

**Return of Allotment of Shares**Company Name: **CHATSWORTH TOPCO LIMITED**Company Number: **11552365**Received for filing in Electronic Format on the: **13/02/2019**

X7Z7285D

**Shares Allotted (including bonus shares)**

Date or period during which  
shares are allotted

From  
**21/12/2018**

<b>Class of Shares:</b>	<b>A ORDINARY</b>	Number allotted	<b>799000</b>
Currency:	<b>GBP</b>	Nominal value of each share	<b>0.001</b>
		Amount paid:	<b>1</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

<b>Class of Shares:</b>	<b>B ORDINARY</b>	Number allotted	<b>160000</b>
Currency:	<b>GBP</b>	Nominal value of each share	<b>0.001</b>
		Amount paid:	<b>1</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

<b>Class of Shares:</b>	<b>PREFERENCE</b>	Number allotted	<b>15822836</b>
Currency:	<b>GBP</b>	Nominal value of each share	<b>0.000001</b>
		Amount paid:	<b>1</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>A</b>	Number allotted	<b>800000</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>800</b>

Currency: **GBP**

Prescribed particulars

**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 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. 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 PARI PASSU 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"). 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 (PARI PASSU 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. 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 ONE VOTE PER SHARE; 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.

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>160000</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>160</b>
Currency:	<b>GBP</b>		

Prescribed particulars

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 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. 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 PARI PASSU 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"). 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 (PARI PASSU 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. 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 ONE VOTE PER SHARE; 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.

Class of Shares:	PREFERENCE	Number allotted	15822836
Currency:	GBP	Aggregate nominal value:	15.822836

Prescribed particulars

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 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. 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 PARI PASSU 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"). 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 (PARI PASSU 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. 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 ONE VOTE PER SHARE; 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.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>16782836</b>
		Total aggregate nominal value:	<b>975.822836</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.