

Statement of capital for reduction supported by solvency statement or court order

A fee is payable with this form.

Please see 'How to pay' on the last page.



What this form is for

You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order.



What this form is NOT for

You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited.

For further information, please refer to our guidance at www.companieshouse.gov.uk

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Company details

Company number	1	0	4	2	9	4	9	1
Company name in full	Overture Topco Limited							

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

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Share capital

Complete the table(s) below to show the issued share capital as reduced by the resolution.

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				
	See Continuation Page			
Totals				

Currency table B				
Totals				
		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)				

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

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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 statement of capital share tables in **Section 2**.

Class of share

See Continuation Page

Prescribed particulars

1

Class of share

Prescribed particulars

1

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.

Please use a statement of capital continuation page if necessary.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

John McNeill

38A9D0F270D64DB...

X

2 Societas Europaea.

If this 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.

3 Person authorised

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

This form may be signed by:

Director 2, Secretary, Person authorised 3, CIC manager.

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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 Jack Cameron (0090/001)

Company name Dickson Minto W.S.

Address The Broadgate Tower

20 Primrose Street

London

Post town

County/Region

Postcode EC2A 2EW

Country

DX

Telephone +44 (0) 20 7628 4455



Checklist

We may return 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 completed the relevant sections of the statement of capital.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House.'



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

Share capital

Complete a separate table for each currency.

[illegible]

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3 Prescribed particulars of rights attached to shares		
Class of share	A Ordinary	
Prescribed particulars1	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. Non-redeemable.	<div><div>1 Prescribed particulars of rights attached to shares</div><div>The particulars are:</div><div><div>a. particulars of any voting rights, including rights that arise only in certain circumstances;</div><div>b. particulars of any rights, as respects dividends, to participate in a distribution;</div><div>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</div><div>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</div></div><div>A separate table must be used for each class of share.</div></div>

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3 Prescribed particulars of rights attached to shares		
Class of share	B Ordinary	
Prescribed particulars 1	Non-voting. Participate pro-rata (with all other Ordinary Shares eligible to participate in such distribution) in all distributions to the Ordinary Shares. Non-redeemable.	<div>1 Prescribed particulars of rights attached to shares</div> <div>The particulars are:</div> <div><div>a. particulars of any voting rights, including rights that arise only in certain circumstances;</div><div>b. particulars of any rights, as respects dividends, to participate in a distribution;</div><div>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</div><div>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</div></div> <div>A separate table must be used for each class of share.</div>

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3 Prescribed particulars of rights attached to shares		
Class of share	C Ordinary	
Prescribed particulars 1	Non-voting. Participate pro-rata (with all other Ordinary Shares eligible to participate in such distribution) in all distributions to the Ordinary Shares. Non-redeemable.	<div>1 Prescribed particulars of rights attached to shares</div> <div>The particulars are:</div> <div><div>a. particulars of any voting rights, including rights that arise only in certain circumstances;</div><div>b. particulars of any rights, as respects dividends, to participate in a distribution;</div><div>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</div><div>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</div></div> <div>A separate table must be used for each class of share.</div>

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3 Prescribed particulars of rights attached to shares		
Class of share	D Ordinary	
Prescribed particulars1	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. Non-redeemable.	<div><div>1 Prescribed particulars of rights attached to shares</div><div>The particulars are:</div><div><div>a. particulars of any voting rights, including rights that arise only in certain circumstances;</div><div>b. particulars of any rights, as respects dividends, to participate in a distribution;</div><div>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</div><div>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</div></div><div>A separate table must be used for each class of share.</div></div>

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3 Prescribed particulars of rights attached to shares		
Class of share	Class 1 Preference	
Prescribed particulars 1	Non-voting. Preferred dividend 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 Class 2 Preference Shares in all distributions to the Class 1 Preference Shares and/or Class 2 Preference Shares. Non-redeemable.	<div>1 Prescribed particulars of rights attached to shares</div> <div>The particulars are:</div> <div><div>a. particulars of any voting rights, including rights that arise only in certain circumstances;</div><div>b. particulars of any rights, as respects dividends, to participate in a distribution;</div><div>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</div><div>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</div></div> <div>A separate table must be used for each class of share.</div>

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3 Prescribed particulars of rights attached to shares		
Class of share	Class 2 Preference	
Prescribed particulars 1	Non-voting. Preferred dividend 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 Class 1 Preference Shares in all distributions to the Class 1 Preference Shares and/or Class 2 Preference Shares. Non-redeemable.	<div>1 Prescribed particulars of rights attached to shares</div> <div>The particulars are:</div> <div><div>a. particulars of any voting rights, including rights that arise only in certain circumstances;</div><div>b. particulars of any rights, as respects dividends, to participate in a distribution;</div><div>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</div><div>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</div></div> <div>A separate table must be used for each class of share.</div>

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3 Prescribed particulars of rights attached to shares		
Class of share	E Ordinary	
Prescribed particulars	<div><div>1</div><div>Non-voting. Do not participate in any distributions until aggregate distributions amounting to both (i) at least 2.5x IRR on the aggregate subscription price of the A Ordinary Shares; and (ii) at least 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. Non-redeemable.</div></div>	
	<div><div>1</div><div><div>Prescribed particulars of rights attached to shares</div><div>The particulars are:</div><div><div>a.</div><div>particulars of any voting rights, including rights that arise only in certain circumstances;</div></div><div><div>b.</div><div>particulars of any rights, as respects dividends, to participate in a distribution;</div></div><div><div>c.</div><div>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</div></div><div><div>d.</div><div>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</div></div></div><div>A separate table must be used for each class of share.</div></div>	