

SH01

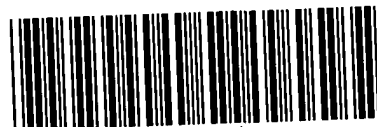
Return of allotment of shares



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FRIDAY
WEDNESDAY



A8160RK0

A13

13/11/2019

#393

COMPANIES HOUSE

A07

01/11/2019

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COMPANIES HOUSE

✓ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

✗ **What this form is NOT for**
You cannot use this form to give
notice of shares taken on
formation of the company
for an allotment of a new
share by an unlimited

1 Company details

Company number 1 0 2 2 3 7 8 5

Company name in full Project Light 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 Allotment dates

From Date d 3 d 0 m 1 m 0 y 2 y 0 y 1 y 9
To Date d d m m y y y y

① Allotment date

If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

② Currency

If currency details are not
completed we will assume currency
is in pound sterling.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	C1 Ordinary	4000	0.10	£1.00	£0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page

Please use a continuation page if
necessary.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

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Return of allotment of shares

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

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
Currency table A				
GBP	A Ordinary	89630	8,963.00	
GBP	B Ordinary	556	55.60	
GBP	C1 Ordinary	9500	950.00	
Totals		99686	9968.60	0.00
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
		212658	14479.45	0.00

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

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Return of allotment of shares

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Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

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
GBP	C2 Ordinary	4500	4,500.00	
GBP	Preference	108472	10.85	
Totals		112972	4,510.85	

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Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share

A Ordinary

Prescribed particulars
❶

Please see continuation sheet

Class of share

B Ordinary

Prescribed particulars
❶

Please see continuation sheet

Class of share

C1 Ordinary

Prescribed particulars
❶

Please see continuation sheet

❶ Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X

X

This form may be signed by:
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ Societas Europaea

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.

❸ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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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 Molly Dyas

Company name Pinsent Masons LLP

Address 30 Crown Place

Post town

County/Region London

Postcode E C 2 A 4 E S

Country United Kingdom

DX 157620 Broadgate 3

Telephone 020 7667 7238



Checklist

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of 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 or email 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

