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In accordance with
Section 644 & 649 of the
Companies Act 2006.

SH19

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



Companies House

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.

WEDNESDAY



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16/09/2020

#141

COMPANIES HOUSE

1 Company details

Company number 1 0 9 0 0 3 9 2

Company name in full TOPCO OASIS LIMITED

→ **Filling in this form**

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 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				
GBP	A1 Ordinary	64426	644.26	
GBP	A2 Ordinary	3455	34.55	
GBP	B Ordinary	2595	25.95	
Totals		87,544	875.44	

Currency table B				
Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ^①	Total aggregate amount unpaid ^①
87,544	875.44	

^① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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3	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	Please see continuation pages	
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:

- 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.

Please use a statement of capital continuation page if necessary.

4	Signature	
	I am signing this form on behalf of the company.	
Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="text-align: center;">  </div> <div style="margin-left: 20px;">X</div> </div>	
	This form may be signed by: Director ②, Secretary, Person authorised ③, CIC manager.	

② Societas Europaea.

If this form is being field 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.

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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 **BMV**

Company name **Osborne Clarke LLP**

Address **One London Wall**

Post town **London**

County/Region

Postcode **E C 2 Y 5 E B**

Country

DX

Telephone

**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

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

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

Complete a separate table for each currency.

06/16 Version 5.0

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

3 Prescribed particulars of rights attached to shares		
Class of share	A1 Ordinary	
Prescribed particulars 1	<p>Income The A1 ordinary shares, the A2 ordinary shares, the B ordinary shares, the C ordinary shares and the D ordinary shares (the "Equity Shares") rank pari passu in respect of income. No payment is to be declared or made by the Company, by way of dividend or other distribution purchase, redemption, reduction or return of shares or capital or by addition to or repayment of any dividend reserve in respect of the Equity Shares (or in respect of any class of them) without (i) investor consent and (ii) if to the extent that and for so long as such payment is prohibited or restricted by any facilities agreement. For so long as any principal or interest remains outstanding under any facilities agreement, no dividend or other distribution payable in respect of shares whether pursuant to the articles or otherwise, shall constitute a debt enforceable against the Company unless permitted to be paid in accordance with facilities agreement.</p> <p>Capital As regards capital on a return of assets on liquidation, reduction of capital or otherwise (including a winding up), the surplus assets of the Company remaining after payment of its liabilities shall be applied: First in paying to each holder of Equity Shares (equally as if they were one class of shares) any dividends on the Equity Shares held by him which have been declared but are unpaid and subject thereto and thereafter, in distributing the balance of such assets amongst the holders of the Equity Shares (equally as if they were one class of share) in proportion to the number of Equity Shares held by them.</p> <p>Voting The holders of the A1 Ordinary shares are entitled to one vote for every A1 Ordinary share held by them. If an underperformance event subsists then for the period while such underperformance event subsists, the voting rights conferred on the holders of A ordinary shares shall represent 950 of the voting rights attaching to all shares after the application of this enhancement. A1 ordinary shares are not redeemable.</p>	<p>1 Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none">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); andd. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

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Prescribed particulars of rights attached to shares

Class of share	A2 Ordinary	
Prescribed particulars 1	<p>Income</p> <p>The A1 ordinary shares, the A2 ordinary shares, the B ordinary shares, the C ordinary shares and the D ordinary shares (the "Equity Shares") rank part passu in respect of income. No payment is to be declared or made by the Company, by way of dividend or other distribution purchase, redemption, reduction or return of shares or capital or by addition to or repayment of any dividend reserve in respect of the Equity Shares (or in respect of any class of them) without (i) investor consent and (ii) if to the extent that and for so long as such payment is prohibited or restricted by any facilities agreement. For so long as any principal or interest remains outstanding under any facilities agreement, no dividend or other distribution payable in respect of shares whether pursuant to the articles or otherwise, shall constitute a debt enforceable against the Company unless permitted to be paid in accordance with facilities agreement.</p> <p>Capital</p> <p>As regards capital on a return of assets on liquidation, reduction of capital or otherwise (including a winding up), the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>First in paying to each holder of Equity Shares (equally as if they were one class of shares) any dividends on the Equity Shares held by him which have been declared but are unpaid and subject thereto and thereafter, in distributing the balance of such assets amongst the holders of the Equity Shares (equally as if they were one class of share) in proportion to the number of Equity Shares held by them.</p> <p>Voting</p> <p>A2 ordinary shares are together (as one class) entitled, in aggregate to such number of votes as equals 50 of the total votes of all Equity Shares. A2 ordinary shares are not redeemable.</p>	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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Prescribed particulars of rights attached to shares

Class of share	B Ordinary
Prescribed particulars 1	<p>Income The A1 ordinary shares, the A2 ordinary shares, the B ordinary shares, the C ordinary shares and the D ordinary shares (the "Equity Shares") rank part passu in respect of income. No payment is to be declared or made by the Company, by way of dividend or other distribution purchase, redemption, reduction or return of shares or capital or by addition to or repayment of any dividend reserve in respect of the Equity Shares (or in respect of any class of them) without (i) investor consent and (ii) if to the extent that and for so long as such payment is prohibited or restricted by any facilities agreement. For so long as any principal or interest remains outstanding under any facilities agreement, no dividend or other distribution payable in respect of shares whether pursuant to the articles or otherwise, shall constitute a debt enforceable against the Company unless permitted to be paid in accordance with facilities agreement.</p> <p>Capital As regards capital on a return of assets on liquidation, reduction of capital, or otherwise (including a winding up), the surplus assets of the Company remaining after payment of its liabilities shall be applied: First in paying to each holder of Equity Shares (equally as if they were one class of shares) any dividends on the Equity Shares held by him which have been declared but are unpaid and subject thereto and thereafter, in distributing the balance of such assets amongst the holders of the Equity Shares (equally as if they were one class of share) in proportion to the number of Equity Shares held by them.</p> <p>Voting The holders of the B ordinary shares are together (as one class) entitled in aggregate to such number of shares as equals 20% of the total votes of all Equity Shares (which votes shall be applied equally rather than proportionately amongst the holders of the B ordinary shares as if such holder held the same number of B ordinary Shares. B ordinary shares are not redeemable.</p>

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.

