

**Return of Allotment of Shares**Company Name: **Wednesday Topco Limited**Company Number: **11334158**Received for filing in Electronic Format on the: **28/10/2022**

XBFLDCXS

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	25/10/2022	25/10/2022

Class of Shares:	F ORDINARY	Number allotted	194384
Currency:	GBP	Nominal value of each share	0.0001
		Amount paid:	0.002
		Amount unpaid:	0.0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	7217758
	ORDINARY	Aggregate nominal value:	7217.758

Currency: **GBP**

Prescribed particulars

(A) CARRY FULL VOTING RIGHTS OF ONE VOTE PER EVERY A ORDINARY SHARE IN THE CAPITAL OF THE COMPANY, PROVIDED THAT THE A ORDINARY SHARES SHALL TOGETHER NEVER HAVE LESS THAN 51% OF THE TOTAL NUMBER OF VOTES THAT ARE AVAILABLE; (B) ARE ENTITLED TO A DIVIDEND IN PROPORTION TO THEIR INTEREST IN THE TOTAL ORDINARY SHARE CAPITAL OF THE COMPANY, SUBJECT TO THE PRIOR PAYMENT OF ANY PREFERENCE SHARE DIVIDENDS AND REDEMPTION OF ANY PREFERENCE SHARES DUE FOR REDEMPTION; (C) ARE ENTITLED TO PARTICIPATE IN A DISTRIBUTION, SUBJECT TO THE PRIOR DISTRIBUTION TO THE HOLDER OF THE PREFERENCE SHARES; (D) NO RIGHTS OF REDEMPTION

Class of Shares:	A	Number allotted	120799201
	PREFERENCE	Aggregate nominal value:	1207.99201

Currency: **GBP**

Prescribed particulars

EACH HOLDER OF COMPLETION PREFERENCE SHARES SHALL BE ENTITLED, IN RESPECT OF EACH COMPLETION PREFERENCE SHARE HE HOLDS, TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE RETURN RATE OF THE ISSUE PRICE PER COMPLETION PREFERENCE SHARE WHICH SHALL ACCRUE AND BE CALCULATED ON A DAILY BASIS ASSUMING A 365 DAY YEAR (OR A 366 DAY YEAR IN A LEAP YEAR) AND COMPOUND IN EACH YEAR ON 31 OCTOBER. THE COMPLETION PREFERENCE SHARE DIVIDEND SHALL, SUBJECT TO THE PRIOR CONSENT IN WRITING OF THE HOLDERS OF 80% IN NUMBER OF THE ISSUED PREFERRED ORDINARY SHARES , THE PRIOR PAYMENT OF ANY C PREFERENCE SHARE DIVIDENDS AND REDEMPTION OF ANY C PREFERENCE SHARES DUE FOR REDEMPTION IN ACCORDANCE WITH ARTICLE 13.7.1 OF THE COMPANY'S ARTICLES OF ASSOCIATION AND ANY PRIOR INVESTOR DIRECTION TO THE CONTRARY, BE PAID ON ANY REDEMPTION OF THE COMPLETION PREFERENCE SHARES IN ACCORDANCE WITH ARTICLE 13.7.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION. THE COMPLETION PREFERENCE SHARE DIVIDEND SHALL, PROVIDED THE COMPANY HAS SUFFICIENT AVAILABLE PROFITS OUT OF WHICH TO PAY THE SAME AND NOTWITHSTANDING THAT SUCH DIVIDEND IS EXPRESSED TO BE CUMULATIVE, AUTOMATICALLY BECOME A DEBT DUE FROM AND IMMEDIATELY PAYABLE BY THE COMPANY ON THE RELEVANT PAYMENT DATE SPECIFIED IN ARTICLE 13.1.2.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION. THE COMPLETION PREFERENCE SHARE DIVIDEND SHALL BE DEEMED TO ACCRUE FROM DAY TO DAY AFTER AS WELL AS BEFORE THE COMMENCEMENT OF A WINDING-UP.

