

#### **Return of Allotment of Shares**

Company Name: Wednesday Topco Limited

Company Number: 11334158

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## **Shares Allotted (including bonus shares)**

Date or period during which From To

shares are allotted 31/03/2022 31/03/2022

Class of Shares: F ORDINARY Number allotted 164780

Currency: GBP Nominal value of each share 0.0001

Amount paid: 1.0E-4

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 3158185

ORDINARY Aggregate nominal value: 315.8185

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) (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: **66.17648** 

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: 1668635443

Total aggregate nominal value: 28673.57043

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.



**COMPANY NAME: WEDNESDAY TOPCO LIMITED** 

**COMPANY NUMBER: 11334158** 

A second filed SH01 was registered on 2406/22 .