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Prescribed particulars of rights attached to shares

Class of share	C Ordinary	
Prescribed particulars 1	<p>Income</p> <p>The A1 ordinary shares, the A2 ordinary shares, the B ordinary shares, the C ordinary shares and the D ordinary shares (the "Equity Shares") rank part passu in respect of income. No payment is to be declared or made by the Company, by way of dividend or other distribution purchase, redemption, reduction or return of shares or capital or by addition to or repayment of any dividend reserve in respect of the Equity Shares (or in respect of any class of them) without (i) investor consent and (ii) if to the extent that and for so long as such payment is prohibited or restricted by any facilities agreement. For so long as any principal or interest remains outstanding under any facilities agreement, no dividend or other distribution payable in respect of shares whether pursuant to the articles or otherwise, shall constitute a debt enforceable against the Company unless permitted to be paid in accordance with facilities agreement.</p> <p>Capital</p> <p>As regards capital on a return of assets on liquidation, reduction of capital or otherwise (including a winding up), the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>First in paying to each holder of Equity Shares (equally as if they were one class of shares) any dividends on the Equity Shares held by him which have been declared but are unpaid and subject thereto and thereafter, in distributing the balance of such assets amongst the holders of the Equity Shares (equally as if they were one class of share) in proportion to the number of Equity Shares held by them.</p> <p>Voting</p> <p>C ordinary shares have no voting, attendance or notice rights.</p> <p>C ordinary shares are not redeemable.</p>	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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Prescribed particulars of rights attached to shares

Class of share	D Ordinary	
Prescribed particulars 1	<p>Income</p> <p>The A1 ordinary shares, the A2 ordinary shares, the B ordinary shares, the C ordinary shares and the D ordinary shares (the "Equity Shares") shall rank pari passu in respect of income. No payment shall be declared or made by the Company, byway of dividend or other distribution purchase, redemption, reduction or return of shares or capital or by addition to or repayment of any dividend reserve in respect of the Equity Shares (or in respect of any class of them) without (i) investor consent and (ii) if to the extent that and for so long as such payment is prohibited or restricted by any facilities agreement. For so long as any principal or interest remains outstanding under any facilities agreement, no dividend or other distribution payable in respect of shares whether pursuant to the articles or otherwise, shall constitute a debt enforceable against the Company unless permitted to be paid in accordance with facilities agreement.</p> <p>Capital</p> <p>As regards capital on a return of assets on liquidation, reduction of capital or otherwise (including a winding up), the surplus assets of the Company remaining after payment of its liabilities shall be applied:</p> <p>First in paying to each holder of Equity Shares (equally as if they were one class of shares) any dividends on the Equity Shares held by him which have been declared but are unpaid and subject thereto and thereafter, in distributing the balance of such assets amongst the holders of the Equity Shares (equally as if they were one class of share) in proportion to the number of Equity Shares held by them.</p> <p>Voting</p> <p>D ordinary shares have no voting, attendance or notice rights.</p> <p>D ordinary shares are not redeemable.</p>	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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3	Prescribed particulars of rights attached to shares
Class of share	E1 Ordinary
Prescribed particulars 1	<p>Income</p> <p>The A1 ordinary shares, the A2 ordinary shares, the B ordinary shares, the C ordinary shares, the D ordinary shares and E1 ordinary shares (the "Equity Shares") shall rank pari passu in respect of income. No payment shall be declared or made by the Company, by way of dividend or other distribution purchase, redemption, reduction or return of shares or capital or by addition to or repayment of any dividend reserve in respect of the Equity Shares (or in respect of any class of them) without (i) investor consent and (ii) if to the extent that and for so long as such payment is prohibited or restricted by any facilities agreement. For so long as any principal or interest remains outstanding under any facilities agreement, no dividend or other distribution payable in respect of shares whether pursuant to the articles or otherwise, shall constitute a debt enforceable against the Company unless permitted to be paid in accordance with facilities agreement.</p> <p>Capital</p> <p>As regards capital on a return of assets on liquidation, reduction of capital or otherwise (including a winding up), the surplus assets of the Company remaining after payment of its liabilities shall be applied: First in paying to each holder of Equity Shares (equally as if they were one class of shares) any dividends on the Equity Shares held by him which have been declared but are unpaid and subject thereto and thereafter, in distributing the balance of such assets amongst the holders of the Equity Shares (equally as if they were one class of share) in proportion to the number of Equity Shares held by them.</p> <p>Voting</p> <p>E1 ordinary shares have no voting, attendance or notice rights.</p> <p>E1 ordinary shares are not redeemable.</p>

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.

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3 Prescribed particulars of rights attached to shares		
Class of share	Deferred	
Prescribed particulars 1	Deferred shares have no right to participate in relation to distributions and are non-voting. The Deferred Shares shall on a return of assets in a winding up or otherwise entitle the holder only to £0.01 in aggregate for all Deferred Shares held.	<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>