

**Return of Allotment of Shares**Company Name: **ETIHAD TOPCO LIMITED**Company Number: **07479219**Received for filing in Electronic Format on the: **03/08/2023**

XC952ELU

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>13/07/2023</b>	

<b>Class of Shares:</b>	<b>SUPER</b>	Number allotted	<b>888156</b>
	<b>PREFERRED</b>	Nominal value of each share	<b>1</b>
	<b>A ORDINARY</b>	Amount paid:	<b>888156</b>
Currency:	<b>GBP</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>B</b>	Number allotted	<b>157834</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>1578.813502</b>

Currency: **GBP**

Prescribed particulars

THE RIGHTS OF THE B ORDINARY SHARES ARE AS FOLLOWS: (A) ON A SHOW OF HANDS OF EACH MEMBER HOLDING B ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED CORPORATE REPRESENTATIVE (NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE) SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER HOLDING B ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER. (B) THE B ORDINARY SHARES HAVE THE RIGHT, AS RESPECTS DIVIDENDS, TO PARTICIPATE IN A DISTRIBUTION IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 6.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 4 JANUARY 2016, AS AMENDED BY A SPECIAL RESOLUTION DATED 29 MARCH 2016, AS FURTHER AMENDED BY A SPECIAL RESOLUTION DATED 18 SEPTEMBER 2020, AS FURTHER AMENDED BY A SPECIAL RESOLUTION DATED 14 FEBRUARY 2022 AND AS FURTHER AMENDED BY A SPECIAL RESOLUTION DATED 13 JULY 2023 (THE "ARTICLES"). (C) THE B ORDINARY SHARES HAVE THE RIGHT, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING UP) IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 6.3 OF THE ARTICLES. (D) THE B ORDINARY SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS.

<b>Class of Shares:</b>	<b>C</b>	Number allotted	<b>9958</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>99.58</b>

Currency: **GBP**

Prescribed particulars

THE RIGHTS OF THE C ORDINARY SHARES ARE AS FOLLOWS: (A) THE HOLDERS OF C ORDINARY SHARES ARE NOT ENTITLED TO RECEIVE NOTICE OF OR TO ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY BY VIRTUE OF THEIR HOLDINGS OF ANY SUCH C ORDINARY SHARES. (B) SUBJECT TO ARTICLE 6.5 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 4 JANUARY 2016, AS AMENDED BY A SPECIAL RESOLUTION DATED 29 MARCH 2016, AS FURTHER AMENDED BY A SPECIAL RESOLUTION DATED 18 SEPTEMBER 2020, AS FURTHER AMENDED BY A SPECIAL RESOLUTION DATED 14 FEBRUARY 2022 AND AS FURTHER AMENDED BY A SPECIAL RESOLUTION DATED 13 JULY 2023 (THE "ARTICLES"), THE HOLDERS OF C ORDINARY SHARES ARE NOT ENTITLED TO RECEIVE ANY PROFITS OF THE COMPANY. (C) SUBJECT TO ARTICLE 6.5 OF THE ARTICLES, THE HOLDERS OF C ORDINARY SHARES ARE NOT ENTITLED TO RECEIVE ANY CAPITAL OR ASSETS OF THE COMPANY ON A WINDING UP OR OTHER RETURN OF CAPITAL AVAILABLE FOR DISTRIBUTION TO THE MEMBERS OF THE COMPANY. (D) THE C ORDINARY SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS. (E) THE C ORDINARY SHARES ARE SUBJECT TO CONVERSION PURSUANT TO SCHEDULE 2 OF THE ARTICLES.

