

**Return of Allotment of Shares**Company Name: **OVERTURE TOPCO LIMITED**Company Number: **10429491**Received for filing in Electronic Format on the: **22/11/2019**

X8IRXLX6

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
02/04/2019

Class of Shares:	C ORDINARY	Number allotted	2800
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	E ORDINARY	Number allotted	434
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	CLASS 1	Number allotted	495333
	PREFERENCE	Nominal value of each share	0.000001
Currency:	GBP	Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	71545
	ORDINARY	Aggregate nominal value:	715.45

Currency: **GBP**

Prescribed particulars

1 VOTE PER SHARE PARTICIPATE PRO RATA (WITH ALL OTHER ORDINARY SHARES ELIGIBLE TO PARTICIPATE IN SUCH DISTRIBUTION) IN ALL DISTRIBUTIONS TO THE ORDINARY SHARES

Class of Shares:	B	Number allotted	8555
	ORDINARY	Aggregate nominal value:	85.55

Currency: **GBP**

Prescribed particulars

NON-VOTING PARTICIPATE PRO RATA (WITH ALL OTHER ORDINARY SHARES ELIGIBLE TO PARTICIPATE IN SUCH DISTRIBUTION) IN ALL DISTRIBUTIONS TO THE ORDINARY SHARES

Class of Shares:	C	Number allotted	18963
	ORDINARY	Aggregate nominal value:	189.63

Currency: **GBP**

Prescribed particulars

**PARTICIPATE IN SUCH DISTRIBUTION) IN ALL DISTRIBUTIONS TO THE ORDINARY SHARES
NON-VOTING PARTICIPATE PRO RATA (WITH ALL OTHER ORDINARY SHARES ELIGIBLE TO**

Class of Shares:	CLASS 1	Number allotted	81042857
	PREFERENCE	Aggregate nominal value:	81.042857

Currency: **GBP**

Prescribed particulars

CLASS 1 PREFERENCE NON-VOTING PREFERRED DIVIDED OF 10% COMPOUNDING ANNUALLY (MAY BE REDUCED AS LOW AS 3% BY THE COMPANY'S REMUNERATION COMMITTEE IF THE HOLDER BECOMES A "BAD LEAVER" (AS DEFINED IN THE ARTICLES OF

ASSOCIATION). PARTICIPATE PRO RATA WITH THE CLASS 2 PREFERENCE SHARES IN ALL DISTRIBUTIONS TO THE CLASS 1 AND/OR CLASS 2 PREFERENCE SHARES REDEEMABLE

Class of Shares:	CLASS 2	Number allotted	2229598
	PREFERENCE	Aggregate nominal value:	2.229598

Currency: **GBP**

Prescribed particulars

CLASS 2 PREFERENCE NON-VOTING PREFERRED DIVIDED OF 10% COMPOUNDING ANNUALLY (MAY BE REDUCED AS LOW AS 3% BY THE COMPANY'S REMUNERATION COMMITTEE IF THE HOLDER BECOMES A "BAD LEAVER" (AS DEFINED IN THE ARTICLES OF ASSOCIATION). PARTICIPATE PRO RATA WITH THE CLASS 2 PREFERENCE SHARES IN ALL DISTRIBUTIONS TO THE CLASS 1 AND/OR CLASS 2 PREFERENCE SHARES

Class of Shares:	D	Number allotted	716
	ORDINARY	Aggregate nominal value:	716

Currency: **GBP**

Prescribed particulars

25 VOTES PER SHARE PARTICIPATE PRO RATA (WITH ALL OTHER ORDINARY SHARES ELIGIBLE TO PARTICIPATE IN SUCH DISTRIBUTION) IN ALL DISTRIBUTIONS TO THE ORDINARY SHARES

Class of Shares:	E	Number allotted	5833
	ORDINARY	Aggregate nominal value:	58.33

Currency: **GBP**

Prescribed particulars

E ORDINARY NON-VOTING DO NOT PARTICIPATE IN ANY DISTRIBUTIONS UNTIL AGGREGATE DISTRIBUTIONS AMOUNTING TO BOTH (I) AT LEAST 2.5X THE AGGREGATE SUBSCRIPTION PRICE OF THE A ORDINARY SHARES; AND (II) AT LEAST A 25% IRR ON THE AGGREGATE SUBSCRIPTION PRICE OF THE A ORDINARY SHARES HAVE BEEN PAID ON THE A ORDINARY SHARES. THEREAFTER, PARTICIPATE PRO RATA WITH ALL OTHER ORDINARY SHARES IN ALL DISTRIBUTIONS TO THE ORDINARY SHARES.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	83378067
		Total aggregate nominal value:	1848.232455
		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.