

**Return of Allotment of Shares**Company Name: **CE TOPCO LIMITED**Company Number: **11239504**Received for filing in Electronic Format on the: **23/04/2021**

XA30VO0Z

**Shares Allotted (including bonus shares)**

Date or period during which  
shares are allotted

From  
**09/04/2021**

<b>Class of Shares:</b>	<b>C ORDINARY</b>	Number allotted	<b>2972</b>
Currency:	<b>GBP</b>	Nominal value of each share	<b>0.1</b>
		Amount paid:	<b>1</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

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# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>DEFERRED</b>	Number allotted	<b>2</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>0.02</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**NO VOTING RIGHTS. RETURN OF CAPITAL ON LIQUIDATION. AFTER THE DISTRIBUTION OF THE FIRST £1,000,000,000 OF SUCH ASSETS UNDER ARTICLES 6.2.1 TO 6.2.3, THE HOLDERS OF THE DEFERRED SHARES SHALL BE ENTITLED TO RECEIVE £0.01 PER DEFERRED SHARE AND THEREAFTER ANY BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED IN THE SAME MANNER AS IS SET OUT IN ARTICLE 6.2.3. NO RIGHT TO PARTICIPATE IN DISTRIBUTION OF PROFITS. SHARES NOT LIABLE TO BE REDEEMED AT THE ELECTION OF THE COMPANY OR THE SHAREHOLDER(S).**

<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>800000</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>80000</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**VOTING RIGHTS. ANY AVAILABLE PROFITS WHICH THE COMPANY SHALL DETERMINE TO DISTRIBUTE IN ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES. SHARES NOT LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER(S). ON A RETURN OF CAPITAL ON LIQUIDATION, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENTS OF ITS LIABILITIES SHALL BE APPLIED IN PRIORITY TO ANY PAYMENTS TO BE MADE IN ACCORDANCE WITH ARTICLE 6.2.3 IN PAYING FOR EACH HOLDER OF EQUITY SHARES (AS DEFINED IN THE ARTICLES OF ASSOCIATION) (PARI PASSU AS IF THE NAME CONSTITUTED ONE CLASS OF SHARES) IN RESPECT OF EACH EQUITY SHARE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE ISSUE PRICE SHARES. THE BALANCE OF SUCH ASSETS (IF ANY) AFTER ALL PAYMENTS TO BE MADE IN PRIORITY SHALL BE DISTRIBUTED AS BELOW (I) THE RETURN OF CAPITAL CONSTITUTES A CONVERSION EVENT (AS DEFINED IN ARTICLE 8), AFTER THE OPERATION OF THE CONVERSION RIGHTS SET OUT IN ARTICLE 8 AMONGST THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) ACCORDING TO THE NUMBER OF SUCH EQUITY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME OR (II) IF THE**

RETURN OF CAPITAL DOES NOT CONSTITUTE A CONVERSION EVENT, AMONGST THE HOLDERS OF EQUITY SHARES (PARI PASSU AS IF THE NAME CONSTITUTED ONE CLASS OF SHARES) AMOUNTING TO THE NUMBER OF EQUITY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME.

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>200000</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>20000</b>

Currency: **GBP**

Prescribed particulars

**VOTING RIGHTS. ANY AVAILABLE PROFITS WHICH THE COMPANY SHALL DETERMINE TO DISTRIBUTE IN ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF A ORDINARY AND B ORDINARY SHARES. ON A RETURN OF CAPITAL ON LIQUIDATION, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN PRIORITY FOR ANY PAYMENTS TO BE MADE IN ACCORDANCE WITH ARTICLE 6.2.3 IN PAYING TO EACH HOLDER OF EQUITY SHARES (AS DEFINED IN THE ARTICLES OF ASSOCIATION) (PARI PASSU AS IF THE NAME CONSTITUTED ONE CLASS OF SHARES) IN RESPECT OF EACH EQUITY SHARE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE ISSUE PRICE THEREOF. THE BALANCE OF SUCH ASSETS (IF ANY) AFTER ALL PAYMENTS TO BE MADE IN PRIORITY SHALL BE DISTRIBUTED AS FOLLOWS (I) IF THE RETURN OF CAPITAL CONSTITUTES A CONVERSION EVENT (AS DEFINED IN ARTICLE 8), AFTER THE OPERATION OF THE CONVERSION RIGHTS SET OUT IN ARTICLE 8, AMONGST THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) ACCORDING TO THE NUMBER OF SUCH EQUITY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME OR (II) IF THE RETURN OF CAPITAL DOES NOT CONSTITUTE A CONVERSION EVENT, AMONGST THE HOLDERS OF EQUITY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH EQUITY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. SHARES NOT LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS.**