Class of Shares:	PREFERRED	Number allotted	902744
	ORDINARY	Aggregate nominal value:	9027.44
Currency:	GBP		
Prescribed particulars			

THE RIGHTS OF THE PREFERRED ORDINARY SHARES ARE AS FOLLOWS: (A) ON A SHOW OF HANDS EACH MEMBER HOLDING PREFERRED ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE) SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER HOLDING PREFERRED ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER. (B) THE PREFERRED ORDINARY SHARES HAVE THE RIGHT, AS RESPECTS DIVIDENDS, TO PARTICIPATE IN A DISTRIBUTION IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 6.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED 4 JANUARY 2016, AS AMENDED BY A SPECIAL RESOLUTION DATED 29 MARCH 2016, AS FURTHER AMENDED BY A SPECIAL RESOLUTION DATED 18 SEPTEMBER 2020, AS FURTHER AMENDED BY A SPECIAL RESOLUTION DATED 14 FEBRUARY 2022 AND AS FURTHER AMENDED BY A SPECIAL RESOLUTION DATED 13 JULY 2023 (THE "ARTICLES"). (C) THE PREFERRED ORDINARY SHARES HAVE THE RIGHT, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING UP) IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 6.3 OF THE ARTICLES. (D) THE PREFERRED ORDINARY SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS.

<b>Class of Shares:</b>	<b>PREFERENCE</b>	Number allotted	<b>84873</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>848.73</b>
Prescribed particulars			

THE RIGHTS OF THE PREFERENCE SHARES ARE AS FOLLOWS: (A) THE HOLDERS OF PREFERENCE SHARES ARE NOT ENTITLED TO RECEIVE NOTICE OF OR TO ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY BY VIRTUE OF THEIR HOLDINGS OF ANY SUCH PREFERENCE SHARES. (B) THE PREFERENCE SHARES HAVE THE RIGHT, AS RESPECTS DIVIDENDS, TO PARTICIPATE IN A DISTRIBUTION IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 6.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 4 JANUARY 2016, AS AMENDED BY A SPECIAL RESOLUTION DATED 29 MARCH 2016, AS FURTHER AMENDED BY A SPECIAL RESOLUTION DATED 18 SEPTEMBER 2020, AS FURTHER AMENDED BY A SPECIAL RESOLUTION DATED 14 FEBRUARY 2022 AND AS FURTHER AMENDED BY A SPECIAL RESOLUTION DATED 13 JULY 2023 (THE "ARTICLES"). (C) THE PREFERENCE SHARES HAVE THE RIGHT, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING UP) IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 6.3 OF THE ARTICLES. (D) THE PREFERENCE SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS.

Class of Shares:	<b>SUPER</b>	Number allotted	<b>888156</b>
	<b>PREFERRED</b>	Aggregate nominal value:	<b>888156</b>
	<b>A</b>		
	<b>ORDINARY</b>		
Currency:	<b>GBP</b>		
Prescribed particulars			

THE RIGHTS OF THE SUPER PREFERRED A ORDINARY SHARES ARE AS FOLLOWS: (A) ON A SHOW OF HANDS EACH MEMBER HOLDING SUPER PREFERRED A ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE) SHALL HAVE 100 VOTES AND ON A POLL EVERY MEMBER HOLDING SUPER PREFERRED A ORDINARY SHARES SHALL HAVE 100 VOTES FOR EVERY SUCH SHARE OF WHICH HE IS A HOLDER; (B) THE SUPER PREFERRED A ORDINARY SHARES HAVE THE RIGHT, AS RESPECTS DIVIDENDS, TO PARTICIPATE IN A DISTRIBUTION IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 6.1 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 4 JANUARY 2016, AS AMENDED BY A SPECIAL RESOLUTION DATED 29 MARCH 2016, AS FURTHER AMENDED BY A SPECIAL RESOLUTION DATED 18 SEPTEMBER 2020, AS FURTHER AMENDED BY A SPECIAL RESOLUTION DATED 14 FEBRUARY 2022 AND AS FURTHER AMENDED BY A SPECIAL RESOLUTION DATED 13 JULY 2023 (THE “ARTICLES”); (C) THE SUPER PREFERRED A ORDINARY SHARES HAVE THE RIGHT, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING UP) IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 6.3 OF THE ARTICLES; AND (D) THE SUPER PREFERRED A ORDINARY SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>2043565</b>
		Total aggregate nominal value:	<b>899710.563502</b>
		Total aggregate amount unpaid:	<b>231336.62</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.