



Companies House

**CS01** (ef)

**Confirmation Statement**

Company Name: **GALAXY TOPCO LIMITED**

Company Number: **08812566**



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Company Name: **GALAXY TOPCO LIMITED**

Company Number: **08812566**

Confirmation **08/06/2022**

Statement date:

# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>374027320</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>37402732</b>
Currency:	<b>GBP</b>		
Prescribed particulars			

1. VOTING RIGHTS EACH HOLDER OF A ORDINARY SHARES WHO IS A PAST OR PRESENT EMPLOYEE OF, CONSULTANT TO OR A DIRECTOR OF THE COMPANY AND/OR ANY OF ITS SUBSIDIARIES (TOGETHER, THE "GROUP") WHO IS NOT AN INVESTOR OR INVESTOR ASSOCIATE WHO UNDERTAKES TO PERFORM THE OBLIGATIONS OF A MANAGER UNDER A DEED OF ADHERENCE TO THE INVESTMENT AGREEMENT (A "MANAGER") SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF, AND ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY SUBJECT TO THE BELOW, EACH SUCH HOLDER OF A ORDINARY SHARES IS ENTITLED TO, WHETHER ON A SHOW OF HANDS OR ON A POLL, ONE VOTE FOR EACH A ORDINARY SHARE OF WHICH THAT PERSON IS THE HOLDER. ON ANY VOTE IN RESPECT OF ANY RESOLUTION OF THE COMPANY TO EFFECT AN ISSUE OF SHARES IN "DEFAULT OF CIRCUMSTANCES" (BROADLY, BEING WHERE THERE IS ANY ACTUAL OR REASONABLY IMMINENT BREACH OF ANY FINANCING DOCUMENT TO WHICH THE GROUP IS PARTY, OR THE GROUP IS SUBJECT TO AN INSOLVENCY EVENT) OR AN ISSUE OF SHARES TO A THIRD PARTY AS CONSIDERATION FOR AN ACQUISITION OF SHARES OR ASSETS BY THE GROUP, THEN TO THE EXTENT THAT THE VOTES ATTACHING TO THE A ORDINARY SHARES OR D ORDINARY SHARES HELD BY MANAGERS VOTING IN FAVOUR OF SUCH RESOLUTION ARE LESS THAN 75.1% THEN THE A ORDINARY SHARES OR D ORDINARY SHARES HELD BY THE INVESTORS SHALL BE DEEMED TO CONFER ON THE INVESTORS THE RIGHT TO EXERCISE SUCH ADDITIONAL VOTES AS SHALL ENSURE THAN NO LESS THAN 75.1% OF THE TOTAL NUMBER OF VOTES OF SHAREHOLDERS EXERCISABLE AT ANY GENERAL MEETING OF THE COMPANY ARE CAST IN FAVOUR OF SUCH RESOLUTION.

2. RETURN OF CAPITAL ON A WINDING-UP. LIQUIDATION OR OTHER RETURN OF A CAPITAL (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE HOLDERS OF SHARES AFTER THE PAYMENT OF ITS LIABILITIES ARE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: (A) FIRST, IN PAYING TO EACH HOLDER OF ANY SHARES (INCLUDING A ORDINARY SHARES) THE PRICE (INCLUDING ANY PREMIUM PAID THEREON) AT WHICH SUCH SHARE WAS ACQUIRED ON ISSUE (THE "ACQUISITION PRICE"), IN RESPECT OF WHICH EACH SUCH SHARE SHALL RANK PARI PASSU (AS IF THEY CONSTITUTED ON CLASS OF SHARE), SUCH THAT THE DISTRIBUTION SHALL BE PAID PRO RATA TO THE RELEVANT HOLDER'S HOLDING OF SHARES UNTIL SUCH POINT, IN RESPECT OF ANY SHARE, THE ACQUISITION COST HAS BEEN PAID, (B) THE BALANCE OF SUCH ASSETS, IF ANY, SHALL BE DISTRIBUTED TO THE HOLDERS OF THE SHARES, IN RESPECT OF WHICH EACH SUCH SHARE SHALL RANK PARI PASSU (AS IF THEY CONSTITUT

