

DON'T
STAPLE

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.

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

Company number 1 1 9 9 2 1 0 1

Company name in full MILLS 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 1 8 0 1 2 0 2 3

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

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
B preference	24,971	1.00

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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.

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

Continuation page
Use a Statement of Capital continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

Currency table A

	See continuation page			
Totals				

Currency table B

Totals				

Currency table C

Totals				

Total issued share capital table

Complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶ ❷
Grand total	74513036	74513036	0

❶ Show different currencies separately. For example: £100 + €100 + \$10

❷ **Total aggregate amount unpaid**
Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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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**.

Class of share

A Ordinary

Prescribed particulars

①

VOTING: ON A WRITTEN RESOLUTION, EACH HOLDER SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE HELD BY HIM. DISTRIBUTIONS: SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) HORIZON INVESTOR CONSENT; AND (III) PRIORITY PAYMENTS OF ANY DIVIDEND PAYMENTS TO THE HOLDER OF PREFERENCE SHARES, EACH HOLDER IS ENTITLED TO PARTICIPATE IN ALL DIVIDENDS AND DISTRIBUTIONS AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SHARES HELD BY HIM. RETURN OF CAPITAL: SUBJECT TO ANY PRIORITY PAYMENTS, INCLUDING WITH RESPECT TO THE A PREFERENCE SHARES AND B PREFERENCE SHARES, ON A LIQUIDATION ALL PAYMENTS SHALL BE DISTRIBUTED ACCORDING TO THE NUMBER OF SHARES HELD, PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS. REDEMPTION: THE SHARES ARE NON-REDEEMABLE.

Class of share

B Ordinary

Prescribed particulars

①

VOTING: THE SHARES DO NOT CARRY ANY VOTING RIGHTS. DISTRIBUTIONS: SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) HORIZON INVESTOR CONSENT; AND (III) PRIORITY PAYMENTS OF ANY DIVIDEND PAYMENTS TO THE HOLDER OF PREFERENCE SHARES, EACH HOLDER IS ENTITLED TO PARTICIPATE IN ALL DIVIDENDS AND DISTRIBUTIONS AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SHARES HELD BY HIM. RETURN OF CAPITAL: SUBJECT TO ANY PRIORITY PAYMENTS, INCLUDING WITH RESPECT TO THE A PREFERENCE SHARES AND B PREFERENCE SHARES, ON A LIQUIDATION ALL PAYMENTS SHALL BE DISTRIBUTED ACCORDING TO THE NUMBER OF SHARES HELD, PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS. REDEMPTION: THE SHARES ARE NON-REDEEMABLE.

Class of share

A Preference

Prescribed particulars

①

VOTING: THE SHARES DO NOT CARRY ANY VOTING RIGHTS. DISTRIBUTIONS: THE COMPANY SHALL ACCRUE FOR EACH PREFERENCE SHARE A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 10% OF THE ISSUE PRICE PER A PREFERENCE SHARE COMPOUNDED ANNUALLY ON 31 DECEMBER EACH YEAR WHICH SHALL ACCRUE DAILY AND BE CALCULATED IN RESPECT OF THE PERIOD TO SUCH DATE ASSUMING A 365-DAY YEAR. RETURN OF CAPITAL: IN PRIORITY TO OTHER PAYMENTS IN RESPECT OF SHAREHOLDINGS, EACH HOLDER ON A LIQUIDATION IS ENTITLED IN RESPECT OF EACH A PREFERENCE SHARE TO AN AMOUNT EQUAL TO THE A PREFERENCE RETURN. REDEMPTION: THE COMPANY SHALL REDEEM THE SHARES: I) IMMEDIATELY PRIOR TO AN EXIT; II) ON THE OCCURRENCE OF A MATERIAL DEFAULT EVENT; III) IF EARLIER, THE FINAL REDEMPTION DATE; OR IV) ON NOT LESS THAN 25 BUSINESS DAYS' NOTICE IN WRITING TO THE HOLDERS OF THE A PREFERENCE SHARES.

① Prescribed particulars of rights attached to shares

The particulars are:

- 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.

A separate table must be used for each class of share.

Please use a Statement of capital continuation page if necessary.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

Charlotte Harding-Carroll

4A69C2D8AD9441D...

X

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.

This form may be signed by:

Director^②, Secretary, Person authorised^③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.

