

**Return of Allotment of Shares**Company Name: **ALEGRE TOPCO UK LIMITED**Company Number: **12373936**Received for filing in Electronic Format on the: **27/01/2022**

XAWL18QA

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	27/01/2022	27/01/2022

Class of Shares:	E1	Number allotted	1250
	ORDINARY	Nominal value of each share	0.01
Currency:	EUR	Amount paid:	1.2
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A1	Number allotted	594457
	ORDINARY	Aggregate nominal value:	5944.57

Currency: **EUR**

Prescribed particulars

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 Shares:	A1	Number allotted	68259774
	PREFERENCE	Aggregate nominal value:	682597.74

Currency: **EUR**

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.

Class of Shares:	B1	Number allotted	219091
	ORDINARY	Aggregate nominal value:	2190.91

Currency: **EUR**

Prescribed particulars

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.

Class of Shares:	B1	Number allotted	25157653
	PREFERENCE	Aggregate nominal value:	251576.53
Currency:	EUR		

Prescribed particulars

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.

Class of Shares:	C1	Number allotted	184101
	ORDINARY	Aggregate nominal value:	1841.01
Currency:	EUR		

Prescribed particulars

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

Class of Shares:	C1	Number allotted	21139716
	PREFERENCE	Aggregate nominal value:	211397.16
Currency:	EUR		

Prescribed particulars

C1 PREFERENCE SHARES AND THE DEFERRED SHARES CONSTITUTE SEPARATE CLASSES OF SHARES. 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.

Class of Shares:	E1	Number allotted	92500
	ORDINARY	Aggregate nominal value:	925
Currency:	EUR		

Prescribed particulars

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.

Statement of Capital (Totals)

Currency:	EUR	Total number of shares:	115647292
		Total aggregate nominal value:	1156472.92
		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.