

**Return of Allotment of Shares**Company Name: **AXIOM UK TOPCO LIMITED**Company Number: **11883378**Received for filing in Electronic Format on the: **13/01/2023**

XBV386RS

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	15/12/2022	

Class of Shares:	B4	Number allotted	2845
	ORDINARY	Nominal value of each share	0.01
Currency:	USD	Amount paid:	40.09
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	B4	Number allotted	12500
	ORDINARY	Aggregate nominal value:	125
Currency:	USD		

Prescribed particulars

A. NO HOLDER OF A B4 ORDINARY SHARE IS ENTITLED TO VOTE AT GENERAL MEETINGS OF THE COMPANY. B. EACH B4 ORDINARY SHARE IS NOT ENTITLED TO RECEIVE ANY DIVIDENDS OR OTHER DISTRIBUTION OR ANY RIGHT TO PARTICIPATE IN THE PROFITS OF THE COMPANY, OTHER THAN IN ACCORDANCE WITH ARTICLE 8 (RETURN OF CAPITAL) AND ARTICLE 10 (APPORTIONMENT OF CONSIDERATION ON A SALE OR IPO) OF THE COMPANY'S ARTICLES OF ASSOCIATION. C. ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE, ANY SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED TO EACH HOLDER OF A B4 ORDINARY SHARE IN ACCORDANCE WITH ARTICLE 8.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION. D. THE B4 ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	A1	Number allotted	842124
	ORDINARY	Aggregate nominal value:	8421.24
Currency:	USD		

Prescribed particulars

A. EACH HOLDER OF AN A1 ORDINARY SHARE HAS ONE VOTE FOR EVERY A1 ORDINARY SHARE OF WHICH IT IS A HOLDER. B. EACH A1 ORDINARY SHARE IS NOT ENTITLED TO RECEIVE ANY DIVIDENDS OR OTHER DISTRIBUTION OR ANY RIGHT TO PARTICIPATE IN THE PROFITS OF THE COMPANY, OTHER THAN IN ACCORDANCE WITH ARTICLE 8 (RETURN OF CAPITAL) AND ARTICLE 10 (APPORTIONMENT OF CONSIDERATION ON A SALE OR IPO) OF THE COMPANY'S ARTICLES OF ASSOCIATION. C. ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE, ANY SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED TO EACH HOLDER OF AN A1 ORDINARY SHARE IN ACCORDANCE WITH ARTICLE 8.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION. D. THE A1 ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	A2	Number allotted	12535
	ORDINARY	Aggregate nominal value:	125.35
Currency:	USD		

Prescribed particulars

A. EACH HOLDER OF AN A2 ORDINARY SHARE HAS ONE VOTE FOR EVERY A2 ORDINARY SHARE OF WHICH IT IS A HOLDER. B. EACH A2 ORDINARY SHARE IS NOT ENTITLED TO RECEIVE ANY DIVIDENDS OR OTHER DISTRIBUTION OR ANY RIGHT TO PARTICIPATE IN THE PROFITS OF THE COMPANY, OTHER THAN IN ACCORDANCE WITH ARTICLE B (RETURN OF CAPITAL) AND ARTICLE 10 (APPORTIONMENT OF CONSIDERATION ON A SALE OR IPO) F THE COMPANY'S ARTICLES OF ASSOCIATION. C. ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE, ANY SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED TO EACH HOLDER OF AN A2 ORDINARY SHARE IN ACCORDANCE WITH ARTICLE 8.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION. D. THE A2 ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B1	Number allotted	92882
	ORDINARY	Aggregate nominal value:	928.82
Currency:	USD		

Prescribed particulars

A. NO HOLDER OF A B1 ORDINARY SHARE IS ENTITLED TO VOTE AT GENERAL MEETINGS OF THE COMPANY. B. EACH B1 ORDINARY SHARE IS NOT ENTITLED TO RECEIVE ANY DIVIDENDS OR OTHER DISTRIBUTION OR ANY RIGHT TO PARTICIPATE IN THE PROFITS OF THE COMPANY, OTHER THAN IN ACCORDANCE WITH ARTICLE 8 (RETURN OF CAPITAL) AND ARTICLE 10 (APPORTIONMENT OF CONSIDERATION ON A SALE OR IPO) OF THE COMPANY'S ARTICLES OF ASSOCIATION. C. ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE, ANY SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTIUN SHALL BE DISTRIBUTED TO EACH HOLDER OF A B1 ORDINARY SHARE IN ACCORDANCE WITH ARTICLE 8.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION. D. THE B1 ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	C1	Number allotted	25000
	ORDINARY	Aggregate nominal value:	250
Currency:	USD		