Class of Shares:	B	Number allotted	155207
	ORDINARY	Aggregate nominal value:	155.207
Currency:	GBP		

Prescribed particulars

(A) CARRY FULL VOTING RIGHTS OF ONE VOTE PER EVERY B ORDINARY SHARE IN THE CAPITAL OF THE COMPANY, PROVIDED THAT THE A ORDINARY SHARES SHALL TOGETHER NEVER HAVE LESS THAN 51% OF THE TOTAL NUMBER OF VOTES THAT ARE AVAILABLE; (B) ARE ENTITLED TO A DIVIDEND IN PROPORTION TO THEIR INTEREST IN THE TOTAL ORDINARY SHARE CAPITAL OF THE COMPANY, SUBJECT TO THE PRIOR PAYMENT OF ANY PREFERENCE SHARE DIVIDENDS AND REDEMPTION OF ANY PREFERENCE SHARES DUE FOR REDEMPTION; (C) ARE ENTITLED TO PARTICIPATE IN A DISTRIBUTION, SUBJECT TO THE PRIOR DISTRIBUTION TO THE HOLDER OF THE PREFERENCE SHARES; (D) NO RIGHTS OF REDEMPTION

Class of Shares:	B	Number allotted	10552574
	PREFERENCE	Aggregate nominal value:	105.52574
Currency:	GBP		

Prescribed particulars

EACH HOLDER OF COMPLETION PREFERENCE SHARES SHALL BE ENTITLED, IN RESPECT OF EACH COMPLETION PREFERENCE SHARE HE HOLDS, TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE RETURN RATE OF THE ISSUE PRICE PER COMPLETION PREFERENCE SHARE WHICH SHALL ACCRUE AND BE CALCULATED ON A DAILY BASIS ASSUMING A 365 DAY YEAR (OR A 366 DAY YEAR IN A LEAP YEAR) AND COMPOUND IN EACH YEAR ON 31 OCTOBER. THE COMPLETION PREFERENCE SHARE DIVIDEND SHALL, SUBJECT TO THE PRIOR CONSENT IN WRITING OF THE HOLDERS OF 80% IN NUMBER OF THE ISSUED PREFERRED ORDINARY SHARES , THE PRIOR PAYMENT OF ANY C PREFERENCE SHARE DIVIDENDS AND REDEMPTION OF ANY C PREFERENCE SHARES DUE FOR REDEMPTION IN ACCORDANCE WITH ARTICLE 13.7.1 OF THE COMPANY'S ARTICLES OF ASSOCIATION AND ANY PRIOR INVESTOR DIRECTION TO THE CONTRARY, BE PAID ON ANY REDEMPTION OF THE COMPLETION PREFERENCE SHARES IN ACCORDANCE WITH ARTICLE 13.7.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION. THE COMPLETION PREFERENCE SHARE DIVIDEND SHALL, PROVIDED THE COMPANY HAS SUFFICIENT AVAILABLE PROFITS OUT OF WHICH TO PAY THE SAME AND NOTWITHSTANDING THAT SUCH DIVIDEND IS EXPRESSED TO BE CUMULATIVE, AUTOMATICALLY BECOME A DEBT DUE FROM AND IMMEDIATELY PAYABLE BY THE COMPANY ON THE RELEVANT PAYMENT DATE SPECIFIED IN ARTICLE 13.1.2.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION. THE COMPLETION PREFERENCE SHARE DIVIDEND SHALL BE DEEMED TO ACCRUE FROM DAY TO DAY AFTER AS WELL AS BEFORE THE COMMENCEMENT OF A WINDING-UP.

