

**Return of Allotment of Shares**Company Name: **SG GLOBAL TOPCO LIMITED**Company Number: **11827427**Received for filing in Electronic Format on the: **26/08/2022**

XBB722FM

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>18/08/2022</b>	

<b>Class of Shares:</b>	<b>C SHARE</b>	Number allotted	<b>91500</b>
<b>Currency:</b>	<b>GBP</b>	Nominal value of each share	<b>0.01</b>
		Amount paid:	<b>0.133333</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	846153
	ORDINARY	Aggregate nominal value:	8461.53
Currency:	GBP		
Prescribed particulars			

INCOME AND DIVIDENDS A) SUBJECT TO: I. REDEMPTION IN FULL OF ALL PREFERENCE SHARES, TOGETHER WITH ALL ACCRUED AND/OR UNPAID AMOUNTS OF PREFERENCE DIVIDEND; AND II. THE BOARD RECOMMENDING PAYMENT OF THE SAME, ANY PROFITS AVAILABLE FOR DISTRIBUTION WHICH THE COMPANY MAY DECIDE TO DISTRIBUTE SHALL BE DETERMINED AND PAID TO THE SHAREHOLDERS IN ACCORDANCE WITH THE BELOW SECTION ("CAPITAL"). CAPITAL A) ON A DISTRIBUTION, PARTIAL EXIT, EXIT, A RETURN OF CAPITAL TO SHAREHOLDERS ON A WINDING UP OR OTHERWISE OR WHEN REQUIRED UNDER THESE ARTICLES FOR THE PURPOSES OF CALCULATING THE VALUE OF ANY OF THE SHARES ON THE BASIS OF THE FAIR PRICE (A WATERFALL EVENT), THE PROCEEDS DISTRIBUTABLE TO HOLDERS OF THE SHARES (THE VALUE) SHALL BE APPLIED AMONG THE HOLDERS OF VERY BAD LEAVER CONSIDERATION LOAN NOTES, LEAVER CONSIDERATION LOAN NOTES, PREFERENCE SHARES, A SHARES, B SHARES AND C SHARES, AND WITHIN EACH SUCH CLASS OF SHARE, PRO RATA TO EACH SUCH SHAREHOLDER'S RESPECTIVE SHAREHOLDING (PROVIDED THAT THE A SHARES AND B SHARES SHALL BE PARI PASSU AND TREATED AS IF THEY CONSTITUTED ONE CLASS OF SHARES), IN THE FOLLOWING MANNER: I. FIRST, SUBJECT TO THE PAYMENT OF THE RELEVANT MANAGEMENT AMOUNT PURSUANT TO ARTICLE 44(A)(III), THE HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE THE ENTIRE NOMINAL PAID UP AMOUNT ON SUCH PREFERENCE SHARES TOGETHER WITH A SUM EQUAL TO ALL ACCRUED BUT UNPAID DIVIDENDS IN RESPECT OF SUCH PREFERENCE SHARES AND, AS BETWEEN THE PREFERENCE SHAREHOLDERS, PRO RATA TO THE NUMBER OF PREFERENCE SHARES HELD BY THEM; II. SECOND, TO THE EXTENT THAT AMOUNTS FORMING PART OF THE VALUE REMAIN TO BE DISTRIBUTED FOLLOWING THE OPERATION OF ARTICLE 44(A)(I) AND SUBJECT TO THE PAYMENT OF THE RELEVANT MANAGEMENT AMOUNT PURSUANT TO ARTICLE 44(A)(III), ALL SUCH AMOUNTS SHALL BE DISTRIBUTED TO THE HOLDERS OF A SHARES AND B SHARES (PARI PASSU AS IF THE A SHARES AND B SHARES CONSTITUTED ONE CLASS OF SHARES) PRO RATA TO THEIR RESPECTIVE SHAREHOLDINGS; AND III. THE RELEVANT MANAGEMENT AMOUNT (IF ANY) SHALL BE DISTRIBUTED TO THE HOLDERS OF C SHARES PRO RATA TO THE NUMBER OF C SHARES HELD BY THEM AT THE SAME TIME AS ANY DISTRIBUTIONS ARE TO BE MADE PURSUANT TO ARTICLES 44(A)(I) AND 44(A)(II) ABOVE PROVIDED THAT: (I) IN CALCULATING THE VALUE TO BE DISTRIBUTED PURSUANT TO ARTICLE 44(A)(I), DIVIDENDS IN RESPECT OF THE PREFERENCE SHARES SHALL BE DEEMED TO HAVE CEASED ACCRUING ON AND FROM THE DATE(S) ON WHICH THE PREFERENCE SHARES WERE FIRST ISSUED; (II) THE VALUE TO BE DISTRIBUTED PURSUANT TO ARTICLES 44(A)(I) AND 44(A)(II) WILL BE CALCULATED NET OF THE RELEVANT MANAGEMENT AMOUNT; AND (III) THE ENTITLEMENT TO ANY RELEVANT

