

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



✓ **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 2 3 7 3 9 3 6

Company name in full Alegre Topco UK 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 ^d2 ^d6 ^m0 ^m9 ^y2 ^y0 ^y2 ^y3

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
C1 Preference	12,578,827	€0.01

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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

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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'.

Please 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

EUR	See attached schedule			
Totals				

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
103,078,465	€1,030,784.65	€0.00

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

Statement of capital

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
EUR	A1 Ordinary	594,457	€5,944.57	
EUR	A1 Preference	68,259,774	€682,597.74	
EUR	B1 Ordinary	219,091	€2,190.91	
EUR	B1 Preference	25,157,653	€251,576.53	
EUR	C1 Ordinary	184,101	€1,841.01	
EUR	C1 Preference	8,560,889	€85,608.89	
EUR	E1 Ordinary	102,500	€1,025.00	

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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

A1 Ordinary

Prescribed particulars

①

See attached schedule

Class of share

A1 Preference

Prescribed particulars

①

See attached schedule

Class of share

B1 Ordinary

Prescribed particulars

①

See attached schedule

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.

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:

Karen M. Saxton

for Reed Smith Corporate Services Limited

X

This form may be signed by:

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

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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8 Statement of capital (prescribed particulars of rights attached to shares) ①		
Class of share	A1 Ordinary	
Prescribed particulars	<p>A1 ORDINARY SHARES SHALL CONFER ON EACH HOLDER THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. A1 ORDINARY SHARES CARRY A RIGHT TO RECEIVE DIVIDENDS OR OTHER DISTRIBUTIONS OUT OF THE REVENUES OR PROFITS OF 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); 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	A1 Preference	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.
Prescribed particulars	A1 PREFERENCE SHARES SHALL CONFER ON EACH HOLDER THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. A1 PREFERENCE SHARES CARRY NO RIGHT TO RECEIVE DIVIDENDS OR OTHER DISTRIBUTIONS OUT OF THE REVENUES OR PROFITS OF THE COMPANY.	

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8 Statement of capital (prescribed particulars of rights attached to shares) ①		
Class of share	B1 Ordinary	
Prescribed particulars	<p>B1 ORDINARY SHARES SHALL CONFER ON EACH HOLDER THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. B1 ORDINARY SHARES CARRY A RIGHT TO RECEIVE DIVIDENDS OR OTHER DISTRIBUTIONS OUT OF THE REVENUES OR PROFITS OF 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); 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	B1 Preference	
Prescribed particulars	<p>B1 PREFERENCE SHARES SHALL CONFER ON EACH HOLDER THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. B1 PREFERENCE SHARES CARRY NO RIGHT TO RECEIVE DIVIDENDS OR OTHER DISTRIBUTIONS OUT OF THE REVENUES OR PROFITS OF 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); 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	C1 Ordinary	
Prescribed particulars	<p>C1 ORDINARY SHARES CONSTITUTE SEPARATE CLASSES OF SHARES. THE C1 ORDINARY SHARES ("VOTING ORDINARY SHARES") SHALL CONFER ON EACH HOLDER THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. SUBJECT TO THE ACT AND ARTICLE 42.2, THE C1 ORDINARY SHARES CARRY A RIGHT TO RECEIVE DIVIDENDS OR OTHER DISTRIBUTIONS OUT OF THE REVENUES OR PROFITS OF 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); 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	C1 Preference	
Prescribed particulars	<p>C1 PREFERENCE SHARES AND THE DEFERRED SHARES CONSTITUTE SEPARATE CLASSES OF SHARES.</p> <p>C1 PREFERENCE SHARES (TOGETHER THE "VOTING PREFERENCE SHARES") SHALL CONFER ON EACH HOLDER THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF 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	E1 Ordinary	
Prescribed particulars	<p>E1 ORDINARY SHARES CONFER NO VOTING RIGHTS AND NO RIGHTS TO RECEIVE DIVIDENDS. ON AN EXIT (BEING A SHARE SALE, AN ASSET SALE OR A LISTING) OR ANOTHER LIQUIDITY EVENT, THE PROCEEDS SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER OF PRIORITY:—FIRST, IN PAYING HOLDERS OF PREFERENCE SHARES A SUM EQUAL TO THE SUBSCRIPTION PRICE PAID FOR EACH SUCH PREFERENCE SHARE;—SECOND, BEFORE THE E1 FIRST HURDLE THRESHOLD HAS BEEN ACHIEVED, THE HOLDERS OF A1 ORDINARY SHARES, A2 ORDINARY SHARES, B1 ORDINARY SHARES AND C1 ORDINARY SHARES (THE HOLDERS BEING THE "WATERFALL SHAREHOLDERS") SHALL RECEIVE, ON A PRO RATA BASIS, A SUM UP TO AN AMOUNT DELIVERING 1.5X THE AGGREGATE SUBSCRIPTION AMOUNT PAID BY THE HOLDER FOR THEIR RELEVANT SHARES (LESS ANY AMOUNT PAID UNDER THE FIRST LIMB);—THIRD, ONCE THE E1 FIRST HURDLE THRESHOLD HAS BEEN ACHIEVED BUT BEFORE THE E1 SECOND THRESHOLD HAS BEEN EXCEEDED (I) THE HOLDERS OF E1 ORDINARY SHARES SHALL BE PAID THE RELEVANT PROPORTION OF THE SECOND HURDLE PROCEEDS AND ANY E1 CATCH UP AMOUNT; AND (II) THE REMAINDER SHALL BE PAID TO THE WATERFALL SHAREHOLDERS ON A PRO RATA BASIS;—FOURTH, ONCE THE E1 SECOND HURDLE THRESHOLD HAS BEEN ACHIEVED BUT BEFORE THE E1 THIRD THRESHOLD HAS BEEN EXCEEDED (I) THE HOLDERS OF E1 ORDINARY SHARES SHALL BE PAID THE RELEVANT PROPORTION OF THE THIRD HURDLE PROCEEDS; AND (II) THE REMAINDER SHALL BE PAID TO THE WATERFALL SHAREHOLDERS ON A PRO RATA BASIS; AND—FIFTH, ONCE A RETURN OF 2.5X HAS BEEN ACHIEVED (I) THE HOLDERS OF E1 ORDINARY SHARES SHALL BE PAID THE RELEVANT PROPORTION OF THE FOURTH HURDLE PROCEEDS; AND (II) THE REMAINDER SHALL BE PAID TO THE WATERFALL SHAREHOLDERS ON A PRO RATA BASIS.</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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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

Company name

Reed Smith Corporate

Services Limited

Address

The Broadgate Tower

Third Floor, 20 Primrose

Street

Post town

London

County/Region

Postcode

E

C

2

A

2

R

S

Country

United Kingdom

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 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
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