

**Return of Allotment of Shares**Company Name: **Synexus Clinical Research Topco Limited**Company Number: **09388942**Received for filing in Electronic Format on the: **19/09/2023**

XCCE9TS8

Shares Allotted (including bonus shares)Date or period during which
shares are allottedFrom
06/09/2023To
06/09/2023**Class of Shares: A ORDINARY**Currency: **GBP**

Number allotted

1

Nominal value of each share

0.015

Amount paid:

435891543.1358

Amount unpaid:

0

No shares allotted other than for cash

Statement of Capital (Share Capital)

| | | | |
|------------------|----------|--------------------------|-----------|
| Class of Shares: | A | Number allotted | 2545857 |
| | ORDINARY | Aggregate nominal value: | 38187.855 |

Currency: GBP

Prescribed particulars

THE A ORDINARY SHARES ENTITLE THE HOLDER TO: (A) ONE VOTE PER A ORDINARY SHARE, PROVIDED THAT FOR SO LONG AS LDC (MANAGERS) LIMITED, LDC IV LP, LDC PARALLEL IV LP, LDC (NOMINEES) LIMITED, LDC PARALLEL NOMINEES LIMITED OR ANY HOLDING COMPANY OR SUBSIDIARY OF ANY SUCH HOLDING COMPANY (EACH A "LDC ENTITY") SHALL BE THE LEGAL AND/OR BENEFICIAL OWNER OF A ORDINARY SHARES, - SUCH A ORDINARY SHARES SO HELD BY LDC ENTITIES SHALL NOT TOGETHER CONFER MORE THAN 49.9% OF THE TOTAL VOTING RIGHTS OF ALL THE SHARES OF THE COMPANY AT ANY TIME. IF THERE IS A MATERIAL DEFAULT UNDER THE TERMS OF THE ARTICLES) AND THE INVESTOR MAJORITY HAS SERVED A NOTICE TO THE COMPANY THAT ADDITIONAL VOTES ARE TO BE EXERCISED, THE HOLDERS OF A ORDINARY SHARES ARE ENTITLED ON A POLL VOTE AT A GENERAL MEETING OR ON A WRITTEN RESOLUTION TO SUCH NUMBER OF VOTES FOR EVERY A ORDINARY SHARES AS WILL CONFER 95% OF THE TOTAL VOTING RIGHTS OF ALL SHARES OF THE COMPANY AT THAT TIME; (B) A PRO-RATA ENTITLEMENT TO ANY DIVIDEND WHICH THE COMPANY DETERMINES TO DISTRIBUTE; (C) ON A RETURN OF ASSETS ON LIQUIDATION PRIOR TO THE APPLICATION RATCHET, THE SURPLUS ASSETS OF THE COMPANY AFTER PAYING ITS LIABILITIES, A HOLDER OF A ORDINARY SHARES SHALL BE ENTITLED: (I) ALONG WITH THE HOLDERS OF B ORDINARY SHARES AND B2 ORDINARY SHARES AS REGARDS THEIR RESPECTIVE SHARES, TO THE AMOUNT CREDITED AS PAID UP PER A ORDINARY SHARE AND ANY DECLARED DIVIDENDS OR DISTRIBUTIONS WHICH HAVE NOT BEEN PAID; (II) AFTER THE HOLDERS OF C1 ORDINARY SHARES AND C2 ORDINARY SHARES HAVE RECIEVED AN AMOUNT EQUAL TO THE AMOUNT CREATED AS PAID UP PER C1 ORDINARY SHARE OR C2 ORDINARY SHARE AND AFTER THE HOLDERS OF DEFERRED SHARES HAVE RECIEVED AN A,OUNT EQUAL TO £0.01 PER SHARE, TO A PARI PASSU ENTITLEMENT WITH THE HOLDERS OF B1 ORDINARY SHARES, B2 ORDINARY SHARES, C1 ORDINARY SHARES AND C2 ORDINARY SHARES AND C2 ORDINARY SHARES TO THE BALANCE OF SUCH ASSETS; AND (D) THE A ORDINARY SHARES ARE NOT REDEEMABLE.