MANAGEMENT AMOUNT PURSUANT TO THIS ARTICLE 44 SHALL BE SUBJECT TO THE PRIOR DISTRIBUTION OF VALUE TO ANY SECURITIES ISSUED BY THE COMPANY OR ANY GROUP COMPANY TO ANY EQUITY INVESTOR FOLLOWING THE DATE ON WHICH ANY C SHARES ARE FIRST ISSUED BY THE COMPANY. VOTING A) EACH HOLDER OF A SHARES SHALL HAVE ONE VOTE IN RESPECT OF EVERY SHARE HELD BY HIM: I. ON A VOTE TAKEN BY WAY OF A POLL AT A GENERAL MEETING OF THE COMPANY; AND II. IN RELATION TO A WRITTEN RESOLUTION OF THE COMPANY. B) EACH A SHAREHOLDER SHALL HAVE ONE VOTE ON A VOTE TAKEN BY A SHOW OF HANDS AT A GENERAL MEETING OF THE COMPANY. REDEMPTION THE A SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	B	Number allotted	6474
	ORDINARY	Aggregate nominal value:	64.74
Currency:	GBP		

Prescribed particulars

INCOME AND DIVIDENDS A) SUBJECT TO: I. REDEMPTION IN FULL OF ALL PREFERENCE SHARES, TOGETHER WITH ALL ACCRUED AND/OR UNPAID AMOUNTS OF PREFERENCE DIVIDEND; AND II. THE BOARD RECOMMENDING PAYMENT OF THE SAME, ANY PROFITS AVAILABLE FOR DISTRIBUTION WHICH THE COMPANY MAY DECIDE TO DISTRIBUTE SHALL BE DETERMINED AND PAID TO THE SHAREHOLDERS IN ACCORDANCE WITH THE BELOW SECTION ("CAPITAL"). CAPITAL SEE ABOVE CAPITAL WATERFALL RIGHTS AS DESCRIBED FOR THE A ORDINARY SHARES. VOTING A) EACH HOLDER OF B SHARES SHALL HAVE ONE VOTE IN RESPECT OF EVERY SHARE HELD BY HIM: I. ON A VOTE TAKEN BY WAY OF A POLL AT A GENERAL MEETING OF THE COMPANY; AND II. IN RELATION TO A WRITTEN RESOLUTION OF THE COMPANY. REDEMPTION THE B SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	PREFERENCE	Number allotted	334847973
Currency:	GBP	Aggregate nominal value:	334847973

