

**SH01****Return of allotment of shares****Companies House**

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☒ **What this form is for**
 You may use this form to give notice of shares allotted following incorporation.

☐ **What this form is NOT for**
 You cannot use this form to give notice of shares taken by subscription on formation of the company or for an allotment of a new class of shares by an unlimited company.

WEDNESDAY



A9H4UPT7

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04/11/2020

#94

COMPANIES HOUSE

1 Company details

Company number 1 1 3 5 2 1 1 3

Company name in full CANNES TOPCO LTD

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Allotment dates ①

From Date

d	0	d	2	m	0	m	9	y	2	y	0	y	2	y	0
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

To Date

d		d		m		m		y		y		y		y	
---	--	---	--	---	--	---	--	---	--	---	--	---	--	---	--

① Allotment date

If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
 (Please use a continuation page if necessary.)

② Currency

If currency details are not completed we will assume currency is in pound sterling.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	A PREFERENCE SHARES	19,675,003	£0.0000001	£1.00	£0.00
GBP	S PREFERENCE SHARES	18,500,000	£0.0000001	£1.00	£0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Continuation page

Please use a continuation page if necessary.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

Consideration for the A Preference Shares comprised the assignment by the subscriber to the Company of £15,520,000 in principal amount of loan notes issued on 31 May 2018 by Cannes Midco Ltd, plus the interest accrued and unpaid on those notes.

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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	A ORDINARY SHARES	1,204,151	£12,041.51	
GBP	B ORDINARY SHARES	72,778	£727.78	
GBP	A PREFERENCE SHARES	149,583,289	£14.9583289	
Totals		150,860,218	£12,784.2483289	£0.00

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
177,425,650	£18,674.3834969	£0.00

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

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Statement of capital (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 share capital tables in **Section 4**.

Class of share	A ORDINARY SHARES
Prescribed particulars ①	A Ordinary Shares have full voting rights in respect of 75% of the voting rights in the Company. Each share (other than the D Ordinary Shares, which have no rights to dividends) ranks equally with all other shares on the declaration of a dividend after the preference shares have received their entitlement to preferred dividends. On a return of capital the A Ordinary Shares rank behind the preference shares and then rank pro rata with the B Ordinary Shares and each class of C Ordinary Shares subject to a ratchet for the D Ordinary Shares.
Class of share	A PREFERENCE SHARES
Prescribed particulars ①	The A Preference Shares are non-voting. The A Preference Shares have a preferred right to receive dividends. The A Preference Shares have a preferred right to receive capital. The A Preference Shares may be redeemed on an exit or with agreement of the Company and the A Preference Shareholders.
Class of share	B ORDINARY SHARES
Prescribed particulars ①	B Ordinary Shares have no voting rights in the Company. Each share (other than the D Ordinary Shares, which have no rights to dividends) ranks equally with all other shares on the declaration of a dividend after the preference shares have received their entitlement to preferred dividends. On a return of capital the B Ordinary Shares rank behind the preference shares and then rank pro rata with the A Ordinary Shares and each class of C Ordinary Shares subject to a ratchet for the D Ordinary Shares.

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.

Continuation page

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  X

This form may be signed by:

~~Director~~ ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

② Societas Europaea

If the 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.

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Notice of cancellation of shares

4 Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

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
GBP	B Preference Shares	7,851,682	£0.785168	
GBP	C1 Ordinary Shares	75,000	£750.00	
GBP	C2 Ordinary Shares	7,500	£975.00	
GBP	C3 Ordinary Shares	15,000	£1050.00	
GBP	C4 Ordinary Shares	15,000	£1050.00	
GBP	C5 Ordinary Shares	7,500	£1125.00	
GBP	C6 Ordinary Shares	102,000	£1020.00	
GBP	C7 Ordinary Shares	3,000	£30.00	
GBP	S Preference Shares	18,500,000	£1.85	
Totals		26,576,682	£6,002.635168	£0.00

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Notice of cancellation of shares

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Statement of capital (prescribed particulars of rights attached to shares) ¹

Class of share	B Preference Shares	
Prescribed particulars	<p>The B Preference Shares are non-voting. The B Preference Shares have a preferred right to receive dividends. The B Preference Shares have a preferred right to receive capital. The B Preference Shares may be redeemed on an exit or with agreement of the Company and the B Preference shareholders.</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); 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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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	C1 Ordinary Shares	<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); 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>
Prescribed particulars	<p>The C1 Ordinary Shares have voting rights in the Company and entitle the holders of the C1 Ordinary Shares to 5% of the voting rights in the Company. Each share (other than the D Ordinary Shares, which have no rights to dividends) ranks equally with all other shares on the declaration of a dividend after the preference shares have received their entitlement to preferred dividends. On a return of capital the C1 Ordinary Shares rank behind the preference shares and then rank pro rata with the A Ordinary Shares, B Ordinary Shares and other classes of C Ordinary Shares, subject to a ratchet for the D Ordinary Shares.</p>	

