

**Return of Allotment of Shares**Company Name: **GOAL ACQUISITIONS (HOLDINGS) LIMITED**Company Number: **05421315**Received for filing in Electronic Format on the: **28/06/2023**

XC6NRGWY

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>20/06/2023</b>	<b>20/06/2023</b>

**Class of Shares:** **A ORDINARY****Currency:** **EUR**Number allotted **1**Nominal value of each share **1**Amount paid: **8898603**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	1776043705
	ORDINARY	Aggregate nominal value:	1776043705

Currency: EUR

Prescribed particulars

THE HOLDERS OF ORDINARY SHARES AND EUR PREFERENCE SHARES SHALL HAVE AGGREGATE VOTING POWER EQUIVALENT TO 79.9% OF THE ENTIRE VOTING POWER OF THE COMPANY AND SUCH VOTING POWER SHALL BE EXERCISED PRO RATA BETWEEN SUCH HOLDERS IN PROPORTION TO THE TOTAL NUMBER OF ORDINARY SHARES AND/OR EUR PREFERENCE SHARES HELD BY THEM. THE VOTING RIGHTS ATTACHING TO THE ORDINARY SHARES ARE MORE FULLY DESCRIBED IN ARTICLE 2.7.3 OF THE COMPANY'S ARTICLES OF ASSOCIATION. THE HOLDERS OF ORDINARY SHARES SHALL PARTICIPATE IN ANY DISTRIBUTION DECLARED ONLY AFTER THE PAYMENT OF ANY ARREARS OR ACCRUALS ON THE PRIORITY USD PREFERENCE DIVIDEND, THE PRIORITY USD PREFERENCE DIVIDEND, ANY EUR PREFERENCE ARREARS, THE EUR PREFERENCE DIVIDEND, ANY ARREARS OR ACCRUALS ON THE FIXED USD PREFERENCE DIVIDEND AND THE FIXED USD PREFERENCE DIVIDEND. THE INCOME RIGHTS ATTACHING TO THE ORDINARY SHARES ARE MORE FULLY DESCRIBED IN ARTICLE 2.7.1 OF THE COMPANY'S ARTICLES OF ASSOCIATION. ON A RETURN OF CAPITAL OR LIQUIDATION, THE SURPLUS ASSETS OF THE COMPANY SHALL BE APPLIED (IN THE FOLLOWING ORDER) TO SATISFY ANY EUR PREFERENCE ARREARS, ANY AMOUNT SUBSCRIBED FOR EACH EUR PREFERENCE SHARE HELD, ANY ARREARS OR ACCRUALS OF THE PRIORITY USD PREFERENCE DIVIDEND, ANY ARREARS OR ACCRUALS OF THE FIXED USD PREFERENCE DIVIDEND AND ANY AMOUNT SUBSCRIBED FOR EACH USD PREFERENCE SHARE HELD, THE AMOUNT SUBSCRIBED FOR EACH ORDINARY SHARE HELD AND THEN TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF SHARES THEY HOLD. THE CAPITAL RIGHTS ATTACHING TO THE ORDINARY SHARES ARE MORE FULLY DESCRIBED IN ARTICLE 2.7.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION. THE ORDINARY SHARES ARE NON-REDEEMABLE SHARES.

Class of Shares:	REDEEMABLE	Number allotted	4366439000
	PREFERENCE	Aggregate nominal value:	4366439000