Class of Shares:	C	Number allotted	1491176465
	PREFERENCE	Aggregate nominal value:	14911.76465
Currency:	GBP		

Prescribed particulars

SUBJECT TO THE TERMS OF THE INVESTMENT AGREEMENT, THE COMPANY SHALL PROCURE (SO FAR AS IT IS ABLE) THAT EACH OF ITS SUBSIDIARIES AND EACH OF ITS SUBSIDIARY UNDERTAKINGS WHICH HAS AVAILABLE PROFITS SHALL FROM TIME TO TIME DECLARE AND PAY TO THE COMPANY (OR, AS THE CASE MAY BE, THE RELEVANT GROUP COMPANY THAT IS ITS IMMEDIATE HOLDING COMPANY OR PARENT UNDERTAKING) SUCH DIVIDENDS AS ARE NECESSARY TO PERMIT LAWFUL AND PROMPT PAYMENT BY THE COMPANY OF THE C PREFERENCE SHARE DIVIDENDS AND THE COMPLETION PREFERENCE SHARE DIVIDENDS AND THE REDEMPTION OF ANY C PREFERENCE SHARES OR COMPLETION PREFERENCE SHARES ON THEIR DUE DATE FOR REDEMPTION IN ACCORDANCE WITH ARTICLE 13.7 OF THE COMPANY'S ARTICLES OF ASSOCIATION. WHERE THE COMPANY IS PRECLUDED BY THE COMPANIES ACTS OR OTHERWISE BY LAW FROM PAYING IN FULL ANY C PREFERENCE SHARE DIVIDEND OR COMPLETION PREFERENCE SHARE DIVIDEND WHEN PAYABLE IN ACCORDANCE WITH THIS ARTICLE 13.1 OF THE COMPANY'S ARTICLES OF ASSOCIATION, THEN IN RESPECT OF ANY SUCH DIVIDEND WHICH WOULD OTHERWISE REQUIRE TO BE PAID PURSUANT TO THESE ARTICLES ON THAT DATE: THE COMPANY SHALL PAY, ON THAT DATE, TO THE HOLDERS OF THE C PREFERENCE SHARES (IN THE CASE OF ANY C PREFERENCE SHARE DIVIDEND) OR COMPLETION PREFERENCE SHARES (IN THE CASE OF ANY COMPLETION PREFERENCE SHARE DIVIDEND AND ON A PRO RATA PARI PASSU BASIS AS IF THEY CONSTITUTED ONE CLASS OF SHARE) ON ACCOUNT OF THE C PREFERENCE SHARE DIVIDENDS OR COMPLETION PREFERENCE SHARE DIVIDENDS (AS THE CASE MAY BE) THE MAXIMUM SUM (IF ANY) WHICH CAN THEN, CONSISTENT WITH THE COMPANIES ACTS, BE PAID BY THE COMPANY; AND AS SOON AS THE COMPANY IS NO LONGER PRECLUDED FROM DOING SO, THE COMPANY SHALL IN RESPECT OF THE C PREFERENCE SHARES (IN THE CASE OF ANY C PREFERENCE SHARE DIVIDEND) OR COMPLETION PREFERENCE SHARES (IN THE CASE OF ANY COMPLETION PREFERENCE SHARE DIVIDEND AND ON A PRO RATA PARI PASSU BASIS AS IF THEY CONSTITUTED ONE CLASS OF SHARE) PAY ON ACCOUNT OF THE BALANCE OF ANY C PREFERENCE SHARE DIVIDEND OR COMPLETION PREFERENCE SHARE DIVIDEND (AS THE CASE MAY BE) FOR THE TIME BEING REMAINING OUTSTANDING, AND UNTIL ALL ARREARS, ACCRUALS AND DEFICIENCIES OF THE C PREFERENCE SHARE DIVIDEND OR COMPLETION PREFERENCE SHARE DIVIDEND (AS THE CASE MAY BE) HAVE BEEN PAID IN FULL, THE MAXIMUM AMOUNT OF C PREFERENCE SHARE DIVIDEND OR COMPLETION PREFERENCE SHARE DIVIDEND (AS THE CASE MAY BE) WHICH CAN, CONSISTENT WITH THE COMPANIES ACTS, PROPERLY BE PAID BY THE COMPANY AT THAT TIME.