5 Statement of capital (prescribed particulars of rights
attached to shares) ❶

Class of share	C2 Ordinary Shares
Prescribed particulars	<p>The C2 Ordinary Shares have voting rights in the Company and entitle the holders of the C2 Ordinary Shares to 5% of the voting rights in the Company. Each share (other than the D Ordinary Shares, which have no rights to dividends) ranks equally with all other shares on the declaration of a dividend after the preference shares have received their entitlement to preferred dividends. On a return of capital the C2 Ordinary Shares rank behind the preference shares and then rank pro rata with the A Ordinary Shares, B Ordinary Shares and other classes of C Ordinary Shares, subject to a ratchet for the D Ordinary Shares.</p>

❶ 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.

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Statement of capital (prescribed particulars of rights attached to shares) ¹

Class of share	C3 Ordinary Shares	
Prescribed particulars	<p>The C3 Ordinary Shares have voting rights in the Company and entitle the holders of the C3 Ordinary Shares to 5% of the voting rights in the Company. Each share (other than the D Ordinary Shares, which have no rights to dividends) ranks equally with all other shares on the declaration of a dividend after the preference shares have received their entitlement to preferred dividends. On a return of capital the C3 Ordinary Shares rank behind the preference shares and then rank pro rata with the A Ordinary Shares, B Ordinary Shares and other classes of C Ordinary Shares, subject to a ratchet for the D Ordinary Shares.</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); 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>

5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	C4 Ordinary Shares
Prescribed particulars	<p>The C4 Ordinary Shares have voting rights in the Company and entitle the holders of the C4 Ordinary Shares to 5% of the voting rights in the Company. Each share (other than the D Ordinary Shares, which have no rights to dividends) ranks equally with all other shares on the declaration of a dividend after the preference shares have received their entitlement to preferred dividends. On a return of capital the C4 Ordinary Shares rank behind the preference shares and then rank pro rata with the A Ordinary Shares, B Ordinary Shares and other classes of C Ordinary Shares, subject to a ratchet for the D Ordinary Shares.</p>

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.

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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ¹

Class of share	C5 Ordinary Shares	
Prescribed particulars	<p>The C5 Ordinary Shares have voting rights in the Company and entitle the holders of the C5 Ordinary Shares to 5% of the voting rights in the Company. Each share (other than the D Ordinary Shares that have no rights to dividends) ranks equally with all other shares on the declaration of a dividend after the preference shares have received their entitlement to preferred dividends. On a return of capital the C5 Ordinary Shares rank behind the preference shares and then rank pro rata with the A Ordinary Shares, B Ordinary Shares and other classes of C Ordinary Shares, subject to a ratchet for the D Ordinary Shares.</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); 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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Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ¹

Class of share	C6 Ordinary Shares	
Prescribed particulars	<p>The C6 Ordinary Shares are non-voting. Each share (other than the D Ordinary Shares, which have no rights to dividends) ranks equally with all other shares on the declaration of a dividend after the preference shares have received their entitlement to preferred dividends. On a return of capital the C6 Ordinary Shares rank behind the preference shares and then rank pro rata with the A Ordinary Shares, B Ordinary Shares and other classes of C Ordinary Shares, subject to a ratchet for the D Ordinary Shares.</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); 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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Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	C7 Ordinary Shares	<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); 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>
Prescribed particulars	<p>The C7 Ordinary Shares are non-voting. Each share (other than the D Ordinary Shares, which have no rights to dividends) ranks equally with all other shares on the declaration of a dividend after the preference shares have received their entitlement to preferred dividends. On a return of capital the C7 Ordinary Shares rank behind the preference shares and then rank pro rata with the A Ordinary Shares, B Ordinary Shares and other classes of C Ordinary Shares, subject to a ratchet for the D Ordinary Shares.</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	S Preference Shares	
Prescribed particulars	<p>The S Preference Shares are non-voting. The S Preference Shares have a preferred right to receive dividends. The S Preference Shares have a preferred right to receive capital. The S Preference Shares may be redeemed on an exit or with agreement of the Company and the S Preference shareholders.</p>	

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Return of allotment of shares



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	K. Murphy
Company name	Mayer Brown International LLP
Address	201 Bishopsgate
Post town	London
County/Region	
Postcode	E C 2 M 3 A F
Country	
DX	
Telephone	



Checklist

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.



Important information

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



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