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>13491</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>1349.1</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**1. VOTING RIGHTS EACH HOLDER OF B ORDINARY SHARES SHALL NOT BE ENTITLED TO ANY VOTES IN RESPECT THEREOF. 2. RETURN OF CAPITAL ON A WINDING-UP, LIQUIDATION OR OTHER RETURN OF A CAPITAL (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE HOLDERS OF SHARES AFTER THE PAYMENT OF ITS LIABILITIES ARE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: (A) FIRST, IN PAYING TO EACH HOLDER OF ANY SHARES (INCLUDING B ORDINARY SHARES) THE PRICE (INCLUDING ANY PREMIUM PAID THEREON) AT WHICH SUCH SHARE WAS ACQUIRED ON ISSUE (THE "ACQUISITION PRICE"), IN RESPECT OF WHICH EACH SUCH SHARE SHALL RANK PARI PASSU (AS IF THEY CONSTITUTED ON CLASS OF SHARE), SUCH THAT THE DISTRIBUTION SHALL BE PAID PRO RATA TO THE RELEVANT HOLDER'S HOLDING OF SHARES UNTIL SUCH POINT, IN RESPECT OF ANY SHARE, THE ACQUISITION COST HAS BEEN PAID, (B) THE BALANCE OF SUCH ASSETS, IF ANY, SHALL BE DISTRIBUTED TO THE HOLDERS OF THE SHARES, IN RESPECT OF WHICH EACH SUCH SHARE SHALL RANK PARI PASSU (AS IF THEY CONSTITUTED ONE CLASS OF SHARE), SUCH THAT THE DISTRIBUTION SHALL BE PAID PRO RATA TO THE RELEVANT HOLDER'S HOLDING OF SHARES. 3. DIVIDEND RIGHTS SUBJECT TO THE BOARD RECOMMENDING (WITH INVESTOR CONSENT) PAYMENT OF THE SAME, EACH SHARE ISSUED BY THE COMPANY IS ENTITLED PARI PASSU TO DIVIDEND PAYMENT OR ANY OTHER DISTRIBUTION. 4. REDEMPTION THE B ORDINARY SHARES ARE NOT REDEEMABLE OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY.**

<b>Class of Shares:</b>	<b>C</b>	Number allotted	<b>6</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>0.6</b>
Currency:	<b>GBP</b>		

Prescribed particulars

1. VOTING RIGHTS EACH HOLDER OF C ORDINARY SHARES SHALL NOT BE ENTITLED TO ANY VOTES IN RESPECT THEREOF. 2. RETURN OF CAPITAL ON A WINDING-UP, LIQUIDATION OR OTHER RETURN OF A CAPITAL (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE HOLDERS OF SHARES AFTER THE PAYMENT OF ITS LIABILITIES ARE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: (A) FIRST, IN PAYING TO EACH HOLDER OF ANY SHARES (INCLUDING C ORDINARY SHARES) THE PRICE (INCLUDING ANY PREMIUM PAID THEREON) AT WHICH SUCH SHARE WAS ACQUIRED ON ISSUE (THE "ACQUISITION PRICE"), IN RESPECT OF WHICH EACH SUCH SHARE SHALL RANK PARI PASSU (AS IF THEY CONSTITUTED ON CLASS OF SHARE), SUCH THAT THE DISTRIBUTION SHALL BE PAID PRO RATA TO THE RELEVANT HOLDER'S HOLDING OF SHARES UNTIL SUCH POINT, IN RESPECT OF ANY SHARE, THE ACQUISITION COST HAS BEEN PAID, (B) THE BALANCE OF SUCH ASSETS, IF ANY, SHALL BE DISTRIBUTED TO THE HOLDERS OF THE SHARES, IN RESPECT OF WHICH EACH SUCH SHARE SHALL RANK PARI PASSU (AS IF THEY CONSTITUTED ONE CLASS OF SHARE), SUCH THAT THE DISTRIBUTION SHALL BE PAID PRO RATA TO THE RELEVANT HOLDER'S HOLDING OF SHARES. 3. DIVIDEND RIGHTS SUBJECT TO THE BOARD RECOMMENDING (WITH INVESTOR CONSENT) PAYMENT OF THE SAME, EACH SHARE ISSUED BY THE COMPANY IS ENTITLED PARI PASSU TO DIVIDEND PAYMENT OR ANY OTHER DISTRIBUTION. 4. REDEMPTION THE HOLDER OF ONE OR MORE C ORDINARY SHARES (WHO IS NOT A LEAVER) MAY, BY WRITTEN REQUEST, REQUIRE THE COMPANY TO EITHER REDEEM, REPURCHASE OR PROCURE THE ACQUISITION AT ANY TIME WITHIN 15 BUSINESS DAYS OF THE WRITTEN REQUEST, ALL OF THE C ORDINARY SHARES HELD BY SUCH PERSON (INCLUDING C ORDINARY SHARES HELD BY SUCH PERSON'S PERMITTED TRANSFEREES) AT A PRICE OF £2,500 PER C ORDINARY SHARE.