Class of Shares:	C1	Number allotted	1032845
	ORDINARY	Aggregate nominal value:	1549.2675

Currency: **GBP**

Prescribed particulars

(A) CARRY FULL VOTING RIGHTS OF 1.4 VOTES PER EVERY C1 ORDINARY SHARE IN THE CAPITAL OF THE COMPANY, PROVIDED THAT THE A ORDINARY SHARES SHALL TOGETHER NEVER HAVE LESS THAN 51% OF THE TOTAL NUMBER OF VOTES THAT ARE AVAILABLE; (B) ARE ENTITLED TO A DIVIDEND IN PROPORTION TO THEIR INTEREST IN THE TOTAL ORDINARY SHARE CAPITAL OF THE COMPANY, SUBJECT TO THE PRIOR PAYMENT OF ANY PREFERENCE SHARE DIVIDENDS AND REDEMPTION OF ANY PREFERENCE SHARES DUE FOR REDEMPTION; (C) ARE ENTITLED TO PARTICIPATE IN A DISTRIBUTION, SUBJECT TO THE PRIOR DISTRIBUTION TO THE HOLDER OF THE PREFERENCE SHARE; (D) NO RIGHTS OF REDEMPTION

Class of Shares:	C2	Number allotted	561046
	ORDINARY	Aggregate nominal value:	841.569

Currency: **GBP**

Prescribed particulars

(A) CARRY FULL VOTING RIGHTS OF 1.4 VOTES PER EVERY C2 ORDINARY SHARE IN THE CAPITAL OF THE COMPANY, PROVIDED THAT THE A ORDINARY SHARES SHALL TOGETHER NEVER HAVE LESS THAN 51% OF THE TOTAL NUMBER OF VOTES THAT ARE AVAILABLE; (B) ARE ENTITLED TO A DIVIDEND IN PROPORTION TO THEIR INTEREST IN THE TOTAL ORDINARY SHARE CAPITAL OF THE COMPANY, SUBJECT TO THE PRIOR PAYMENT OF ANY PREFERENCE SHARE DIVIDENDS AND REDEMPTION OF ANY PREFERENCE SHARES DUE FOR REDEMPTION; (C) ARE ENTITLED TO PARTICIPATE IN A DISTRIBUTION, SUBJECT TO THE PRIOR DISTRIBUTION TO THE HOLDER OF THE PREFERENCE SHARES; AND (D) CARRY NO RIGHTS OF REDEMPTION.

Class of Shares:	C3	Number allotted	82918
	ORDINARY	Aggregate nominal value:	829.18

Currency: **GBP**

Prescribed particulars

(A) CARRY FULL VOTING RIGHTS OF 6 VOTES PER EVERY C3 ORDINARY SHARE IN THE CAPITAL OF THE COMPANY, PROVIDED THAT THE A ORDINARY SHARES SHALL TOGETHER NEVER HAVE LESS THAN 51% OF THE TOTAL NUMBER OF VOTES THAT ARE AVAILABLE; (B) ARE ENTITLED TO A DIVIDEND IN PROPORTION TO THEIR INTEREST IN THE TOTAL ORDINARY SHARE CAPITAL OF THE COMPANY, SUBJECT TO THE PRIOR PAYMENT OF ANY PREFERENCE SHARE DIVIDENDS AND REDEMPTION OF ANY PREFERENCE SHARES DUE FOR REDEMPTION; (C) ARE ENTITLED TO PARTICIPATE IN A DISTRIBUTION, SUBJECT TO THE PRIOR DISTRIBUTION TO THE HOLDER OF THE PREFERENCE SHARES; AND (D) CARRY NO RIGHTS OF REDEMPTION.

Class of Shares:	C4	Number allotted	53827
	ORDINARY	Aggregate nominal value:	807.405
Currency:	GBP		

Prescribed particulars

(A) CARRY FULL VOTING RIGHTS OF 9 VOTES PER EVERY C4 ORDINARY SHARE IN THE CAPITAL OF THE COMPANY, PROVIDED THAT THE A ORDINARY SHARES SHALL TOGETHER NEVER HAVE LESS THAN 51% OF THE TOTAL NUMBER OF VOTES THAT ARE AVAILABLE; (B) ARE ENTITLED TO A DIVIDEND IN PROPORTION TO THEIR INTEREST IN THE TOTAL ORDINARY SHARE CAPITAL OF THE COMPANY, SUBJECT TO THE PRIOR PAYMENT OF ANY PREFERENCE SHARE DIVIDENDS AND REDEMPTION OF ANY PREFERENCE SHARES DUE FOR REDEMPTION; (C) ARE ENTITLED TO PARTICIPATE IN A DISTRIBUTION, SUBJECT TO THE PRIOR DISTRIBUTION TO THE HOLDER OF THE PREFERENCE SHARES; AND (D) CARRY NO RIGHTS OF REDEMPTION.