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Complete the table below to show the issued share capital.
Complete a separate table for each currency.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium
GBP	A Ordinary	710843	710843	
GBP	B Ordinary	89159	89159	
GBP	A Preference	21075000	21075000	
GBP	B Preference	52438034	52438034	
GBP	C1 Ordinary	150000	150000	
GBP	C2 Ordinary	50000	50000	
Totals		74513036	74513036	0

In accordance with
Section 619, 621 & 689
of the Companies Act
2006.

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8 Statement of capital (prescribed particulars of rights attached to shares) ^①		
Class of share	B Preference	
Prescribed particulars	<p>VOTING: THE SHARES DO NOT CARRY ANY VOTING RIGHTS. DISTRIBUTIONS: THE COMPANY SHALL ACCRUE FOR EACH B PREFERENCE SHARE A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 10% OF THE ISSUE PRICE PER B PREFERENCE SHARE COMPOUNDED ANNUALLY ON 31 DECEMBER IN EACH YEAR WHICH SHALL ACCRUE DAILY AND BE CALCULATED IN RESPECT OF THE PERIOD TO SUCH DATE ASSUMING A 365-DAY YEAR. RETURN OF CAPITAL: SUBJECT TO ANY PRIORITY PAYMENTS, INCLUDING IN RESPECT OF THE A PREFERENCE SHARES, EACH HOLDER ON A LIQUIDATION IS ENTITLED IN RESPECT OF EACH B PREFERENCE SHARE TO AN AMOUNT EQUAL TO THE B PREFERENCE RETURN. REDEMPTION: THE COMPANY SHALL REDEEM THE SHARES: I) IMMEDIATELY PRIOR TO AN EXIT; II) ON THE OCCURRENCE OF A MATERIAL DEFAULT EVENT; III) IF EARLIER, THE FINAL REDEMPTION DATE; OR IV) ON NOT LESS THAN 25 BUSINESS DAYS' NOTICE IN WRITING TO THE HOLDERS OF B PREFERENCE SHARES.</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); andd. 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>

In accordance with
Section 619, 621 & 689
of the Companies Act
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8 Statement of capital (prescribed particulars of rights attached to shares)①		
Class of share	C1 Ordinary	
Prescribed particulars	<p>VOTING: ON A WRITTEN RESOLUTION, EACH HOLDER SHALL HAVE SUCH NUMBER OF VOTES AS ARE EQUAL TO HIS C1 VOTING PARTICIPATION. DISTRIBUTIONS: SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) HORIZON INVESTOR CONSENT; AND (III) PRIORITY PAYMENTS OF ANY DIVIDEND PAYMENTS TO THE HOLDER OF PREFERENCE SHARES, EACH HOLDER IS ENTITLED TO PARTICIPATE IN ALL DIVIDENDS AND DISTRIBUTIONS AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SHARES HELD BY HIM. RETURN OF CAPITAL: SUBJECT TO ANY PRIORITY PAYMENTS, INCLUDING WITH RESPECT TO THE A PREFERENCE SHARES AND B PREFERENCE SHARES, ON A LIQUIDATION ALL PAYMENTS SHALL BE DISTRIBUTED ACCORDING TO THE NUMBER OF SHARES HELD, PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS. REDEMPTION: THE SHARES ARE NON-REDEEMABLE.</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); andd. 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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8 Statement of capital (prescribed particulars of rights attached to shares) ^①		
Class of share	C2 Ordinary	
Prescribed particulars	<p>VOTING: THE SHARES DO NOT CARRY ANY VOTING RIGHTS. DISTRIBUTIONS: SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) HORIZON INVESTOR CONSENT; AND (III) PRIORITY PAYMENTS OF ANY DIVIDEND PAYMENTS TO THE HOLDER OF PREFERENCE SHARES, EACH HOLDER IS ENTITLED TO PARTICIPATE IN ALL DIVIDENDS AND DISTRIBUTIONS AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SHARES HELD BY HIM. RETURN OF CAPITAL: SUBJECT TO ANY PRIORITY PAYMENTS, INCLUDING WITH RESPECT TO THE A PREFERENCE SHARES AND B PREFERENCE SHARES, ON A LIQUIDATION ALL PAYMENTS SHALL BE DISTRIBUTED ACCORDING TO THE NUMBER OF SHARES HELD, PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS. REDEMPTION: THE SHARES ARE NON-REDEEMABLE.</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); andd. 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	Charlotte Harding-Carroll								
Company name	CMS Cameron McKenna								
	Nabarro Olswang LLP								
Address	78 Cannon Street								
Post town	London								
County/Region	London								
Postcode		E	C	4	N		6	A	F
Country	UK								
DX									
Telephone	0333 20 21 010								



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

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