

**Return of Allotment of Shares**Company Name: **Monaco Topco Limited**Company Number: **10294405**Received for filing in Electronic Format on the: **23/12/2019**

X8KXGC29

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>20/12/2019</b>	<b>20/12/2019</b>

<b>Class of Shares:</b>	<b>C1</b>	Number allotted	<b>1555</b>
	<b>ORDINARY</b>	Nominal value of each share	<b>0.001</b>
Currency:	<b>GBP</b>	Amount paid:	<b>0.001</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>A</b>	Number allotted	<b>69518</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>69.52</b>

Currency: **GBP**

Prescribed particulars

**SAVE AS OTHERWISE PROVIDED IN THE ARTICLES OF ASSOCIATION, THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES AND D ORDINARY SHARES SHALL BE TREATED PARI PASSU AND AS IF THEY CONSTITUTED ONE CLASS OF SHARE. THE SPECIAL RIGHTS ATTACHED TO THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES AND D ORDINARY SHARES ARE AS PER ARTICLE 14 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.**

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>11074</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>11.07</b>

Currency: **GBP**

Prescribed particulars

**SAVE AS OTHERWISE PROVIDED IN THE ARTICLES OF ASSOCIATION, THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES AND D ORDINARY SHARES SHALL BE TREATED PARI PASSU AND AS IF THEY CONSTITUTED ONE CLASS OF SHARE. THE SPECIAL RIGHTS ATTACHED TO THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES AND D ORDINARY SHARES ARE AS PER ARTICLE 14 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.**

<b>Class of Shares:</b>	<b>C1</b>	Number allotted	<b>5835</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>5.84</b>

Currency: **GBP**

**SHARE RIGHTS - THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES SHALL BE TREATED AS PARI PASSU AND AS IF THEY CONSTITUTED ONE CLASS OF SHARE. DIVIDENDS - ANY PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL, SUBJECT TO THE APPROVAL OF THE HOLDERS IN GENERAL MEETING AND INVESTOR CONSENT, BE APPLIED IN DISTRIBUTING SUCH PROFITS AMONGST THE HOLDERS OF THE EQUITY SHARES THEN IN ISSUE PARI PASSU ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THEM RESPECTIVELY AS IF THEY CONSTITUTED ONE CLASS OF SHARE. CAPITAL - SUBJECT TO ARTICLES 14.2.2, ON A RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (THE "SURPLUS ASSETS") SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES IN PROPORTION TO THE NUMBERS OF THE EQUITY SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE). THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES (IN THAT CAPACITY) SHALL BE ENTITLED TO RECEIVE THE SURPLUS ASSETS NOT ALLOCATED TO THE HOLDERS OF THE C ORDINARY SHARES PURSUANT TO ARTICLE 14.2.2.1, TO BE SHARED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND B ORDINARY SHARES PRO RATA TO THE NUMBER OF A ORDINARY SHARES AND/OR B ORDINARY SHARES HELD BY THEM (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS). VOTING - SUBJECT TO ANY RIGHTS OR RESTRICTIONS FOR THE TIME BEING ATTACHED TO ANY CLASS OR CLASSES OF SHARES, AND TO ARTICLES 14.4 AND 14.5, THE HOLDERS OF THE EQUITY SHARES SHALL BE ENTITLED TO: - RECEIVE NOTICE OF, AND TO ATTEND AND SPEAK, AT ANY GENERAL MEETING OF THE COMPANY AND/OR ANY SEPARATE CLASS MEETING OF THE COMPANY FOR SHARES OF THE CLASS THEY HOLD AND EACH HOLDER OF EQUITY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY AT ANY SUCH MEETING SHALL, ON A SHOW OF HANDS OR A POLL, HAVE ONE VOTE IN RESPECT OF EACH EQUITY SHARE THEY HOLD (SUBJECT ALWAYS TO ARTICLE 14.3.2). - RECEIVE A COPY OF ANY WRITTEN RESOLUTION CIRCULATED TO THE MEMBERS OF THE COMPANY AND/OR CIRCULATED TO THE HOLDERS OF ANY CLASS OF SHARES HELD BY SUCH HOLDER AND EACH HOLDER OF EQUITY SHARES SHALL HAVE ONE VOTE IN RESPECT OF EACH EQUITY SHARE THEY HOLD IN RESPECT OF SUCH WRITTEN RESOLUTION (SUBJECT ALWAYS TO ARTICLE 14.3.2). NOTWITHSTANDING ANY OTHER PROVISION OF THE ARTICLES, IN RESPECT OF ANY GENERAL MEETING OR WRITTEN RESOLUTION OF THE COMPANY: -**

THE HOLDERS OF THE C2 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C2 ORDINARY SHARES HELD BY EACH OF THEM). - THE HOLDERS OF THE C3 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C3 ORDINARY SHARES HELD BY EACH OF THEM). - THE HOLDERS OF THE C4 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C4 ORDINARY SHARES HELD BY EACH OF THEM). - THE HOLDERS OF THE C5 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C5 ORDINARY SHARES HELD BY EACH OF THEM). - THE HOLDERS OF THE C6 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C6 ORDINARY SHARES HELD BY EACH OF THEM).