Class of Shares:	C5	Number allotted	161106
	ORDINARY	Aggregate nominal value:	161.106
Currency:	GBP		

Prescribed particulars

(A) ARE ENTITLED TO A DIVIDEND IN PROPORTION TO THEIR INTEREST IN THE TOTAL ORDINARY SHARE CAPITAL OF THE COMPANY, SUBJECT TO THE PRIOR PAYMENT OF ANY PREFERENCE SHARE DIVIDENDS AND REDEMPTION OF ANY PREFERENCE SHARES DUE FOR REDEMPTION; (B) ARE ENTITLED TO PARTICIPATE IN A DISTRIBUTION, SUBJECT TO THE PRIOR DISTRIBUTION TO THE HOLDER OF THE PREFERENCE SHARES; (C) CARRY NO RIGHTS OF REDEMPTION; AND (D) HAVE NO VOTING RIGHTS.

Class of Shares:	D1	Number allotted	1400000
	ORDINARY	Aggregate nominal value:	140

Currency: **GBP**

Prescribed particulars

(A) ARE ENTITLED TO A DIVIDEND IN PROPORTION TO THEIR INTEREST IN THE TOTAL ORDINARY SHARE CAPITAL OF THE COMPANY, SUBJECT TO THE PRIOR PAYMENT OF ANY PREFERENCE SHARE DIVIDENDS AND REDEMPTION OF ANY PREFERENCE SHARES DUE FOR REDEMPTION; (B) ARE ENTITLED TO PARTICIPATE IN A DISTRIBUTION, SUBJECT TO THE PRIOR DISTRIBUTION TO THE HOLDER OF THE PREFERENCE SHARES; (C) CARRY NO RIGHTS OF REDEMPTION; (D) NO VOTING RIGHTS.

Class of Shares:	D2	Number allotted	200000
	ORDINARY	Aggregate nominal value:	20

Currency: **GBP**

Prescribed particulars

(A) ARE ENTITLED TO A DIVIDEND IN PROPORTION TO THEIR INTEREST IN THE TOTAL ORDINARY SHARE CAPITAL OF THE COMPANY, SUBJECT TO THE PRIOR PAYMENT OF ANY PREFERENCE SHARE DIVIDENDS AND REDEMPTION OF ANY PREFERENCE SHARES DUE FOR REDEMPTION; (B) ARE ENTITLED TO PARTICIPATE IN A DISTRIBUTION, SUBJECT TO THE PRIOR DISTRIBUTION TO THE HOLDER OF THE PREFERENCE SHARES; (C) CARRY NO RIGHTS OF REDEMPTION; AND (D) NO VOTING RIGHTS

Class of Shares:	D3	Number allotted	108000
	ORDINARY	Aggregate nominal value:	10.8

Currency: **GBP**

Prescribed particulars

(A) ARE ENTITLED TO A DIVIDEND IN PROPORTION TO THEIR INTEREST IN THE TOTAL ORDINARY SHARE CAPITAL OF THE COMPANY, SUBJECT TO THE PRIOR PAYMENT OF ANY PREFERENCE SHARE DIVIDENDS AND REDEMPTION OF ANY PREFERENCE SHARES DUE FOR REDEMPTION; (B) ARE ENTITLED TO PARTICIPATE IN A DISTRIBUTION, SUBJECT TO THE PRIOR DISTRIBUTION TO THE HOLDER OF THE PREFERENCE SHARES; (C) CARRY NO RIGHTS OF REDEMPTION; AND (D) NO VOTING RIGHTS.

