

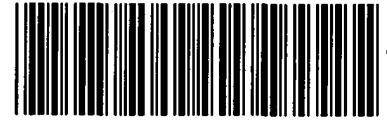
**DON'T
STAPLE**

SH06

Notice of cancellation of shares

X What this form is NOT for
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.

THURSDAY



ACFYI1AX

A14 09/11/2023 #76

COMPANIES HOUSE

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 cancellation
---	----------------------

Date of cancellation	^d 2	^d 6	^m 0	^m 9	^y 2	^y 0	^y 2	^y 3
----------------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------

3.	Shares cancelled
----	------------------

[illegible]

SH06

Notice of cancellation of shares

4.

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

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
102,962,669	€1,029,626.69	€0.00

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

SH06

Notice of cancellation of shares

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.

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.

Class of share

A1 Ordinary

Prescribed particulars
①

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.

Class of share

A1 Preference

Prescribed particulars
①

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.

Class of share

B1 Ordinary

Prescribed particulars
①

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.

6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

Karen M. Saxton

2E33C3FAE383402...

for Reed Smith Corporate Services Limited

X

This form may be signed by:

Director^②, Secretary, Person authorised^②, 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.

Statement of capital

Complete a separate table for each currency.

CHFP010
06/16 Version 6.0

SH06 - continuation page

Notice of cancellation of shares

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

Class of share	B1 Preference	<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>
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>	

SH06 - continuation page

Notice of cancellation of shares

5

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); 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>

SH06 - continuation page

Notice of cancellation of shares

5

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>

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.

SH06 - continuation page

Notice of cancellation of shares

5 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>

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.

SH06

Notice of cancellation of shares

**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

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 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