Class of Shares:	D	Number allotted	5
	ORDINARY	Aggregate nominal value:	2700
Currency:	GBP		
Prescribed particulars			

1. VOTING RIGHTS EACH HOLDER OF D ORDINARY SHARES WHO IS A PAST OR PRESENT EMPLOYEE OF, CONSULTANT TO OR DIRECTOR OF THE COMPANY AND/OR ANY OF ITS SUBSIDIARIES (TOGETHER, THE "GROUP") WHO IS NOT AN INVESTOR OR INVESTOR ASSOCIATE WHO UNDERTAKES TO PERFORM THE OBLIGATIONS OF A MANAGER UNDER A DEED OF ADHERENCE TO THE INVESTMENT AGREEMENT (A "MANAGER") SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF, AND ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY SUBJECT TO THE BELOW, EACH SUCH HOLDER OF D ORDINARY SHARES IS ENTITLED TO, WHETHER ON A SHOW OF HANDS OR ON A POLL (1) TO THE EXTENT SUCH PERSON IS A MANAGER AND HOLDS BOTH A ORDINARY SHARES AND ONE OR MORE D ORDINARY SHARES, SUCH VOTES IN RESPECT OF SUCH ONE OR MORE D ORDINARY SHARES (TOGETHER WITH ANY VOTING RIGHTS SUCH HOLDER HAS PURSUANT TO THE HOLDING OF ANY OTHER SHARES) AS ARE REQUESTED TO ENTITLE THAT PERSON TO EXERCISE 5 PER CENT IN AGGREGATE OF THE TOTAL VOTES AT A GENERAL MEETING OF THE COMPANY (SUCH PERCENTAGE TO BE CALCULATED BY REFERENCE TO THOSE OTHER SHARES, THE HOLDERS OF WHICH ARE ENTITLED TO VOTE IN RESPECT OF SUCH SHARES), AND (2) TO THE EXTENT SUCH PERSON IS A MANAGER AND HOLDS ONE OR MORE D ORDINARY SHARES, BUT NO A ORDINARY SHARES, SUCH VOTES IN RESPECT OF SUCH ONE OR MORE D ORDINARY SHARES AS ARE REQUIRED TO ENTITLE THAT PERSON TO EXERCISE 5 PER CENT IN AGGREGATE OF THE TOTAL VOTES AT A GENERAL MEETING OF THE COMPANY (SUCH PERCENTAGE TO BE CALCULATED BY REFERENCE TO THOSE OTHER SHARES, THE HOLDERS OF WHICH ARE ENTITLED TO VOTE IN RESPECT OF SUCH SHARES). ON ANY VOTE IN RESPECT OF ANY RESOLUTION OF THE COMPANY TO EFFECT AN ISSUE OF SHARES IN DEFAULT CIRCUMSTANCES (BROADLY, WHERE THERE IS ANY ACTUAL OR REASONABLY IMMINENT BREACH OF ANY FINANCING DOCUMENT TO WHICH THE GROUP IS PARTY, OR THE GROUP IS SUBJECT TO AN INSOLVENCY EVENT) OR AN ISSUE OF SHARES TO A THIRD PARTY AS CONSIDERATION FOR AN ACQUISITION OF SHARES OR ASSETS BY THE GROUP, THEN TO THE EXTENT THAT THE VOTES ATTACHING TO THE A ORDINARY SHARES OR D ORDINARY SHARES HELD BY MANAGER VOTING IN FAVOUR OF SUCH RESOLUTION ARE LESS THAN 75.1% THEN THE A ORDINARY SHARES OR D ORDINARY SHARES HELD BY THE INVESTORS SHALL BE DEEMED TO CONFER ON THE INVESTORS THE RIGHT TO EXERCISE SUCH ADDITIONAL VOTES AS SHALL ENSURE THAT NO LESS THAN 75.1% OF THE TOTAL NUMBER OF VOTES OF SHAREHOLDERS EXERCISABLE AT ANY GENERAL MEETING OF THE COMPANY ARE CAST IN FAVOUR OF SUCH RESOLUTION.

2. RETURN OF CAPITAL EACH SHARE ISSUED BY THE COMPANY IS ENTITLED

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## Statement of Capital (Totals)

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Currency:

**GBP**

Total number of shares:

**374040822**

Total aggregate nominal value: **37406781.7**

Total aggregate amount

**0**

unpaid:

# Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1: **374027320 A ORDINARY shares held as at the date of this confirmation statement**

Name: **UNBOUND GROUP PLC**

Shareholding 2: **0 D ORDINARY shares held as at the date of this confirmation statement**

Name: **JOHN NICHOLAS**

Shareholding 3: **6 C ORDINARY shares held as at the date of this confirmation statement**

Name: **UNBOUND GROUP PLC**

Shareholding 4: **13491 B ORDINARY shares held as at the date of this confirmation statement**

Name: **UNBOUND GROUP PLC**

Shareholding 5: **5 D ORDINARY shares held as at the date of this confirmation statement**

Name: **UNBOUND GROUP PLC**

Shareholding 6: **0 A ORDINARY shares held as at the date of this confirmation statement**

Name: **LISA MCCARTEN**

Shareholding 7: **0 A ORDINARY shares held as at the date of this confirmation statement**

Name: **PETER NOEL TAYLOR**

Shareholding 8: **0 A ORDINARY shares held as at the date of this confirmation statement**

Name: **PETER NICHOLAS DAVIS**

Shareholding 9: **0 A ORDINARY shares held as at the date of this confirmation statement**

Name: **JOHN NICHOLAS**



## **Confirmation Statement**

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

# Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,  
Judicial Factor