

**SH01**

Return of allotment of shares

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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 for an allotment of a new class of shares by an unlimited company.

WEDNESDAY



LD2 *L8BDCMY9* #119
 07/08/2019
 COMPANIES HOUSE

1 Company details

Company number 1 1 0 5 3 9 1 5

Company name in full ADVENT 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 0 7 m 0 8 y 2 y 0 y 1 y 9
 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	B2 ORDINARY	2500	0.10	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)

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Statement of capital

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

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
Currency table A				
	SEE CONTINUATION PAGE			
Totals				
Currency table B				
Totals				
Currency table C				
Totals				
		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)				

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

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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

SEE CONTINUATION PAGE

Prescribed particulars

1

Class of share

Prescribed particulars

1

Class of share

Prescribed particulars

1

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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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 Maria Cannatella (MAXC)

Company name Macfarlanes LLP

Address 20 Cursitor Street

Post town

County/Region London

Postcode E C 4 A 1 L T

Country UK

DX DX No: 138 Chancery Lane

Telephone +44 (0)20 7831 7271



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 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

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Statement of capital

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

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.
GBP	A1 ORDINARY SHARES	397748	39,774.80	
GBP	A2 ORDINARY SHARES	2252	225.20	
GBP	B1 ORDINARY SHARES	55000	55,000.00	
GBP	B2 ORDINARY SHARES	33750	3,375.00	
Totals		488750	98,375.00	0

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

Class of share	A1 ORDINARY SHARES	
Prescribed particulars	<p>A1 ordinary shares of £0.10 each in the capital of the Company.</p> <p>Voting - on a show of hands or on a poll, and for a written resolution, each A1 ordinary share for which he is holder, provided that the aggregate number of votes shall in no circumstances be less than 100% of the total votes less any votes allocated to the B1 ordinary shares.</p> <p>Capital - On a winding up, the surplus assets will be applied firstly, in paying the preferred capital return of 10 per cent. of the issue price on the A1 ordinary shares; secondly, in paying an amount equal to 100 per cent. of the issue price in respect of each A1 and A2 ordinary share; thirdly, and until the distribution of the first £1,000,000,000, in distributing the balance (if any) amongst the holders of the A1 and A2 ordinary shares and the B1 and B2 ordinary shares (pari passu as if the same constituted one class of share) according to the number of shares held by the relevant shareholders at the relevant time; and finally, after the distribution of the first £1,000,000,000, in paying the holders of the deferred shares 0.01p per deferred share and thereafter any balance of such assets shall be distributed pari passu amongst the holders of the A1 and A2 ordinary shares and the B1 and B2 ordinary shares.</p> <p>Redemption - the A1 ordinary shares are not redeemable.</p> <p>Income - Each A1 ordinary share has a preferred return of 10% of the issue price accruing from the date of issue (compounding annually).</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A2 ORDINARY SHARES	
Prescribed particulars	<p>A2 ordinary shares of £0.10 each in the capital of the Company.</p> <p>Voting - the A2 ordinary shares are non-voting shares.</p> <p>Capital - On a winding up, the surplus assets will be applied firstly, in paying the preferred capital return of 10 per cent. of the issue price on the A1 ordinary shares; secondly, in paying an amount equal to 100 per cent. of the issue price in respect of each A1 and A2 ordinary share; thirdly, and until the distribution of the first £1,000,000,000, in distributing the balance (if any) amongst the holders of the A1 and A2 ordinary shares and the B1 and B2 ordinary shares (pari passu as if the same constituted one class of share) according to the number of shares held by the relevant shareholders at the relevant time; and finally, after the distribution of the first £1,000,000,000, in paying the holders of the deferred shares 0.01p per deferred share and thereafter any balance of such assets shall be distributed pari passu amongst the holders of the A1 and A2 ordinary shares and the B1 and B2 ordinary shares.</p> <p>Redemption - the A2 ordinary shares are not redeemable.</p> <p>Income - Each A2 ordinary share has a preferred return of 10% of the issue price accruing from the date of issue (compounding annually).</p>	

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

Class of share	B1 ORDINARY SHARES	
Prescribed particulars	<p>B1 ordinary shares of £1.00 each in the capital of the Company.</p> <p>Voting - on a show of hands or on a poll, and for a written resolution, each B1 ordinary shareholder shall have in aggregate such number of votes in respect of all of the B1 ordinary shares held by him as equals 5 per cent. of the total votes that may be cast on such resolution. The aggregate number of votes in respect of the B1 ordinary shares shall in no circumstances be more than 20 per cent. of the total votes that may be cast on a resolution.</p> <p>Capital - On a winding up, the surplus assets will be applied firstly, in paying the preferred capital return of 10 per cent. of the issue price on the A1 ordinary shares; secondly, in paying an amount equal to 100 per cent. of the issue price in respect of each A1 and A2 ordinary share; thirdly, and until the distribution of the first £1,000,000,000, in distributing the balance (if any) amongst the holders of the A1 and A2 ordinary shares and the B1 and B2 ordinary shares (pari passu as if the same constituted one class of share) according to the number of shares held by the relevant shareholders at the relevant time; and finally, after the distribution of the first £1,000,000,000, in paying the holders of the deferred shares 0.01p per deferred share and thereafter any balance of such assets shall be distributed pari passu amongst the holders of the A1 and A2 ordinary shares and the B1 and B2 ordinary shares.</p> <p>Redemption - the B1 ordinary shares are not redeemable.</p> <p>Income - On a distribution, A1 and A2 ordinary shares and B1 and B2 ordinary shares rank pari passu (subject to payment of the preferred return on the A1 and A2 ordinary shares).</p>	

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

Class of share	B2 ORDINARY SHARES	
Prescribed particulars	<p>B2 ordinary shares of £0.10 each in the capital of the Company.</p> <p>Voting - the B2 ordinary shares are non-voting shares.</p> <p>Capital - On a winding up, the surplus assets will be applied firstly, in paying the preferred capital return of 10 per cent. of the issue price on the A1 ordinary shares; secondly, in paying an amount equal to 100 per cent. of the issue price in respect of each A1 and A2 ordinary share; thirdly, and until the distribution of the first £1,000,000,000, in distributing the balance (if any) amongst the holders of the A1 and A2 ordinary shares and the B1 and B2 ordinary shares (pari passu as if the same constituted one class of share) according to the number of shares held by the relevant shareholders at the relevant time; and finally, after the distribution of the first £1,000,000,000, in paying the holders of the deferred shares 0.01p per deferred share and thereafter any balance of such assets shall be distributed pari passu amongst the holders of the A1 and A2 ordinary shares and the B1 and B2 ordinary shares.</p> <p>Redemption - the B1 ordinary shares are not redeemable.</p> <p>Income - On a distribution, A1 and A2 ordinary shares and B1 and B2 ordinary shares rank pari passu (subject to payment of the preferred return on the A1 and A2 ordinary shares).</p>	