

**Return of Allotment of Shares**Company Name: **CHAPLIN TOPCO LIMITED**Company Number: **11442710**Received for filing in Electronic Format on the: **28/09/2022**

XBDHP1W9

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>15/09/2022</b>	

<b>Class of Shares:</b>	<b>D GROWTH</b>	Number allotted	<b>38000</b>
<b>Currency:</b>	<b>GBP</b>	Nominal value of each share	<b>0.0001</b>
		Amount paid:	<b>0.38</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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<b>Class of Shares:</b>	<b>GROWTH</b>	Number allotted	<b>20420</b>
	<b>SHARES</b>	Aggregate nominal value:	<b>2.042</b>

**A**

Currency: **GBP**

Prescribed particulars

**SEE PARTICULARS OF VARIATION OF RIGHTS**

<b>Class of Shares:</b>	<b>GROWTH</b>	Number allotted	<b>1558</b>
	<b>SHARES</b>	Aggregate nominal value:	<b>0.1558</b>

**B**

Currency: **GBP**

Prescribed particulars

**SEE PARTICULARS OF VARIATION OF RIGHTS**

<b>Class of Shares:</b>	<b>GROWTH</b>	Number allotted	<b>87072</b>
	<b>SHARES</b>	Aggregate nominal value:	<b>8.7072</b>

**C**

Currency: **GBP**

Prescribed particulars

**SEE PARTICULARS OF VARIATION OF RIGHTS**

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>751126</b>
	<b>SHARES</b>	Aggregate nominal value:	<b>751.126</b>

**A**

Currency: **GBP**

Prescribed particulars

**SEE PARTICULARS OF VARITION OF RIGHTS**

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>66515</b>
	<b>SHARES</b>	Aggregate nominal value:	<b>6.6515</b>
	<b>B</b>		
Currency:	<b>GBP</b>		

Prescribed particulars

**SEE PARTICULARS OF VARIATION OF RIGHTS**

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>27359</b>
	<b>SHARES</b>	Aggregate nominal value:	<b>2.7359</b>
	<b>C</b>		
Currency:	<b>GBP</b>		

Prescribed particulars

**SEE PARTICULARS OF VARIATION OF RIGHTS**

<b>Class of Shares:</b>	<b>D</b>	Number allotted	<b>38000</b>
	<b>GROWTH</b>	Aggregate nominal value:	<b>3.8</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**DIVIDEND RIGHTS: THE D GROWTH SHARES HAVE NO RIGHTS TO DIVIDENDS. RETURN OF CAPITAL RIGHTS: ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED (IN ACCORDANCE WITH ARTICLES 6.1.1-6.1.5) IN THE FOLLOWING ORDER: (I) FIRST, TO THE HOLDERS OF THE PREFERENCE SHARES UNTIL EACH HOLDER OF PREFERENCE SHARES IS ALLOCATED IN AGGREGATE AN AMOUNT EQUAL TO THE AGGREGATE OF: (A) THE ISSUE PRICE OF EACH PREFERENCE SHARE HELD BY HIM; (B) ANY ARREARS OR ACCRUALS OF THE FIXED PREFERENCE DIVIDEND IN RESPECT OF EACH PREFERENCE SHARE HELD BY HIM (TOGETHER WITH ANY INTEREST ON), CALCULATED DOWN TO THE DATE OF THE CAPITAL RETURN, IRRESPECTIVE OF WHETHER SUCH DIVIDENDS HAVE BEEN EARNED OR DECLARED OR NOT; (II) SECOND, 84.5% TO THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (THE "X ALLOCATION") PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES AND 15.5% TO THE HOLDERS OF C ORDINARY SHARES AND B GROWTH SHARES PRO RATA TO THE AMOUNT OF THEIR RESPECTIVE AGGREGATE PRIORITY RETURNS (THE "Y ALLOCATION") UNTIL EITHER: (A) THE HOLDERS OF C ORDINARY SHARES ARE ALLOCATED IN RESPECT OF EACH C ORDINARY SHARE THE C ORDINARY SHARE PRIORITY RETURN AND THE HOLDERS OF B GROWTH SHARES ARE ALLOCATED IN RESPECT OF EACH B GROWTH SHARE THE B GROWTH SHARE PRIORITY RETURN, IN EACH CASE FROM THE Y ALLOCATION (THE "FIRST THRESHOLD"); OR (B) THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES ARE ALLOCATED AN AMOUNT IN AGGREGATE EQUAL TO THE TOTAL ORDINARY SUBSCRIPTION PROCEEDS FROM THE X ALLOCATION (THE "SECOND THRESHOLD"); (III) THIRD IF THE FIRST THRESHOLD APPLIES, TO THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES UNTIL THE AGGREGATE AMOUNT ALLOCATED TO THEM FROM THE X ALLOCATION AND PURSUANT TO ARTICLE 6.1.3(A) IS AN AMOUNT EQUAL TO THE TOTAL ORDINARY SUBSCRIPTION PROCEEDS; OR (B) IF THE SECOND THRESHOLD APPLIES, TO THE HOLDERS OF C ORDINARY SHARES AND B GROWTH SHARES PRO RATA TO THE AMOUNT OF THEIR RESPECTIVE AGGREGATE PRIORITY RETURNS UNTIL THE AGGREGATE AMOUNT ALLOCATED FROM THE Y ALLOCATION AND PURSUANT TO ARTICLE 6.1.3(B) IN RESPECT OF EACH C ORDINARY SHARE IS THE C ORDINARY SHARE PRIORITY RETURN AND IN RESPECT OF EACH B GROWTH SHARE IS THE B GROWTH SHARE PRIORITY RETURN; AND (IV) FOURTH TO THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES, C ORDINARY SHARES, A GROWTH SHARES, B GROWTH SHARES**

AND C GROWTH SHARES IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY (AS IF SUCH SHARES CONSTITUTED A SINGLE CLASS), UNTIL THE AGGREGATE AMOUNT ALLOCATED TO SUCH SHARES PURSUANT TO ARTICLES 6.1.2, 6.1.3 AND 6.1.4 IS AN AGGREGATE AMOUNT EQUAL TO THE HURDLE AMOUNT: AND (V) FIFTH, THE BALANCE (IF ANY) TO THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES, C ORDINARY SHARES, A GROWTH SHARES, B GROWTH SHARES, C GROWTH SHARES AND D GROWTH SHARES IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY EACH OF THEM RESPECTIVELY (AS IF SUCH SHARES CONSTITUTED A SINGLE CLASS). VOTING RIGHTS: THE D GROWTH SHARES HAVE NO VOTING RIGHTS. THE CLASS RIGHTS ATTACHED TO THE D GROWTH SHARES MAY BE VARIED OR ABROGATED IN ACCORDANCE WITH THE ARTICLES. REDEMPTION RIGHTS: THE D GROWTH SHARES ARE NOT REDEEMABLE.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>992050</b>
		Total aggregate nominal value:	<b>775.2184</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.