



SH02

Notice of consolidation, sub-division, redemption  
of shares or re-conversion of stock into shares

Companies House

- ✓

**What this form is for**  
You may use this form to give notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares.
- ✗

**What this form is NOT for**  
You cannot use this form to give notice of a conversion of shares into stock.
- For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

1

Company details

Company number

1

2

6

2

5

1

0

5

Company name in full

AZURE 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

Date of resolution

Date of resolution

d

2

d

7

m

0

m

4

y

2

y

0

y

2

y

2

3

Consolidation

Please show the amendments to each class of share.

	Previous share structure		New share structure	
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

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Sub-division

Please show the amendments to each class of share.

	Previous share structure		New share structure	
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
Deferred Share	1	£1.00	100	£0.01

5

Redemption

Please show the class number and nominal value of shares that have been redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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## Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

## New share structure

Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

7

## Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

Please use a Statement of Capital continuation page if necessary.

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
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## Currency table A

GBP£	See Continuation Sheet			
Totals				

## Currency table B

Totals				

## Currency table C

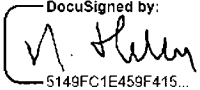
Totals				

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
	7887663	£244626.63	£0

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

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8	Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>	
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in <b>Section 7</b> .	
Class of share	A Ordinary Shares	
Prescribed particulars <sup>①</sup>	<p>Voting Rights: A Ordinary Shares and B1 Ordinary Shares rank equally for voting purposes. On a show of hands each member shall have one vote and on a poll each member shall have one vote per share provided that A Ordinary Shares held by "Investors" (defined in Articles) will have at least 75% of aggregate amount of votes.</p> <p>Dividend Rights: Subject to board recommendation and investor consent, each A Ordinary Share ranks equally with B Ordinary Shares for any dividend declared.</p> <p>Return of Capital: Firstly, in paying to each holder of Investor Priority Shares (i) the Priority Subscription Amount in respect of such shares and then (ii) the Priority Amount for each such Investor Priority Share. Secondly and thereafter, in paying to each hold of A Priority Shares and B Priority Shares (i) the Priority Subscription Amount paid on each such A and B Priority Share held by them and then (ii) any accrued and unpaid Priority Amount on such shares, pro rata to the holder's holding of A Priority Shares and B Priority Shares. Thirdly and thereafter, the B Pot (as defined in the Articles) of the balance to be distributed amongst holders of B1 Ordinary Shares pro rata to their holding of such shares with the remainder of the balance allocated pro rata between all holders of ordinary shares. After the distribution of £1,000,000,000 of assets, the holders of Deferred Shares shall be entitled to receive 0.01p per Deferred Share. Thereafter any remaining balance to be distributed amongst A Ordinary Shares and B Ordinary Shares pro rata to their holding of ordinary shares.</p> <p>The A Ordinary Shares are non-redeemable.</p>	
Class of share	B1 Ordinary Shares	
Prescribed particulars <sup>①</sup>	<p>Voting Rights: A Ordinary Shares and B1 Ordinary Shares rank equally for voting purposes. On a show of hands each member shall have one vote and on a poll each member shall have one vote per share provided that A Ordinary Shares held by "Investors" (defined in Articles) will have at least 75% of aggregate amount of votes.</p> <p>Dividend Rights: Subject to board recommendation and investor consent, each A Ordinary Share ranks equally with B Ordinary Shares for any dividend declared.</p> <p>Return of Capital: Firstly, in paying to each holder of Investor Priority Shares (i) the Priority Subscription Amount in respect of such shares and then (ii) the Priority Amount for each such Investor Priority Share. Secondly and thereafter, in paying to each hold of A Priority Shares and B Priority Shares (i) the Priority Subscription Amount paid on each such A and B Priority Share held by them and then (ii) any accrued and unpaid Priority Amount on such shares, pro rata to the holder's holding of A Priority Shares and B Priority Shares. Thirdly and thereafter, the B Pot (as defined in the Articles) of the balance to be distributed amongst holders of B1 Ordinary Shares pro rata to their holding of such shares with the remainder of the balance allocated pro rata between all holders of ordinary shares. After the distribution of £1,000,000,000 of assets, the holders of Deferred Shares shall be entitled to receive 0.01p per Deferred Share. Thereafter any remaining balance to be distributed amongst A Ordinary Shares and B Ordinary Shares pro rata to their holding of ordinary shares.</p> <p>The B1 Ordinary Shares are non-redeemable.</p>	
Class of share	Investor Priority Shares	
Prescribed particulars <sup>①</sup>	<p>VOTING RIGHTS - No right to vote.</p> <p>DIVIDEND RIGHTS - No right to participate in a dividend distribution which is determined in respect to any other share class but subject to board recommendation and investor consent, Company may determined to distribute available profits among holders of Priority Shares up to an amount equal to the unpaid and accrued Priority Amount on such shares.</p> <p>DISTRIBUTION RIGHTS ON A RETURN OF CAPITAL - Firstly, in paying to each holder of Investor Priority Shares (i) the Priority Subscription Amount in respect of such shares and then (ii) the Priority Amount for each such Investor Priority Share. Secondly and thereafter, in paying to each hold of A Priority Shares and B Priority Shares (i) the Priority Subscription Amount paid on each such A and B Priority Share held by them and then (ii) any accrued and unpaid Priority Amount on such shares, pro rata to the holder's holding of A Priority Shares and B Priority Shares. Thirdly and thereafter, the B Pot (as defined in the Articles) of the balance to be distributed amongst holders of B1 Ordinary Shares pro rata to their holding of such shares with the remainder of the balance allocated pro rata between all holders of ordinary shares. After the distribution of £1,000,000,000 of assets, the holders of Deferred Shares shall be entitled to receive 0.01p per Deferred Share. Thereafter any remaining balance to be distributed amongst A Ordinary Shares and B Ordinary Shares pro rata to their holding of ordinary shares.</p> <p>REDEEMABLE SHARES - The shares are redeemable.</p>	
9	Signature	
	I am signing this form on behalf of the company.	
Signature	<div><div>Signature</div><div><div>X</div><div><div>DocuSigned by:</div><div></div><div>5149FC1E459F415...</div></div><div>X</div></div></div>	
	<div>This form may be signed by: Director<sup>②</sup>, Secretary, Person authorised<sup>③</sup>, Administrator , Administrative Receiver, Receiver, Receiver manager, CIC manager.</div>	
	<div><div><div>② Societas Europaea</div><div>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.</div></div><div><div>③ Person authorised</div><div>Under either section 270 or 274 of the Companies Act 2006.</div></div></div>	

