

**Return of Allotment of Shares**Company Name: **WILLIAMS TOPCO LIMITED**Company Number: **11383835**Received for filing in Electronic Format on the: **25/10/2019**

X8GURSM2

**Shares Allotted (including bonus shares)**

Date or period during which  
shares are allotted

From  
**09/08/2019**

<b>Class of Shares:</b>	<b>F ORDINARY</b>	Number allotted	<b>9412</b>
Currency:	<b>GBP</b>	Nominal value of each share	<b>0.6</b>
		Amount paid:	<b>1.19</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

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## Statement of Capital (Share Capital)

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Class of Shares:	A	Number allotted	200000
	ORDINARY	Aggregate nominal value:	20000

Currency: GBP

Prescribed particulars

A ORDINARY SHARES RANK PARI PASSU TO ALL OTHER SHARES FOR INCOME AND DIVIDEND PURPOSES. ON WINDING UP OR LIQUIDATION A ORDINARY SHARES HAVE PRIORITY OVER C ORDINARY, D ORDINARY, E ORDINARY AND F ORDINARY HOLDERS BUT HOLD PARI PASSU WITH B ORDINARY SHARE HOLDERS AS IF THEY WERE ONE CLASS. IN THE BALANCE OF ASSETS ALL SHARE CLASSES WILL RANK PAN PASSU. A ORDINARY SHARES ARE NOT REDEEMABLE. HOLDERS OF A ORDINARY SHARES MAY VOTE AT ALL GENERAL MEETINGS, ON ALL WRITTEN RESOLUTIONS AND ON A POLL OR WRITTEN RESOLUTION TO EXERCISE ONE VOTE PER SHARE. HOLDERS OF A ORDINARY SHARES HOLD ENHANCED VOTING RIGHTS, IN THE EVENT OF DEFAULT OR POTENTIAL EVENT OF DEFAULT UNDER THE FACILITIES AGREEMENT, FINANCE SECURITY OR ANY DEBENTURE, ALL OR PART OF THE LOAN NOTES DUE FOR PAYMENT HAS NOT BEEN PAID IN FULL, IN THE OPINION OF THE INVESTOR MAJORITY WHETHER THE WORKING CAPITAL OF THE GROUP IS PREJUDICED TO THE EXTENT THE GROUP IS LIKELY TO REQUIRE FUNDING, COMMIT A BREACH OF ANY CASH-RELATED COVENANT OR COMMIT A BREACH OF ANY OTHER FINANCIAL COVENANT AND A ORDINARY SHARE HOLDERS WERE NOT INVOLVED, WHICH BREACH HAS NOT BEEN REMEDIED WITHIN SEVEN DAYS OF NOTICE TO THE COMPANY, THE STATUTORY AUDITED ACCOUNTS OF THE GROUP CONTAIN A QUALIFIED OR ADVERSE OPINION FROM THE AUDITORS OR THE HEADROOM IN ANY FINANCIAL COVENANT CALCULATIONS OF THE MANAGEMENT ACCOUNTS IS FORECAST TO BE LESS THAN 25% -- EACH HOLDER OF A ORDINARY SHARES SHALL BE ENTITLED, IN THAT CAPACITY, TO EXERCISE ON A POLL VOTE AT A GENERAL MEETING, OR ON A VOTE ON A WRITTEN RESOLUTION SUCH NUMBER OF VOTES FOR EVERY A ORDINARY SHARE OF WHICH IT IS THE HOLDER AS SHALL CONFER UPON THE A ORDINARY SHARES (AS IF THEY ARE ONE CLASS OF SHARE) NINETY-FIVE PER CENT (95%) OF THE TOTAL VOTING RIGHTS OF ALL SHARES IN ISSUE AT THE RELEVANT TIME. THE HOLDERS OF THE A ORDINARY SHARES SHALL BE ENTITLED FROM TIME TO TIME TO APPOINT UP TO TWO PERSONS AS DIRECTORS OF THE COMPANY AND EACH OTHER GROUP COMPANY AND TO REMOVE ANY SUCH PERSON FROM OFFICE. AT ANY TIME THAT THE HOLDERS OF A ORDINARY SHARES ARE ENTITLED TO ADDITIONAL VOTES AT GENERAL MEETINGS