Prescribed particulars

INCOME AND DIVIDENDS EACH PREFERENCE SHARE SHALL ACCRUE (WITHOUT RESOLUTION OF THE BOARD OR OF THE COMPANY IN GENERAL MEETING AND BEFORE APPLICATION OF ANY PROFITS TO RESERVE OR FOR ANY OTHER PURPOSE) A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 10% OF A SUM EQUAL TO THE ENTIRE NOMINAL AND PREMIUM AMOUNTS PAID UP ON SUCH PREFERENCE SHARE PER PREFERENCE SHARE COMPOUNDED ANNUALLY FROM THE ISSUE DATE WHICH SHALL ACCRUE DAILY AND BE CALCULATED IN RESPECT OF THE PERIOD TO SUCH DATE ASSUMING A 365-DAY YEAR WHETHER OR NOT EARNED OR DECLARED AND WHETHER OR NOT THERE ARE SUFFICIENT PROFITS AVAILABLE FOR DISTRIBUTION TO PERMIT SUCH PAYMENT (THE PREFERENCE DIVIDEND). EACH PREFERENCE DIVIDEND SHALL BE PAID ON THE EARLIER OF THE DATE ON WHICH A DIVIDEND IS DECLARED ON ANY ORDINARY SHARES IN ACCORDANCE WITH ARTICLE 56 AND THE DATE OF REDEMPTION OF ANY PREFERENCE SHARES IN ACCORDANCE WITH ARTICLE 44(F) TO 44(G) AND SHALL BE PAID TO THE PERSON REGISTERED AS THE HOLDER OF THE RELEVANT SHARES OR SHARES ON THAT DATE AND SHALL BE DEEMED TO ACCRUE FROM DAY TO DAY AS WELL AFTER AS BEFORE THE COMMENCEMENT OF A WINDING-UP AND SHALL THEREFORE BE PAYABLE BY A LIQUIDATOR IN RESPECT OF ANY PERIOD AFTER SUCH COMMENCEMENT IN PRIORITY TO OTHER CLAIMS OR RIGHTS OF ORDINARY SHAREHOLDERS IN RESPECT OF SHARE CAPITAL. CAPITAL AND REDEMPTION SEE ABOVE CAPITAL WATERFALL RIGHTS AS DESCRIBED FOR THE A ORDINARY SHARES. THE COMPANY SHALL REDEEM ALL OF THE PREFERENCE SHARES IN ISSUE (IF ANY) ON 31 MAY 2034 OR, IF EARLIER, UNLESS DIRECTED TO THE CONTRARY BY THE HOLDER OR HOLDERS OF A MAJORITY IN NUMBER OF PREFERENCE SHARES, ON AN EXIT. SUBJECT TO INVESTOR CONSENT, THE COMPANY MAY AT ANY TIME ON NOT LESS THAN 20 BUSINESS DAYS' NOTICE (OR SUCH SHORTER NOTICE AS THE MAJORITY A HOLDERS MAY AGREE) IN WRITING TO THE HOLDERS OF PREFERENCE SHARES, REDEEM ANY NUMBER OF PREFERENCE SHARES TOGETHER WITH ANY PREFERENCE DIVIDEND AS CALCULATED IN ACCORDANCE WITH ARTICLE 42(A) ACCRUED ON SUCH PREFERENCE SHARES REDEEMED UP TO (BUT EXCLUDING) THE DATE OF REDEMPTION; PROVIDED THAT EACH SHAREHOLDER'S PREFERENCE SHARES SHALL BE REDEEMED PRO RATA TO THE NUMBER OF PREFERENCE SHARES IN ISSUE, AND PROVIDED FURTHER THAT THE ECONOMIC POSITION OF EACH HOLDER OF PREFERENCE SHARES AS AGAINST EACH OTHER HOLDER OF PREFERENCE SHARES (IN RESPECT OF THEIR HOLDING OF PREFERENCE SHARES) SHALL NOT BE AFFECTED. VOTING THE PREFERENCE SHARES SHALL CARRY NO RIGHT TO RECEIVE NOTICE OF, ATTEND OR VOTE IN ANY CIRCUMSTANCES AT ANY GENERAL MEETING OF THE COMPANY OR TO VOTE FOR THE PURPOSES OF ANY WRITTEN RESOLUTION OF THE COMPANY (OTHER

THAN IN RESPECT OF A VARIATION OF THE CLASS RIGHTS OF THE PREFERENCE SHARES IN ACCORDANCE WITH ARTICLE 46). REDEMPTION THE PREFERENCE SHARES CONFER THE RIGHTS OF REDEMPTION DESCRIBED IN THE ABOVE “CAPITAL AND REDEMPTION” SECTION, AND THE REDEMPTION AMOUNT IS CALCULATED UNDER ARTICLES 44(J) AND 44(K).

Class of Shares:	C	Number allotted	91500
	SHARE	Aggregate nominal value:	915
Currency:	GBP		

Prescribed particulars

INCOME AND DIVIDENDS A) SUBJECT TO: I. REDEMPTION IN FULL OF ALL PREFERENCE SHARES, TOGETHER WITH ALL ACCRUED AND/OR UNPAID AMOUNTS OF PREFERENCE DIVIDEND; AND II. THE BOARD RECOMMENDING PAYMENT OF THE SAME, ANY PROFITS AVAILABLE FOR DISTRIBUTION WHICH THE COMPANY MAY DECIDE TO DISTRIBUTE SHALL BE DETERMINED AND PAID TO THE SHAREHOLDERS IN ACCORDANCE WITH THE BELOW SECTION (“CAPITAL”). CAPITAL SEE ABOVE CAPITAL WATERFALL RIGHTS AS DESCRIBED FOR THE A ORDINARY SHARES. VOTING THE C SHARES SHALL CARRY NO RIGHT TO RECEIVE NOTICE OF, ATTEND OR VOTE IN ANY CIRCUMSTANCES AT ANY GENERAL MEETING OF THE COMPANY OR TO VOTE FOR THE PURPOSES OF ANY WRITTEN RESOLUTION OF THE COMPANY (OTHER THAN IN RESPECT OF A VARIATION OF THE CLASS RIGHTS OF THE C SHARES IN ACCORDANCE WITH ARTICLE 46). REDEMPTION THE C SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>335792100</b>
		Total aggregate nominal value:	<b>334857414.27</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.