

In accordance with
Section 708 of the
Companies Act 2006.

SH06

Notice of cancellation of shares

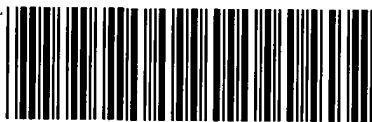


Companies House

✓ What this form is for
You may use this form to give notice of a cancellation of shares by a limited company on purchase

X What this form is NOT
You cannot use this form to
give notice of a cancellation of
shares held by a public company
under section 663 of the
Companies Act 2006. To do this,
please use form SH07.

SATURDAY



AAE9HEHN

A25

02/10/2021

#244

COMPANIES HOUSE

1 Company details

Company number	1	1	8	3	9	9	7	3
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Company name in full	PROJECT PHOENIX TOPCO LIMITED
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→ 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 cancellation
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Date of cancellation	^d 1	^d 0	^m 0	^m 8	^y 2	^y 0	^y 2	^y 1
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3	Shares cancelled
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[illegible]

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Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

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

Please use a Statement of Capital continuation page if necessary.

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				
GBP	A ORDINARY	647,441	647,441	
GBP	B ORDINARY	139,816	139,816	
GBP	C ORDINARY	197,915	197,915	
Totals		985,172	985,172	0.00

Currency table B				
Totals				

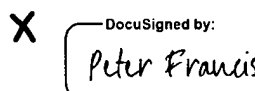
Currency table C				
Totals				

Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		985,172	985,172	0.00

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

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5	Statement of capital (prescribed particulars of rights attached to shares)	
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4.	
Class of share	A ORDINARY	
Prescribed particulars ①	SEE CONTINUATION SHEET	
Class of share	B ORDINARY	
Prescribed particulars ①	SEE CONTINUATION SHEET	
Class of share	C ORDINARY	
Prescribed particulars ①	SEE CONTINUATION SHEET	
6	Signature	
Signature	I am signing this form on behalf of the company. Signature  DocuSigned by: Peter Francis 5B718CCB8663475...	
	This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.	

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.

Continuation pages
 Please use a Statement of Capital continuation page if necessary.

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.

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

Class of share	A Ordinary shares	
Prescribed particulars	<p>Voting: Each member shall have one vote per A share save that in the event of a default, on notification to the company from the holders of not less than 50% of the A shares, the voting rights of the A shares shall be equal to 90% of the total voting rights attaching to all shares.</p> <p>Return of capital: Surplus assets on a return of capital are to be distributed amongst all shareholders pro rata. If at the time of such a distribution there are reserved shares (as defined under the company's articles of association) (Articles)) not issued, the A and C shareholders are entitled to receive such additional sum pro rata and in accordance with the terms of article 3.2 of the Articles.</p> <p>Dividends: The holders of the A shares shall not be entitled to receive any dividends in respect of those shares until such time as the loan notes (as defined in the Articles) have been redeemed in full. Subject to this, any dividends declared in accordance with the Articles shall be distributed amongst the holders of all the shares in the capital of the company pro rata, as if they constituted one class of share. The A ordinary shares are non redeemable at the option of the shareholder or the company.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <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. <p>A separate table must be used for each class of share.</p>

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

Class of share	B ordinary shares	
Prescribed particulars	<p>Voting: Each member shall have one vote per B share save that in the event of a default, on notification to the company from the holders of not less than 50% of the A shares, the voting rights of the A shares shall be equal to 90% of the total voting rights attaching to all shares.</p> <p>Return of capital: Surplus assets on a return of capital are to be distributed amongst all shareholders pro rata. If at the time of such a distribution there are reserved shares (as defined under the company's articles of association) (Articles)) not issued, the A and C shareholders are entitled to receive such additional sum pro rata and in accordance with the terms of article 3.2 of the Articles.</p> <p>Dividends: The holders of the B shares shall not be entitled to receive any dividends in respect of those shares until such time as the loan notes (as defined in the Articles) have been redeemed in full. Subject to this, any dividends declared in accordance with the Articles shall be distributed amongst the holders of all the shares in the capital of the company pro rata, as if they constituted one class of share. The B ordinary shares are non redeemable at the option of the shareholder or the company.</p>	<p>¹ Prescribed particulars of rights attached to shares The particulars are:</p> <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. <p>A separate table must be used for each class of share.</p>

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

Class of share	C ordinary shares	
Prescribed particulars	<p>Voting: Each member shall have one vote per C share save that in the event of a default, on notification to the company from the holders of not less than 50% of the A shares, the voting rights of the A shares shall be equal to 90% of the total voting rights attaching to all shares.</p> <p>Return of capital: Surplus assets on a return of capital are to be distributed amongst all shareholders pro rata. If at the time of such a distribution there are reserved shares (as defined under the company's articles of association) (Articles)) not issued, the A and C shareholders are entitled to receive such additional sum pro rata and in accordance with the terms of article 3.2 of the Articles.</p> <p>Dividends: The holders of the C shares shall not be entitled to receive any dividends in respect of those shares until such time as the loan notes (as defined in the Articles) have been redeemed in full. Subject to this, any dividends declared in accordance with the Articles shall be distributed amongst the holders of all the shares in the capital of the company pro rata, as if they constituted one class of share. The C ordinary shares are non redeemable at the option of the shareholder or the company.</p>	<p>¹ Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <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. <p>A separate table must be used for each class of share.</p>

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**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 **SIAN HARRISON**Company name **BROWNE JACOBSON LLP**Address **MOWBRAY HOUSE****CASTLE MEADOW ROAD**Post town **NOTTINGHAM**

County/Region

Postcode **N G 2 1 B J**

Country

DX

Telephone

**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 completed section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of 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