Class of Shares:	<b>C2</b>	Number allotted	<b>5862</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>586.2</b>
Currency:	<b>GBP</b>		

Prescribed particulars

SAVE AS OTHERWISE PROVIDED IN THE ARTICLES OF ASSOCIATION, THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES AND D ORDINARY SHARES SHALL BE TREATED PARI PASSU AND AS IF THEY CONSTITUTED ONE CLASS OF SHARE. THE SPECIAL RIGHTS ATTACHED TO THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES AND D ORDINARY SHARES ARE AS PER ARTICLE 14 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

<b>Class of Shares:</b>	<b>C3</b>	Number allotted	<b>2688</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>268.8</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**SHARE RIGHTS - THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES SHALL BE TREATED AS PARI PASSU AND AS IF THEY CONSTITUTED ONE CLASS OF SHARE. DIVIDENDS - ANY PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL, SUBJECT TO THE APPROVAL OF THE HOLDERS IN GENERAL MEETING AND INVESTOR CONSENT, BE APPLIED IN DISTRIBUTING SUCH PROFITS AMONGST THE HOLDERS OF THE EQUITY SHARES THEN IN ISSUE PARI PASSU ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THEM RESPECTIVELY AS IF THEY CONSTITUTED ONE CLASS OF SHARE. CAPITAL - SUBJECT TO ARTICLES 14.2.2, ON A RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (THE "SURPLUS ASSETS") SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES IN PROPORTION TO THE NUMBERS OF THE EQUITY SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE). THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES (IN THAT CAPACITY) SHALL BE ENTITLED TO RECEIVE THE SURPLUS ASSETS NOT ALLOCATED TO THE HOLDERS OF THE C ORDINARY SHARES PURSUANT TO ARTICLE 14.2.2.1, TO BE SHARED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND B ORDINARY SHARES PRO RATA TO THE NUMBER OF A ORDINARY SHARES AND/OR B ORDINARY SHARES HELD BY THEM (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS). VOTING - SUBJECT TO ANY RIGHTS OR RESTRICTIONS FOR THE TIME BEING ATTACHED TO ANY CLASS OR CLASSES OF SHARES, AND TO ARTICLES 14.4 AND 14.5, THE HOLDERS OF THE EQUITY SHARES SHALL BE ENTITLED TO: - RECEIVE NOTICE OF, AND TO ATTEND AND SPEAK, AT ANY GENERAL MEETING OF THE COMPANY AND/OR ANY SEPARATE CLASS MEETING OF THE COMPANY FOR SHARES OF THE CLASS THEY HOLD AND EACH HOLDER OF EQUITY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY AT ANY SUCH MEETING SHALL, ON A SHOW OF HANDS OR A POLL, HAVE ONE VOTE IN RESPECT OF EACH EQUITY SHARE THEY HOLD (SUBJECT ALWAYS TO ARTICLE 14.3.2). - RECEIVE A COPY OF ANY WRITTEN RESOLUTION CIRCULATED TO THE MEMBERS OF THE COMPANY AND/OR CIRCULATED TO THE HOLDERS OF ANY CLASS OF SHARES HELD BY SUCH HOLDER AND**

EACH HOLDER OF EQUITY SHARES SHALL HAVE ONE VOTE IN RESPECT OF EACH EQUITY SHARE THEY HOLD IN RESPECT OF SUCH WRITTEN RESOLUTION (SUBJECT ALWAYS TO ARTICLE 14.3.2). NOTWITHSTANDING ANY OTHER PROVISION OF THE ARTICLES, IN RESPECT OF ANY GENERAL MEETING OR WRITTEN RESOLUTION OF THE COMPANY: - THE HOLDERS OF THE C2 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C2 ORDINARY SHARES HELD BY EACH OF THEM). - THE HOLDERS OF THE C3 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C3 ORDINARY SHARES HELD BY EACH OF THEM). - THE HOLDERS OF THE C4 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C4 ORDINARY SHARES HELD BY EACH OF THEM). - THE HOLDERS OF THE C5 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C5 ORDINARY SHARES HELD BY EACH OF THEM). - THE HOLDERS OF THE C6 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C6 ORDINARY SHARES HELD BY EACH OF THEM).

<b>Class of Shares:</b>	<b>C4</b>	Number allotted	<b>3515</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>351.5</b>
<b>Currency:</b>	<b>GBP</b>		

Prescribed particulars

SAVE AS OTHERWISE PROVIDED IN THE ARTICLES OF ASSOCIATION, THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES AND D ORDINARY SHARES SHALL BE TREATED PARI PASSU AND AS IF THEY CONSTITUTED ONE CLASS OF SHARE. THE SPECIAL RIGHTS ATTACHED TO THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES,

**C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES AND D ORDINARY SHARES ARE AS PER ARTICLE 14 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.**

<b>Class of Shares:</b>	<b>C5</b>	Number allotted	<b>2500</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>250</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**SAVE AS OTHERWISE PROVIDED IN THE ARTICLES OF ASSOCIATION, THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES AND D ORDINARY SHARES SHALL BE TREATED PARI PASSU AND AS IF THEY CONSTITUTED ONE CLASS OF SHARE. THE SPECIAL RIGHTS ATTACHED TO THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES AND D ORDINARY SHARES ARE AS PER ARTICLE 14 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.**

<b>Class of Shares:</b>	<b>C6</b>	Number allotted	<b>100</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>100</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**SAVE AS OTHERWISE PROVIDED IN THE ARTICLES OF ASSOCIATION, THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES AND D ORDINARY SHARES SHALL BE TREATED PARI PASSU AND AS IF THEY CONSTITUTED ONE CLASS OF SHARE. THE SPECIAL RIGHTS ATTACHED TO THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES AND D ORDINARY SHARES ARE AS PER ARTICLE 14 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.**

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>101092</b>
		Total aggregate nominal value:	<b>1642.93</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.