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary	
Prescribed particulars	<p>1 As regards voting and subject to Articles 8.5 and 8.8.2, A Ordinary Shares shall confer on each holder thereof the right to receive notice of and to attend, speak and vote at all General Meetings of the Company and to vote on written resolutions and, on a poll or written resolution, to exercise, together with the B Ordinary Shares (pari passu as if a single class of share) the right to 85% of the total voting rights of all Shares at any time which shall be allocated amongst the holders pro rata to the number of such A Ordinary Shares and B Ordinary Shares held, provided always that if any of the B Ordinary Shares and/or C2 Ordinary Shares are disenfranchised pursuant to Articles 8.5 or 8.8.2 (the "Disenfranchised Shares") then the voting rights which would otherwise have been exercisable by the holder of such Disenfranchised Shares shall be allocated amongst the holders of A Ordinary Shares pro rata to the number of such A Ordinary Shares held until such time as the Disenfranchised Shares cease to have their voting rights suspended in accordance with the Articles.</p> <p>2 As regards income no dividend shall be declared or paid in respect of any financial year unless Investor Approval to such distribution shall have been obtained. Subject thereto, any profits which the Company may determine to distribute in respect of any financial year: (i) in respect of the A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares (the "Equity Shares"), shall be applied amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) and pro rata to the number of Equity Shares held; or (ii) in respect of the Preference Shares, shall be applied amongst the holders of the Preference Shares pro rata to the number of Preference Shares held.</p> <p>3 On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after the payment of its liabilities (including but not limited to all amounts due under the Loan Notes) shall be applied: (i) first, in paying to the holders of the A Ordinary Shares (pro rata to their respective holdings of the A Ordinary Shares) such amount as is agreed between the Investor and the Managers within 28 days of the Acquisition Completion Date as being the Managers' proportion of the transactional costs incurred by the Investor, the Company, Midco, Cleanco or Bidco in relation to the acquisition of AK (SPV) Limited; (ii) second, to the extent permitted by law, in paying to each holder of Preference Shares the amount set out in Article 5.8; and (iii) subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) and pro rata to the number of Equity Shares held. In the event of a Sale, the proceeds of such Sale shall be distributed between the selling Shareholders in the manner set out above as if the same constituted a liquidation of the Company.</p> <p>4 A Ordinary Shares are non-redeemable</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Ordinary	
Prescribed particulars	<p>1 As regards voting and subject to Articles 8.5 and 8.8.2, B Ordinary Shares shall confer on each holder thereof the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to vote on written resolutions and, on a poll or written resolution, to exercise, together with the A Ordinary Shares (pari passu as if a single class of share) the right to 85% of the total voting rights of all Shares at any time which shall be allocated amongst the holders pro rata to the number of such A Ordinary Shares and B Ordinary Shares held, provided always that if any of the B Ordinary Shares and/or C2 Ordinary Shares are disenfranchised pursuant to Articles 8.5 or 8.8.2 (the "Disenfranchised Shares") then the voting rights which would otherwise have been exercisable by the holder of such Disenfranchised Shares shall be allocated amongst the holders of A Ordinary Shares pro rata to the number of such A Ordinary Shares held until such time as the Disenfranchised Shares cease to have their voting rights suspended in accordance with the Articles.</p> <p>2 As regards income no dividend shall be declared or paid in respect of any financial year unless Investor Approval to such distribution shall have been obtained. Subject thereto, any profits which the Company may determine to distribute in respect of any financial year: (i) in respect of the A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares (the "Equity Shares"), shall be applied amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) and pro rata to the number of Equity Shares held; or (ii) in respect of the Preference Shares, shall be applied amongst the holders of the Preference Shares pro rata to the number of Preference Shares held.</p> <p>3 On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after the payment of its liabilities (including but not limited to all amounts due under the Loan Notes) shall be applied: (i) first, in paying to the holders of the A Ordinary Shares (pro rata to their respective holdings of the A Ordinary Shares) such amount as is agreed between the Investor and the Managers within 28 days of the Acquisition Completion Date as being the Managers' proportion of the transactional costs incurred by the Investor, the Company, Midco, Cleanco or Bidco in relation to the acquisition of AK (SPV) Limited; (ii) second, to the extent permitted by law, in paying to each holder of Preference Shares the amount set out in Article 5.8; and (iii) subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) and pro rata to the number of Equity Shares held. In the event of a Sale, the proceeds of such Sale shall be distributed between the selling Shareholders in the manner set out above as if the same constituted a liquidation of the Company.</p> <p>4 B Ordinary Shares are non-redeemable</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C1 Ordinary	