Class of Shares:	D4	Number allotted	801150
	ORDINARY	Aggregate nominal value:	80.115

Currency: **GBP**

Prescribed particulars

(A) CARRY FULL VOTING RIGHTS OF 9 VOTES PER EVERY D4 ORDINARY SHARE IN THE CAPITAL OF THE COMPANY, PROVIDED THAT THE A ORDINARY SHARES SHALL TOGETHER NEVER HAVE LESS THAN 51% OF THE TOTAL NUMBER OF VOTES THAT ARE AVAILABLE; (B) ARE ENTITLED TO A DIVIDEND IN PROPORTION TO THEIR INTEREST IN THE TOTAL ORDINARY SHARE CAPITAL OF THE COMPANY, SUBJECT TO THE PRIOR PAYMENT OF ANY PREFERENCE SHARES DUE FOR REDEMPTION; (C) ARE ENTITLED TO PARTICIPATE IN A DISTRIBUTION, SUBJECT TO THE PRIOR DISTRIBUTION TO THE HOLDER OF THE PREFERENCE SHARES; AND (D) CARRY NO RIGHTS OF REDEMPTION.

Class of Shares:	E	Number allotted	92338
	ORDINARY	Aggregate nominal value:	9.2338

Currency: **GBP**

Prescribed particulars

(A) ARE NOT ENTITLED TO A DIVIDEND; (B) ARE ENTITLED TO PARTICIPATE IN A DISTRIBUTION IN PRIORITY TO ALL OTHER PAYMENTS; (C) CARRY NO RIGHTS OF REDEMPTION; AND (D) CARRY NO VOTING RIGHTS.

Class of Shares:	F	Number allotted	3187699
	ORDINARY	Aggregate nominal value:	318.7699

Currency: **GBP**

Prescribed particulars

(A) ARE ENTITLED TO A DIVIDEND IN PROPORTION TO THEIR INTEREST IN THE TOTAL ORDINARY SHARE CAPITAL OF THE COMPANY, SUBJECT TO THE PRIOR PAYMENT OF ANY PREFERENCE SHARE DIVIDENDS AND REDEMPTION OF ANY PREFERENCE SHARES DUE FOR REDEMPTION; (B) ARE ENTITLED TO PARTICIPATE IN A DISTRIBUTION SUBJECT TO THE PRIOR DISTRIBUTION TO THE HOLDER OF THE E ORDINARY SHARES (IF APPLICABLE); (C) CARRY NO RIGHTS OF REDEMPTION; AND (D) CARRY NO VOTING RIGHTS.

Class of Shares:	PREFERENCE	Number allotted	24465175
Currency:	GBP	Aggregate nominal value:	244.65175

Prescribed particulars

(A) ARE ENTITLED TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND; (B) ARE ENTITLED TO PARTICIPATE IN A DISTRIBUTION; (C) CARRY RIGHTS OF REDEMPTION; AND (D) CARRY NO VOTING RIGHTS.

Class of Shares:	PREFERRED	Number allotted	6617648
	ORDINARY	Aggregate nominal value:	661.7648

Currency: **GBP**

Prescribed particulars

SUBJECT TO THE PRIOR PAYMENT OF ANY C PREFERENCE SHARE DIVIDENDS AND COMPLETION PREFERENCE SHARE DIVIDENDS AND REDEMPTION OF ANY C PREFERENCE SHARES OR COMPLETION PREFERENCE SHARES DUE FOR REDEMPTION IN ACCORDANCE WITH ARTICLE 13.7, ANY REMAINING PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL, SUBJECT TO THE APPROVAL OF THE SHAREHOLDERS IN GENERAL MEETING AND SUBJECT TO INVESTOR CONSENT, BE APPLIED IN DISTRIBUTING THE BALANCE OF SUCH PROFITS AMONGST THE HOLDERS OF EQUITY SHARES THEN IN ISSUE PARI PASSU ACCORDING TO THE NUMBER OF SUCH EQUITY SHARES HELD BY THEM RESPECTIVELY AS IF THEY CONSTITUTED ONE CLASS OF SHARE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1668664957
		Total aggregate nominal value:	29272.11015
		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.