| | | | |
|-------------------------|-----------------|--------------------------|----------------|
| Class of Shares: | B1 | Number allotted | 307203 |
| | ORDINARY | Aggregate nominal value: | 30720.3 |

Currency: **GBP**

Prescribed particulars

THE B1 ORDINARY SHARES ENTITLE THE HOLDER TO: (A) ONE VOTE PER B1 ORDINARY SHARE AT ALL GENERAL MEETINGS OF THE COMPANY OR ON A WRITTEN RESOLUTION. IF ANY ADDITIONAL VOTES ARE CONFERRED ON THE HOLDERS OF B2 ORDINARY SHARES, C1 ORDINARY SHARES AND C2 ORDINARY SHARES UNDER THE ARTICLES OF ASSOCIATION OF THE COMPANY, THE VOTES EXERCISABLE BY THE HOLDERS OF VOTING B1 ORDINARY SHARES (B2 ORDINARY SHARES, C1 ORDINARY SHARES AND C2 ORDINARY SHARES) SHALL BE REDUCED ON A PRO-RATA BASIS. THIS IS ALSO SUBJECT TO THE INVESTOR MAJORITY HAVING NOT EXERCISED ITS RIGHT: TO ADDITIONAL VOTES UPON AN EVENT OF MATERIAL DEFAULT (AS SET OUT IN THE ARTICLES); - (B) A PRO-RATA ENTITLEMENT TO ANY DIVIDEND WHICH THE COMPANY DETERMINES TO DISTRIBUTE; (C) ON A RETURN OF ASSETS OF LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE AND IN THE EVENT OF A REALISATION OF LIQUIDATION PRIOR TO THE APPLICATION OF THE RATCHET, THE SURPLUS ASSETS OF THE COMPANY AFTER PAYING ITS LIABILITIES, A HOLDER OF B1 ORDINARY SHARES SHALL BE ENTITLED: (I) ALONG WITH THE HOLDERS OF A1 ORDINARY SHARES, A2 ORDINARY SHARES AND B2 ORDINARY SHARES, AS REGARDS THEIR RESPECTIVE SHARES, TO THE AMOUNT CREDITED AS PAID UP PER B1 ORDINARY SHARE AND NAY DECLARED DIVIDENDS OR DISTRIBUTIONS WHICH HAVE NOT BEEN PAID; (II) AFTER THE HOLDERS OF THE C1 ORDINARY SHARES AND C2 ORDINARY SHARES HAVE RECIEVED AN AMOUNT EQUAL TO THE AMOUNT CREATED AS PAID UP PER C1 ORDINARY SHARE OR C2 ORDINARY SHARE AND AFTER THE HOLDERS OF DEFERRED SHARES HAVE RECIEVED AN AMOUNT EQUAL TO £0.01 PER SHARE, TO A PARI PASSU ENTITLEMENT WITH THE HOLDERS OF A ORDINARY SHARES, B2 ORDINARY SHARES, C1 ORDINARY SHARES AND C2 ORDINARY SHARES TO THE BALANCE OF SUCH ASSETS; AND (D) THE B1 ORDINARY SHARES ARE NOT REDEEMABLE.

| | | | |
|-------------------------|-----------------|--------------------------|-------------|
| Class of Shares: | B2 | Number allotted | 110 |
| | ORDINARY | Aggregate nominal value: | 3300 |