<b>Class of Shares:</b>	<b>PREFERRED</b>	Number allotted	<b>30635936</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>3063.5936</b>

Currency: **GBP**

Prescribed particulars

NO VOTING RIGHTS. NO AUTOMATIC RIGHTS TO PARTICIPATE IN ANY DISTRIBUTION OF PROFITS. ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING ORDER: IN PRIORITY FOR ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLES 6.2.2 AND 6.2.3 IN PAYING TO EACH HOLDER OF PREFERRED ORDINARY SHARES (PARI PASSU AS IF NAME CONSTITUTED ONE CLASS OF SHARES) IN RESPECT OF EACH PREFERRED ORDINARY SHARE OF WHICH IT IS A HOLDER, AN AMOUNT EQUAL TO: (I) 100% OF THE ISSUE PRICE THEREOF AND (II) THE PREFERRED AMOUNT (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION), SUCH THAT THE AMOUNT SHALL BE PAID PRO-RATA TO THE RELEVANT HOLDER'S OF PREFERRED ORDINARY SHARES UNTIL SUCH POINT IN RESPECT OF ANY PREFERRED ORDINARY SHARE, 100% OF THE ISSUE PRICE AND THE PREFERRED AMOUNT HAS BEEN PAID. ALL PREFERRED ORDINARY SHARES SHALL BE REDEEMED BY THE COMPANY IMMEDIATELY PRIOR TO AN EXIT OR, IF EARLIER: (A) THE DATE FALLING 10 YEARS AFTER THE COMPLETION DATE OR (B) IN THE OCCURRENCE OF A DEFAULT EVENT. THE COMPANY MAY, WITH INVESTOR CONSENT, AT ANY TIME ON NOT LESS THAN 25 BUSINESS DAYS' NOTICE IN WRITING TO THE HOLDERS OF PREFERRED ORDINARY SHARES, REDEEM SUCH TOTAL NUMBER OF PREFERRED ORDINARY SHARES AS IS SPECIFIED IN SUCH NOTICE, PROVIDED THAT, IN EITHER CASE, NO PREFERRED ORDINARY SHARES SHALL BE REDEEMED FOR A PERIOD OF 24 MONTHS FROM THE COMPLETION DATE WHERE SUCH REDEMPTION WOULD BE PROHIBITED BY REGULATION 43 OF THE AIFM REGULATIONS. THE HOLDERS OF MORE THAN 50% IN NUMBER OF PREFERRED ORDINARY SHARES IN ISSUE MAY AT ANY TIME REQUIRE THE COMPANY, BY SERVING NOTICE ON IT, TO REDEEM SUCH ACCOUNT OF PREFERRED ORDINARY SHARES AS IS SPECIFIED IN THE NOTICE, TO AFFECT A REFINANCING OR IF A DEFAULT EVENT HAS OCCURRED.

Class of Shares:	C	Number allotted	2972
	ORDINARY	Aggregate nominal value:	297.2
Currency:	GBP		

Prescribed particulars

NO VOTING RIGHTS. ANY AVAILABLE PROFITS WHICH THE COMPANY SHALL DETERMINE TO DISTRIBUTE IN ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF A ORDINARY, B ORDINARY SHARES AND C ORDINARY SHARES PARI PASSU. ON A RETURN OF CAPITAL ON LIQUIDATION, THE SURPLUS ASSETS OF THE COMPANY

REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL FOLLOWING PAYMENT OF THE PREFERRED RETURN AMOUNT UNDER ARTICLE 6.2.1 AND THE A AND B ORDINARY SHARE RETURN AMOUNT UNDER ARTCILE 6.2.2, AND IN PRIORITY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLES 6.2.4 AND 6.2.5, THE C ORDINARY SHARE RETURN AMOUNT SHALL BE DISTRIBUTED AMOUNGST THE HOLDERS OF THE C ORDINARY SHARES ACCORDING TO THE NUMBER OF SUCH C ORDINARY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. SHARES ARE NOT REDEEMABLE.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>31638910</b>
		Total aggregate nominal value:	<b>103360.8136</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.



Companies House

**COMPANY NAME: CE TOPCO LIMITED**

**COMPANY NUMBER: 11239504**

**A second filed SH01 was registered on 29/04/21**