OF THE COMPANY IN RESPECT OF THEIR A ORDINARY SHARES PURSUANT TO ARTICLE 3.3(B), THE HOLDERS OF THE A ORDINARY SHARES SHALL BE ENTITLED TO REMOVE ANY DIRECTOR (OTHER THAN THE RIBA DIRECTORS) FROM OFFICE AND/OR APPOINT ANY PERSON AS A DIRECTOR IN HIS PLACE. SUBJECT TO ARTICLE 3.6(D), NO MEETING OF MEMBERS SHALL BE QUORATE UNLESS THOSE MEMBERS PRESENT INCLUDE (WHETHER IN PERSON OR BY A DULY AUTHORISED REPRESENTATIVE OR A PROXY) AT LEAST ONE HOLDER OF A ORDINARY SHARES AND AT LEAST ONE HOLDER OF B ORDINARY SHARES.

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>200000</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>20000</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**B ORDINARY SHARES RANK PARI PASSU TO ALL OTHER SHARES FOR INCOME AND DIVIDEND PURPOSES. ON WINDING UP OR LIQUIDATION B ORDINARY SHARES HAVE PRIORITY OVER C ORDINARY, D ORDINARY, E ORDINARY AND F ORDINARY HOLDERS BUT HOLD PARI PASSU WITH A ORDINARY SHARE HOLDERS AS IF THEY WERE ONE CLASS. IN THE BALANCE OF ASSETS ALL SHARE CLASSES WILL RANK PARI PASSU. B ORDINARY SHARES ARE NOT REDEEMABLE. HOLDERS OF B ORDINARY SHARES MAY VOTE AT ALL GENERAL MEETINGS, ON ALL WRITTEN RESOLUTIONS AND ON A POLL OR WRITTEN RESOLUTION TO EXERCISE ONE VOTE PER SHARE. THEY ARE NOT REDEEMABLE. THE HOLDERS OF THE B ORDINARY SHARES SHALL BE ENTITLED FROM TIME TO TIME TO APPOINT UP TO TWO PERSONS AS DIRECTORS OF THE COMPANY AND EACH GROUP COMPANY AND TO REMOVE ANY SUCH PERSON FROM OFFICE. SUBJECT TO ARTICLE 3.6(D), NOT MEETING OF MEMBERS SHALL BE QUORATE UNLESS THOSE MEMBERS PRESENT INCLUDE (WHETHER IN PERSON OR BY A DULY AUTHORISED REPRESENTATIVE OR A PROXY) AT LEAST ONE HOLDER OF A ORDINARY SHARES AND AT LEASE ONE HOLDER OF B ORDINARY SHARES.**

<b>Class of Shares:</b>	<b>C</b>	Number allotted	<b>15295</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>9177</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**C ORDINARY SHARES RANK PARI PASSU TO ALL OTHER SHARES FOR INCOME AND DIVIDEND PURPOSES. ON WINDING UP OR LIQUIDATION C ORDINARY SHARES RANK**

PARI PASSUE WITH D ORDINARY, E ORDINARY AND F ORDINARY HOLDERS AND WILL BE ALLOCATED AFTER A ORDINARY AND B ORDINARY SHARE HOLDERS. IN THE BALANCE OF ASSETS ALL SHARE CLASSES WILL RANK PARI PASSU. HOLDERS OF C ORDINARY SHARES MAY VOTE AT ALL GENERAL MEETINGS, ON ALL WRITTEN RESOLUTIONS AND ON A POLL OR WRITTEN RESOLUTION TO EXERCISE ONE VOTE PER SHARE – THE C ORDINARY SHARES AS A CLASS, SHALL ENTITLE THE MEMBERS(S) HOLDING SUCH C ORDINARY TO 3% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME (SUBJECT ALWAYS TO ARTICLE 3.3(B)).