Currency: **GBP**

Prescribed particulars

THE B2 ORDINARY SHARES ENTITLE THE HOLDER TO: (A) SUCH A NUMBER OF VOTES PER SHARE IN THE CAPITAL OF THE COMPANY AS SHALL EQUAL, WHEN ADDED TO THE VOTES ATTACHING TO ALL OTHER SHARES THEN IN ISSUE HELD BY SUCH HOLDER OF VOTING B2 ORDINARY SHARES AND PARTICIPATING IN THE RELEVANT POLL OR WRITTEN RESOLUTION, 5% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME. IF ADDITIONAL VOTES ARE CONFERRED ON THE HOLDERS OF C1 ORDINARY SHARES AND C2 ORDINARY SHARES UNDER THE ARTICLES OF ASSOCIATION OF THE COMPANY, THE VOTES EXERCISABLE BY THE HOLDERS OF VOTING B2 ORDINARY SHARES (B1 ORDINARY SHARES AND C1 ORDINARY SHARES) SHALL BE REDUCED ON A PRO-RATA BASIS. THIS IS ALSO SUBJECT TO THE INVESTOR MAJORITY HAVING NOT EXERCISED ITS RIGHTS TO ADDITIONAL VOTES UPON AN EVENT OF MATERIAL DEFAULT (AS SET OUT IN THE ARTICLES); (B) A PRO-RATA ENTITLEMENT TO ANY DIVIDEND WHICH THE COMPANY DETERMINES TO DISTRIBUTE; (C) ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE AND IN THE EVENT OF A REALISATION OF LIQUIDATION PRIOR TO THE APPLICATION OF THE RATCHET, THE SURPLUS ASSETS OF THE COMPANY AFTER PAYING ITS LIABILITIES, A HOLDER OF B2 ORDINARY SHARES SHALL BE ENTITLED: (I) ALONG WITH THE HOLDERS OF A1 ORDINARY SHARES, A2 ORDINARY SHARES AND B1 ORDINARY SHARES AS REGARDS THEIR RESPECTIVE SHARES, TO THE AMOUNT CREDITED AS PAID UP PER B2 ORDINARY SHARE AND ANY DECLARED DIVIDENDS OR DISTRIBUTIONS WHICH HAVE NOT BEEN PAID; (II) AFTER THE HOLDERS OF C1 ORDINARY SHARES AND C2 ORDINARY SHARES HAVE RECEIVED AN AMOUNT EQUAL TO THE AMOUNT CREDITED AS PAID UP PER C1 ORDINARY SHARE OR C2 ORDINARY SHARE AND AFTER THE HOLDERS OF DEFERRED SHARES HAVE RECEIVED AN AMOUNT EQUAL TO £0.01 PER SHARE, TO A PARI PASSU ENTITLEMENT WITH THE HOLDERS OF A ORDINARY SHARES, B1 ORDINARY SHARES, C1 ORDINARY SHARES AND C2 ORDINARY SHARES TO THE BALANCE OF SUCH ASSETS; AND (D) THE B2 ORDINARY SHARES ARE NOT REDEEMABLE.

| | | | |
|-------------------------|-----------------|--------------------------|----------------|
| Class of Shares: | C1 | Number allotted | 747808 |
| | ORDINARY | Aggregate nominal value: | 37390.4 |
| Currency: | GBP | | |
| Prescribed particulars | | | |

THE C1 ORDINARY SHARES ENTITLE THE HOLDERS TO: (A) ONE VOTE PER C1 ORDINARY SHARE AT ALL GENERAL MEETINGS OF THE COMPANY OR ON A WRITTEN RESOLUTION. IF ANY ADDITIONAL VOTES ARE CONFERRED ON THE HOLDERS OF B1 ORDINARY SHARES, B2 ORDINARY SHARES AND C2 ORDINARY SHARES UNDER THE ARTICLES OF ASSOCIATION OF THE COMPANY, THE VOTES EXERCISABLE BY THE HOLDERS OF VOTING C1 ORDINARY SHARES (B1 ORDINARY SHARES, B2 ORDINARY SHARES AND C2 ORDINARY SHARES) SHALL BE REDUCED ON A PRO-RATE BASIS. THIS IS ALSO SUBJECT TO THE INVESTOR MAJORITY NOT HAVING EXERCISED ITS RIGHT TO ADDITIONAL VOTES UPON AN EVENT OF MATERIAL DEFAULT {AS SET OUT IN THE ARTICLES}; (B) A PRO-RATA ENTITLEMENT TO ANY DIVIDEND WHICH THE COMPANY DETERMINES TO DISTRIBUTE; (C) ON A RETURN OF ASSETS ON LIQUIDATION/REDUCTION OF CAPITAL OR OTHERWISE AND IN THE EVENT OF A REALISATION OF LIQUIDATION PRIOR TO THE APPLICATION OF RATCHET, THE SURPLUS ASSETS OF THE COMPANY AFTER PAYING ITS LIABILITIES, A HOLDER OF B1 ORDINARY SHARES AND B2 ORDINARY SHARES HAVE RECIEVED AN AMOUNT CREDITED AS PAID UP AS REGARDS THEIR RESPECTIVE SHARES AND ANY DECLARED DIVIDENDS OR DISTRIBUTIONS WHICH HAVE NOT BEEN PAID, THE HOLDERS OF THE C1 ORDINARY SHARES RECIEVE AN AMOUNT EQUAL TO THE AMOUNT CREDITED AS PAID UP PER C1 ORDINARY SHARE; (II) AFTER THE HOLDERS OF DEFERRED SHARES HAVE RECIEVED AN AMOUNT EQUAL TO £0.01 PER SHARE, TO A PARI PASSU ENTITLMENT WITH THE HOLDERS OF A ORDINARY SHARS, B1 ORDINARY SHARES, B2 ORDINARY SHARES AND C2 ORDINARY SHARES TO THE BALANCE OF SUCH ASSETS; AND (D) THE C1 ORDINARY SHARES ARE NOT REDEEMABLE.

