B Preference Shares shall, subject to the company having sufficient distributable assets, be entitled to receive distributions after holders of Priority Shares and MIP Shares, but pari passu with the holders of A Preference Shares and ahead of the holders of Ordinary Shares, of an amount equal to such amount as has accrued on such B2 Preference Shares.</p> <p>B2 Preference Shares carry no voting rights.</p> <p>B2 Preference Shares are redeemable upon, 30 July 2025, an administrator being appointed or a realisation event.</p>	

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

Class of share	B3 Ordinary	
Prescribed particulars	<p>Entitled to receive distributions after holders of priority shares, MIP shares and preference shares have received relevant distributions.</p> <p>Carry no voting rights.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B3 Preference	
Prescribed particulars	<p>On an Exit, a return of capital of the Company on a winding up, the payment of Preference Dividends or otherwise, holders of B Preference Shares shall, subject to the company having sufficient distributable assets, be entitled to receive distributions after holders of Priority Shares and MIP Shares, but pari passu with the holders of A Preference Shares and ahead of the holders of Ordinary Shares, of an amount equal to such amount as has accrued on such B3 Preference Shares.</p> <p>B3 Preference Shares carry no voting rights.</p> <p>B3 Preference Shares are redeemable upon, 30 July 2025, an administrator being appointed or a realisation event.</p>	

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

Class of share	B4 Ordinary	
Prescribed particulars	<p>Entitled to receive distributions after holders of priority shares, MIP shares and preference shares have received relevant distributions as set out in the company's articles.</p> <p>Carry no voting rights.</p>	

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

Class of share	B4 Preference	
Prescribed particulars	<p>On an Exit, a return of capital of the Company on a winding up, the payment of Preference Dividends or otherwise, holders of B Preference Shares shall, subject to the company having sufficient distributable assets, be entitled to receive distributions after holders of Priority Shares and MIP Shares, but pari passu with the holders of A Preference Shares and ahead of the holders of Ordinary Shares, of an amount equal to such amount as has accrued on such B4 Preference Shares.</p> <p>B4 Preference Shares carry no voting rights.</p> <p>B4 Preference Shares are redeemable upon, 30 July 2025, an administrator being appointed or a realisation event.</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	B5 Ordinary	
Prescribed particulars	<p>Entitled to receive distributions after holders of priority shares, MIP shares and preference shares have received relevant distributions.</p> <p>Carry no voting rights.</p>	

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## Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B5 Preference
Prescribed particulars	<p>On an Exit, a return of capital of the Company on a winding up, the payment of Preference Dividends or otherwise, holders of B Preference Shares shall, subject to the company having sufficient distributable assets, be entitled to receive distributions after holders of Priority Shares and MIP Shares, but pari passu with the holders of A Preference Shares and ahead of the holders of Ordinary Shares, of an amount equal to such amount as has accrued on such B5 Preference Shares.</p> <p>B5 Preference Shares carry no voting rights.</p> <p>B5 Preference Shares are redeemable upon, 30 July 2025, an administrator being appointed or a realisation event.</p>

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	Priority Ordinary	
Prescribed particulars	Entitled to receive distributions in priority to all other shareholders.  No voting rights.	

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

Class of share	MIP Ordinary	
Prescribed particulars	<p>Entitled to receive distributions after holders of priority shares have received relevant distributions.</p> <p>No voting rights.</p>	

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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

DLA Piper UK LLP

Address 160 Aldersgate Street

London

Post town

County/Region

Postcode

E C 1 A 4 H T

Country

DX DX: 33866 Finsbury Square

Telephone 08700 111 111



### 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.



### 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)