

Don't
staple this form

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

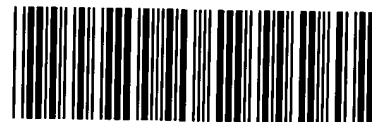


Companies House

✓ **What this form is for**
You may use this form to give
notice of consolidation,
sub-division, redemption of
shares or re-conversion of stock
into shares.

✗ **What this form is NOT for**
You cannot use this form to give
notice of a conversion of shares
into stock.

THURSDAY



A7YSGALK

A22

07/02/2019

#430

COMPANIES HOUSE

1 Company details

Company number 1 1 5 5 2 3 6 5

Company name in full Chatsworth Topco Limited

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Date of resolution

Date of resolution 2 1 7 2 2 0 1 8

3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
A Ordinary	1	1.00	1,000	0.001

5 Redemption

Please show the class number and nominal value of shares that have been
redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

6 Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

New share structure

Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

7 Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

Please use a Statement of Capital continuation page if necessary.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

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

£	A Ordinary	1,000	0.001	
Totals		1,000	1	0

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
1,000	1	0

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

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion
of stock into shares

8

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 7**.

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.

Please use a Statement of capital continuation page if necessary.

Class of share

A Ordinary

Prescribed particulars

①

Income

As regards income the Company may not distribute any profits in respect of any financial year unless Investor Approval to such distribution shall have been obtained. Subject thereto and to Article 4.2, any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the holders of the Ordinary Shares (pari passu as if the same constituted one class of share) save that the holders of B Ordinary Shares shall be at all times entitled to a minimum of 20% of such profits the Company determines to distribute irrespective of the number of

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

9

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.

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into 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

Luke Etson

Company name

Pinsent Masons LLP

Address

1 Park Row

Post town

Leeds

County/Region

Postcode

L S I S A B

Country

United Kingdom

DX

Telephone

0113 294 5284



Checklist

We may return 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 entered the date of resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed 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

Statement of capital

Complete a separate table for each currency.

06/16 Version 5.0

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

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

Class of share	A Ordinary	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ol style="list-style-type: none"> particulars of any voting rights, including rights that arise only in certain circumstances; particulars of any rights, as respects dividends, to participate in a distribution; particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and 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>B Ordinary Shares in issue representing less than 20% of the entire issued Ordinary Shares. If the total number of B Ordinary Shares in issue is greater than 20% of the entire Ordinary Shares in issue at the time of such distribution, the holders of such B Ordinary Shares shall be entitled to the higher percentage of their pro rata entitlement.</p> <p>Preference Dividend The Company shall (without resolution of the Board or the Company in general meeting and before the application of any profits to reserve or for any other purpose), if and to the extent permitted by the Act declare, immediately prior to an Exit in priority to the dividend on any other class of Shares, a dividend payable to the members holding Preference Shares <i>pari passu</i> as if they comprised one class of share of the aggregate amount of 12% per annum on the Issue Price of the Preference Shares in issue from time to time accruing on a daily basis and compounded on a monthly basis to Exit; (the "Preference Dividend").</p> <p>Capital In the event of a Sale, the proceeds of such Sale shall be distributed between the Shareholders holding Shares as follows:- (a) first in paying to the holders of the Preference Shares an amount equal to: (i) the Issue Price paid for such Shares; together with (ii) a sum equal to all arrears and/or accruals of Preference Dividends thereon to be calculated down to the payment date (a) second, in paying to the holders of the Ordinary Shares the Issue Price of each Share (together with a sum equal to any arrears of any declared dividend calculated down to the date of the return of capital); and (b) finally the remaining proceeds shall be distributed to the holders of Ordinary Shares (<i>pari passu</i> as if the same constituted one class of share); On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied in the manner set out in Article 4.3.1 as if the same constituted a Sale of the Company. Immediately prior to and conditionally upon a Listing, the Shareholders shall enter into such reorganisation of the share capital of the Company as they may agree or, in default, as the Investor Majority may specify, to ensure that the proceeds of such Listing is reallocated between the Shareholders in the same proportions as the preceding provisions of these Articles would provide on a Sale including in respect of the payment of the Preference Dividend.</p> <p>Voting Subject to Articles 7.5 and 7.10.2, the Ordinary Shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to vote on written resolutions and on a poll or written resolution to exercise</p>	

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

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

Class of share	A Ordinary	① Prescribed particulars of rights attached to shares The particulars are: <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. A separate table must be used for each class of share.
Prescribed particulars	<p>one vote per Share;</p> <p>The Preference Shares shall not entitle the holder thereof to notice of, attendance at, or a vote at any general meetings of the Company or to vote on any written resolution of the Company.</p>	