| | | | |
|------------------------|----------|--------------------------|------|
| Class of Shares: | C2 | Number allotted | 143 |
| | ORDINARY | Aggregate nominal value: | 4290 |
| Currency: | GBP | | |
| Prescribed particulars | | | |

THE C2 SHARES ENTITLE THE HOLDER TO: (A) SUCH NUMBER OF VOTES PER SHARE IN THE CAPITAL OF THE COMPANY AS SHALL EQUAL, WHEN ADDED TO THE VOTES ATTACHING TO ALL OTHER SHARES THEN IN ISSUE HELD BY SUCH HOLDER OF VOTING C2 ORDINARY SHARES AND PARTICIPATING IN THE RELEVANT POLL OR WRITTEN RESOLUTION, 5% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME. IF ADDITIONAL VOTES ARE CONFERRED ON THE HOLDERS OF B1 ORDINARY SHARES OR B2 ORDINARY SHARES UNDER THE ARTICLES OF ASSOCIATION OF THE COMPANY, THE VOTES EXERCISABLE BY "THE HOLDERS OF BOTING C2 ORDINARY SHARES (C1 ORDINARY SHARES AND B1 ORDINARY SHARES) SHALL BE REDUCED ON A PRO-RATA BASIS. THIS IS ALSO SUBJECT TO THE INVESTOR MAJROITY HAVING NOT EXERCISED ITS RIGHTS TO ADDITIONAL VOTES UPON AN EVENT OF MATERIAL DEFAULT (AS SET OUT IN THE ARTICLES); (B) A PRO-RATA ENTITLEMENT TO ANY DIVIDEND WHICH THE COMPANY TO DISTRIBUTE; (C) ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE AND IN THE EVENT OF A REALISATION OF LIQUIDATION PRIOR TO THE APPLICATION OF THE RATCHET, THE SURPLUS ASSETS OF THE COMPANY AFTER PAYING ITS LIABILITIES, A HOLDER OF C2 ORDINARY SHARES SHALL BE ENTITLED: (I) AFTER THE HOLDERS OF A ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES HAVE RECIEVED AN AMOUNT CREDITED AS PAID UP AS REGARDS THEIR RESPECTIVE SHARES AND ANY DECLARED DIVIDENDS OR DISTRIBUTIONS WHICH HAVE NOT BEEN PAID, THE HOLDERS OF THE C2 ORDINARY SHARES RECIEVE AN AMOUNT EQUAL TO THE AMOUNT CREDITED AS PAID UP PER C2 ORDINARY SHARES; (II) AFTER THE HOLDERS OF DEFERRED SHARES HAVE RECIEVED AN AMOUNT EQUAL TO £0.01 PER SHARE, TO A PARI PASSU ENTITLEMENT WITH THE HOLDERS OF A ORDINARY SHARES, B1 ORDINARY SHARES, B2 ORDINARY SHARES AND C1 ORDINARY SHARES TO THE BALANCE OF SUCH ASSETS; AND (D) THE C2 ORDINARY SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|-------------------|
| Currency: | GBP | Total number of shares: | 3601121 |
| | | Total aggregate nominal value: | 113888.555 |
| | | Total aggregate amount unpaid: | 0 |

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.