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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	Ciara Stratford									
Company name	Ropes & Gray International LLP									
Address	60 Ludgate Hill									
Post town	London									
County/Region	Greater London									
Postcode	E	C	4	M		7	A	W		
Country	United Kingdom									
DX										
Telephone	0203 201 1639									

**Checklist**

**We may return 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 entered the date of resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed 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)**

SH02 - continuation page  
Notice of consolidation, sub-division, redemption of shares or  
re-conversion of stock into shares

## Statement of capital

**Complete a separate table for each currency.**

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value
GBP£	A Ordinary	425000	170000
GBP£	B1 Ordinary	71000	710
GBP£	Investor Priority	1007341	10073.41
GBP£	A Priority	6384221	63842.21
GBP£	Deferred	101	1.01
Totals		7887663	244626.63

In accordance with  
Section 619, 621 & 689  
of the Companies Act  
2006.

## SH02 - continuation page

### Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

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#### 'Statement of capital (prescribed particulars of rights attached to shares)'<sup>①</sup>

Class of share	A Priority Shares	
Prescribed particulars	<p>VOTING RIGHTS - No right to vote.</p> <p>DIVIDEND RIGHTS - No right to participate in a dividend distribution which is determined in respect to any other share class but subject to board recommendation and investor consent, Company may determined to distribute available profits among holders of A Priority Shares up to an amount equal to the unpaid and accrued Priority Amount on such shares.</p> <p>DISTRIBUTION RIGHTS ON A RETURN OF CAPITAL - Firstly, in paying to each holder of Investor Priority Shares (i) the Priority Subscription Amount in respect of such shares and then (ii) the Priority Amount for each such Investor Priority Share. Secondly and thereafter, in paying to each hold of A Priority Shares and B Priority Shares (i) the Priority Subscription Amount paid on each such A and B Priority Share held by them and then (ii) any accrued and unpaid Priority Amount on such shares, pro rata to the holder's holding of A Priority Shares and B Priority Shares. Thirdly and thereafter, the B Pot (as defined in the Articles) of the balance to be distributed amongst holders of B1 Ordinary Shares pro rata to their holding of such shares with the remainder of the balance allocated pro rata between all holders of ordinary shares. After the distribution of £1,000,000,000 of assets, the holders of Deferred Shares shall be entitled to receive 0.01p per Deferred Share. Thereafter any remaining balance to be distributed amongst A Ordinary Shares and B Ordinary Shares pro rata to their holding of ordinary shares.</p> <p>REDEEMABLE SHARES - The shares are redeemable.</p>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

In accordance with  
Section 619, 621 & 689  
of the Companies Act  
2006.

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8 'Statement of capital (prescribed particulars of rights attached to shares)❶		
Class of share	Deferred Shares	
Prescribed particulars	<p>VOTING RIGHTS - NO ENTITLEMENT TO VOTE. RIGHT TO PARTICIPATE IN DIVIDENDS - NO RIGHT TO PARTICIPATE. DISTRIBUTION RIGHTS ON A RETURN OF CAPITAL - AFTER DISTRIBUTION OF FIRST £1,000,000,000, HOLDERS OF DEFERRED SHARES ENTITLED TO RECEIVE 0.01P PER DEFERRED SHARE. ANY REMAINING BALANCE TO BE DISTRIBUTED AMONGST HOLDERS OF ORDINARY SHARES PRO RATA TO THEIR HOLDING OF ORDINARY SHARES. REDEEMABLE SHARES - THE SHARES ARE NOT REDEEMABLE.</p>	<p>❶ Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"><li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li><li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li><li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li><li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li></ul> <p>A separate table must be used for each class of share.</p>