Currency: EUR

THE HOLDERS OF ORDINARY SHARES AND EUR PREFERENCE SHARES SHALL HAVE AGGREGATE VOTING POWER EQUIVALENT TO 79.9% OF THE ENTIRE VOTING POWER OF THE COMPANY AND SUCH VOTING POWER SHALL BE EXERCISED PRO RATA BETWEEN SUCH HOLDERS IN PROPORTION TO THE TOTAL NUMBER OF ORDINARY SHARES AND/OR EUR PREFERENCE SHARES HELD BY THEM. THE VOTING RIGHTS ATTACHING TO THE EUR PREFERENCE SHARES ARE MORE FULLY DESCRIBED IN ARTICLE 2.7.3 OF THE COMPANY'S ARTICLES OF ASSOCIATION. PROPORTION TO THE TOTAL NUMBER OF ORDINARY SHARES AND/OR EUR PREFERENCE SHARES HELD BY THEM. THE VOTING RIGHTS ATTACHING TO THE EUR PREFERENCE SHARES ARE MORE FULLY DESCRIBED IN ARTICLE 2.7.3 OF THE COMPANY'S ARTICLES OF ASSOCIATION. INCOME THE HOLDERS OF EUR PREFERENCE SHARES SHALL PARTICIPATE IN ANY DISTRIBUTION DECLARED ONLY AFTER THE PAYMENT OF ANY ARREARS OR ACCRUALS ON THE PRIORITY USD PREFERENCE DIVIDEND AND THE PRIORITY USD PREFERENCE DIVIDEND. ANY DISTRIBUTION PAID TO THE HOLDERS OF EUR PREFERENCE SHARES WILL BE APPLIED FIRST IN PAYING ANY EUR PREFERENCE ARREARS AND PAYMENT WILL THEN BE MADE TO THE HOLDERS OF EUR PREFERENCE SHARES WITH SUCH PAYMENT BEING EQUAL TO THE LOWER OF (I) AN AMOUNT EQUAL TO 50 PER CENT OF THE OPERATING PROFIT OF THE COMPANY, (II) AN AMOUNT EQUAL TO THE COMPANY'S TOTAL COMPREHENSIVE NET INCOME AND (III) €260,000. THE INCOME RIGHTS ATTACHING TO THE EUR PREFERENCE SHARES ARE MORE FULLY DESCRIBED IN ARTICLE 2.7.1 OF THE COMPANY'S ARTICLES OF ASSOCIATION. ON A RETURN OF CAPITAL OR LIQUIDATION, THE SURPLUS ASSETS OF THE COMPANY SHALL BE APPLIED (IN THE FOLLOWING ORDER) TO SATISFY ANY EUR PREFERENCE ARREARS, ANY AMOUNT SUBSCRIBED FOR EACH EUR PREFERENCE SHARE HELD, ANY ARREARS OR ACCRUALS OF THE PRIORITY USD PREFERENCE DIVIDEND, ANY ARREARS OR ACCRUALS OF THE FIXED USD PREFERENCE DIVIDEND AND ANY AMOUNT SUBSCRIBED FOR EACH USD PREFERENCE SHARE HELD, THE AMOUNT SUBSCRIBED FOR EACH ORDINARY SHARE HELD AND THEN TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF SHARES THEY HOLD. THE CAPITAL RIGHTS ATTACHING TO THE EUR PREFERENCE SHARES ARE MORE FULLY DESCRIBED IN ARTICLE 2.7.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION. THE EUR PREFERENCE SHARES ARE REDEEMABLE AT THE OPTION OF THE COMPANY BUT NOT OF THE HOLDERS.

<b>Class of Shares:</b>	<b>PREFERENCE</b>	Number allotted	<b>3651148811</b>
<b>Currency:</b>	<b>USD</b>	Aggregate nominal value:	<b>3651148811</b>

THE HOLDERS OF USD PREFERENCE SHARES SHALL BETWEEN THEM HAVE AGGREGATE VOTING POWER EQUIVALENT TO 20.1% OF THE ENTIRE VOTING POWER OF THE COMPANY AND SUCH VOTING POWER SHALL BE EXERCISED PRO RATA BETWEEN SUCH HOLDERS IN PROPORTION TO THE TOTAL NUMBER OF USD PREFERENCE SHARES HELD BY THEM. THE VOTING RIGHTS ATTACHING TO THE USD PREFERENCE SHARES ARE MORE FULLY DESCRIBED IN ARTICLE 2.7.3 OF THE COMPANY'S ARTICLES OF ASSOCIATION. THE HOLDERS OF USD PREFERENCE SHARES SHALL PARTICIPATE IN ANY DIVIDEND DECLARED FIRST IN THE PAYMENT OF ANY ARREARS OR ACCRUALS OF THE PRIORITY USD PREFERENCE DIVIDEND AND THEN THE PRIORITY USD PREFERENCE DIVIDEND. AFTER THE PAYMENT OF THE EUR PREFERENCE ARREARS AND THE EUR PREFERENCE DIVIDEND, THE HOLDERS OF USD PREFERENCE SHARES SHALL BE PAID ANY ARREARS OR ACCRUALS ON THE FIXED USD PREFERENCE DIVIDEND AND THEN THE FIXED USD PREFERENCE DIVIDEND. THE INCOME RIGHTS ATTACHING TO THE USD PREFERENCE SHARES ARE MORE FULLY DESCRIBED IN ARTICLE 2.7.1 OF THE COMPANY'S ARTICLES ON A RETURN OF CAPITAL OR LIQUIDATION, THE SURPLUS ASSETS OF THE COMPANY SHALL BE APPLIED (IN THE FOLLOWING ORDER) TO SATISFY ANY EUR PREFERENCE ARREARS, ANY AMOUNT SUBSCRIBED FOR EACH EUR PREFERENCE SHARE HELD, ANY ARREARS OR ACCRUALS OF THE PRIORITY USD PREFERENCE DIVIDEND, ANY ARREARS OR ACCRUALS OF THE FIXED USD PREFERENCE DIVIDEND AND ANY AMOUNT SUBSCRIBED FOR EACH USD PREFERENCE SHARE HELD, THE AMOUNT SUBSCRIBED FOR EACH ORDINARY SHARE HELD AND THEN TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF SHARES THEY HOLD. THE CAPITAL RIGHTS ATTACHING TO THE USD PREFERENCE SHARES ARE MORE FULLY DESCRIBED IN ARTICLE 2.7.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION. THE USD PREFERENCE SHARES ARE NON-REDEEMABLE.

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## Statement of Capital (Totals)

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Currency:	<b>EUR</b>	Total number of shares:	<b>6142482705</b>
		Total aggregate nominal value:	<b>6142482705</b>
		Total aggregate amount unpaid:	<b>0</b>
Currency:	<b>USD</b>	Total number of shares:	<b>3651148811</b>
		Total aggregate nominal value:	<b>3651148811</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.