Prescribed particulars	<p>1 As regards voting the holders of C1 Ordinary Shares shall, in respect of the C1 Ordinary Shares held by them, not be entitled to receive notice of or to attend, speak or vote at any general meeting of the Company nor to receive a copy of or vote on any written resolution of the Company.</p> <p>2 As regards income no dividend shall be declared or paid in respect of any financial year unless Investor Approval to such distribution shall have been obtained. Subject thereto, any profits which the Company may determine to distribute in respect of any financial year: (i) in respect of the A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares (the "Equity Shares"), shall be applied amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) and pro rata to the number of Equity Shares held; or (ii) in respect of the Preference Shares, shall be applied amongst the holders of the Preference Shares pro rata to the number of Preference Shares held.</p> <p>3 On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after the payment of its liabilities (including but not limited to all amounts due under the Loan Notes) shall be applied: (i) first, in paying to the holders of the A Ordinary Shares (pro rata to their respective holdings of the A Ordinary Shares) such amount as is agreed between the Investor and the Managers, within 28 days of the Acquisition Completion Date as being the Managers' proportion of the transactional costs incurred by the Investor, the Company, Midco, Cleanco or Bidco in relation to the acquisition of AK (SPV) Limited; (ii) second, to the extent permitted by law, in paying to each holder of Preference Shares the amount set out in Article 5.8; and (iii) subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) and pro rata to the number of Equity Shares held. In the event of a Sale, the proceeds of such Sale shall be distributed between the selling Shareholders in the manner set out above as if the same constituted a liquidation of the Company.</p> <p>4 C1 Ordinary Shares are non-redeemable</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C2 Ordinary	
Prescribed particulars	<p>1 As regards voting and subject to Articles 8.5 and 8.8.2, C2 Ordinary Shares shall confer on each holder thereof the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to vote on written resolutions and, on a poll or written resolution, to exercise the right to 15% of the total voting rights of all Shares at any time which shall be allocated amongst the holders pro rata to the number of such C2 Ordinary Shares held, provided always that if any of the B Ordinary Shares and/or C2 Ordinary Shares are disenfranchised pursuant to Articles 8.5 or 8.8.2 (the "Disenfranchised Shares") then the voting rights which would otherwise have been exercisable by the holder of such Disenfranchised Shares shall be allocated amongst the holders of A Ordinary Shares pro rata to the number of such A Ordinary Shares held until such time as the Disenfranchised Shares cease to have their voting rights suspended in accordance with the Articles.</p> <p>2 As regards income no dividend shall be declared or paid in respect of any financial year unless Investor Approval to such distribution shall have been obtained. Subject thereto, any profits which the Company may determine to distribute in respect of any financial year: (i) in respect of the A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares (the "Equity Shares"), shall be applied amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) and pro rata to the number of Equity Shares held; or (ii) in respect of the Preference Shares, shall be applied amongst the holders of the Preference Shares pro rata to the number of Preference Shares held.</p> <p>3 On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after the payment of its liabilities (including but not limited to all amounts due under the Loan Notes) shall be applied: (i) first, in paying to the holders of the A Ordinary Shares (pro rata to their respective holdings of the A Ordinary Shares) such amount as is agreed between the Investor and the Managers within 28 days of the Acquisition Completion Date as being the Managers' proportion of the transactional costs incurred by the Investor, the Company, Midco, Cleanco or Bidco in relation to the acquisition of AK (SPV) Limited; (ii) second, to the extent permitted by law, in paying to each holder of Preference Shares the amount set out in Article 5.8; and (iii) subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) and pro rata to the number of Equity Shares held. In the event of a Sale, the proceeds of such Sale shall be distributed between the selling Shareholders in the manner set out above as if the same constituted a liquidation of the Company.</p> <p>4 C2 Ordinary Shares are non-redeemable</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Preference	
Prescribed particulars	<p>1 As regards voting the holders of Preference Shares shall, in respect of the Preference Shares held by them, not be entitled to receive notice of or to attend, speak or vote at any general meeting of the Company nor to receive a copy of or vote on any written resolution of the Company.</p> <p>2 As regards income no dividend shall be declared or paid in respect of any financial year unless Investor Approval to such distribution shall have been obtained. Subject thereto, any profits which the Company may determine to distribute in respect of any financial year: (i) in respect of the A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares and C2 Ordinary Shares (the "Equity Shares"), shall be applied amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) and pro rata to the number of Equity Shares held; or (ii) in respect of the Preference Shares, shall be applied amongst the holders of the Preference Shares pro rata to the number of Preference Shares held.</p> <p>3 On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after the payment of its liabilities (including but not limited to all amounts due under the Loan Notes) shall be applied: (i) first, in paying to the holders of the A Ordinary Shares (pro rata to their respective holdings of the A Ordinary Shares) such amount as is agreed between the Investor and the Managers within 28 days of the Acquisition Completion Date as being the Managers' proportion of the transactional costs incurred by the Investor, the Company, Midco, Cleanco or Bidco in relation to the acquisition of AK (SPV) Limited; (ii) second, to the extent permitted by law, in paying to each holder of Preference Shares the amount set out in Article 5.8; and (iii) subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the Equity Shares (pari passu as if the same constituted one class of share) and pro rata to the number of Equity Shares held. In the event of a Sale, the proceeds of such Sale shall be distributed between the selling Shareholders in the manner set out above as if the same constituted a liquidation of the Company.</p> <p>4 Preference Shares are redeemable.</p>	