Prescribed particulars

A. NO HOLDER OF A C1 ORDINARY SHARE IS ENTITLED TO VOTE AT GENERAL MEETINGS OF THE COMPANY. B. EACH CL ORDINARY SHARE IS NOT ENTITLED TO RECEIVE ANY DIVIDENDS OR OTHER DISTRIBUTION OR ANY RIGHT TO PARTICIPATE IN THE PROFITS OF THE COMPANY, OTHER THAN IN ACCORDANCE WITH ARTICLE 8 (RETURN OF CAPITAL) AND ARTICLE 10 (APPORTIONMENT OF CONSIDERATION ON A SALE OR IPO) OF THE COMPANY'S ARTICLES OF ASSOCIATION. C. ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE, ANY SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTIUN SHALL BE DISTRIBUTED TO EACH HOLDER OF A C1 ORDINARY SHARE IN ACCORDANCE WITH ARTICLE 8.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION. D. THE C1 ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	PREFERENCE	Number allotted	589134835
Currency:	USD	Aggregate nominal value:	5891348.35

Prescribed particulars

A. NO HOLDER OF A PREFERENCE SHARE IS ENTITLED TO VOTE AT GEN RAL MEETINGS OF THE COMPANY. B. EACH PREFERENCE SHARE IS ENTITLED TO A FIXED, CUMULATIVE, PREFERENTIAL DIVIDEND IN ACCORDANCE WITH ARTICLE 5.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION, UNLESS A HOLDER OF A PREFERENCE SHARE OR ANY MANAGER TRANSFEROR BECOMES A BAD LEAVER (EACH AS DEFINED IN THE ARTICLES OF ASSOCIATION), IN WHICH CASE ARTICLE 5.3 OF THE COMPANY'S ARTICLES OF ASSOCIATION SHALL APPLY. C. ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE, ANY SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED TO EACH HOLDER OF A PREFERENCE SHARE IN ACCORDANCE WITH ARTICLE 8.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION SHALL APPLY. D. THE COMPANY MAY REDEEM ALL OR SOME OF ITS PREFERENCE SHARES THEN OUTSTANDING WITH THE PRIOR WRITTEN CONSENT OF THE HOLDERS OF AT LEAST 75 PER CENT OF THE PREFERENCE SHARES THEN IN ISSUE.

Class of Shares:	DEFERRED	Number allotted	5889
Currency:	USD	Aggregate nominal value:	58.89

Prescribed particulars

A. NO HOLDER OF A DEFERRED SHARE IS ENTITLED TO VOTE AT GENERAL MEETINGS OF THE COMPANY. B. EACH DEFERRED SHARE IS NOT ENTITLED TO RECEIVE ANY DIVIDENDS OR OTHER DISTRIBUTION OR ANY RIGHT TO PARTICIPATE IN THE PROFITS OF THE COMPANY, OTHER THAN IN ACCORDANCE WITH ARTICLE 8 (RETURN OF CAPITAL) AND ARTICLE 10 (APPORTIONMENT OF CONSIDERATION ON A SALE OR IPO) OF THE COMPANY'S ARTICLES OF ASSOCIATION. C. ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE, ANY SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED TO EACH HOLDER OF A DEFERRED SHARE IN ACCORDANCE WITH ARTICLE 8.2 AND 8.3 OF THE COMPANY'S ARTICLES OF ASSOCIATION. D. THE DEFERRED SHARES ARE NOT REDEEMABLE.

Class of Shares:	B2	Number allotted	7593
	ORDINARY	Aggregate nominal value:	75.93
Currency:	USD		

Prescribed particulars

A. NO HOLDER OF A B2 ORDINARY SHARE IS ENTITLED TO VOTE AT GENERAL MEETINGS OF THE COMPANY. B. EACH B2 ORDINARY SHARE IS NOT ENTITLED TO RECEIVE ANY DIVIDENDS OR OTHER DISTRIBUTION OR ANY RIGHT TO PARTICIPATE IN THE PROFITS OF THE COMPANY, OTHER THAN IN ACCORDANCE WITH ARTICLE 8 (RETURN OF CAPITAL) AND ARTICLE 10 (APPORTIONMENT OF CONSIDERATION ON A SALE OR IPO) OF THE COMPANY'S ARTICLES OF ASSOCIATION. C. ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE, ANY SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTIUN SHALL BE DISTRIBUTED TO EACH HOLDER OF A B2 ORDINARY SHARE IN ACCORDANCE WITH ARTICLE 8.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION. D. THE B2 ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B3	Number allotted	7074
	ORDINARY	Aggregate nominal value:	70.74
Currency:	USD		

Prescribed particulars

A. NO HOLDER OF A B3 ORDINARY SHARE IS ENTITLED TO VOTE AT GENERAL MEETINGS OF THE COMPANY. B. EACH B3 ORDINARY SHARE IS NOT ENTITLED TO RECEIVE ANY DIVIDENDS OR OTHER DISTRIBUTION OR ANY RIGHT TO PARTICIPATE IN THE PROFITS OF THE COMPANY, OTHER THAN IN ACCORDANCE WITH ARTICLE 8 (RETURN OF CAPITAL) AND ARTICLE 10 (APPORTIONMENT OF CONSIDERATION ON A SALE OR IPO) OF THE COMPANY'S ARTICLES OF ASSOCIATION. C. ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE, ANY SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED TO EACH HOLDER OF A B3 ORDINARY SHAR IN ACCORDANCE WITH ARTICLE 8.2 OF THE COMPANY'S ARTICLES OF ASSOCIATION. D. THE B3 ORDINARY SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	USD	Total number of shares:	590140432
		Total aggregate nominal value:	5901404.32
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.