<b>Class of Shares:</b>	<b>D</b>	Number allotted	<b>18823</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>11293.8</b>
Currency:	<b>GBP</b>		

Prescribed particulars

D ORDINARY SHARES RANK PARI PASSU TO ALL OTHER SHARES FOR INCOME AND DIVIDEND PURPOSES AND ARE NOT REDEEMABLE. ON WINDING UP OR LIQUIDATION D ORDINARY SHARES RANK PARI PASSU WITH C ORDINARY, E ORDINARY AND F ORDINARY HOLDERS AND WILL BE ALLOCATED AFTER A AND B ORDINARY SHARE HOLDERS. IN THE BALANCE OF ASSETS ALL SHARE CLASSES WITH RANK PARI PASSU. D ORDINARY SHARE HOLDERS MAY VOTE AT ALL GENERAL MEETINGS, ON ALL WRITTEN RESOLUTIONS AND ON A POLL OR WRITTEN RESOLUTION TO EXERCISE ONE VOTE PER SHARE - THE D ORDINARY SHARES AS A CLASS, SHALL ENTITLE THE MEMBER(S) HOLDING SUCH D ORDINARY SHARES TO 5% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME (SUBJECT ALWAYS TO ARTICLE 3.3(B)).

<b>Class of Shares:</b>	<b>E</b>	Number allotted	<b>11765</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>7059</b>
Currency:	<b>GBP</b>		

Prescribed particulars

E ORDINARY SHARES RANK PARI PASSU TO ALL OTHER SHARES FOR INCOME AND DIVIDEND PURPOSES AND ARE NOT REDEEMABLE. ON WINDING UP OR LIQUIDATION E ORDINARY SHARES RANK PARI PASSU WITH C ORDINARY, D ORDINARY AND F ORDINARY HOLDERS AND WILL BE ALLOCATED AFTER A AND B ORDINARY SHARE HOLDERS. IN THE BALANCE OF ASSETS ALL SHARE CLASSES WITH RANK PARI PASSU. E ORDINARY SHARE HOLDERS MAY VOTE AT ALL GENERAL MEETINGS, ON ALL WRITTEN RESOLUTIONS

AND ON A POLL OR WRITTEN RESOLUTION TO EXERCISE ONE VOTE PER SHARE - THE E ORDINARY SHARES AS A CLASS, SHALL ENTITLE THE MEMBER(S) HOLDING SUCH E ORDINARY SHARES TO 5% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME (SUBJECT ALWAYS TO ARTICLE 3.3(B)).

<b>Class of Shares:</b>	<b>F</b>	Number allotted	<b>9412</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>5647.2</b>

Currency: **GBP**

Prescribed particulars

F ORDINARY SHARES RANK PARI PASSU TO ALL OTHER SHARES FOR INCOME AND DIVIDEND PURPOSES AND ARE NOT REDEEMABLE. ON WINDING UP OR LIQUIDATION F ORDINARY SHARES RANK PARI PASSU WITH C ORDINARY, D ORDINARY AND E ORDINARY HOLDERS AND WILL BE ALLOCATED AFTER A AND B ORDINARY SHARE HOLDERS. IN THE BALANCE OF ASSETS ALL SHARE CLASSES WITH RANK PARI PASSU. F ORDINARY SHARE HOLDERS MAY VOTE AT ALL GENERAL MEETINGS, ON ALL WRITTEN RESOLUTIONS AND ON A POLL OR WRITTEN RESOLUTION TO EXERCISE ONE VOTE PER SHARE - THE F ORDINARY SHARES AS A CLASS, SHALL ENTITLE THE MEMBER(S) HOLDING SUCH F ORDINARY SHARES TO 2% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME (SUBJECT ALWAYS TO ARTICLE 3.3(B)).

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>455295</b>
		Total aggregate nominal value:	<b>73177</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.