



Companies House

**CS01** (ef)

**Confirmation Statement**

Company Name: **Alegre Topco UK Limited**

Company Number: **12373936**



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XCJDZ6FL

Company Name: **Alegre Topco UK Limited**

Company Number: **12373936**

Confirmation **19/12/2023**

Statement date:

# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>A1</b>	Number allotted	<b>594457</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>5944.57</b>
Currency:	<b>EUR</b>		

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.**

<b>Class of Shares:</b>	<b>A1</b>	Number allotted	<b>68259774</b>
	<b>PREFERENCE</b>	Aggregate nominal value:	<b>682597.74</b>
Currency:	<b>EUR</b>		

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.**

<b>Class of Shares:</b>	<b>B1</b>	Number allotted	<b>219091</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>2190.91</b>
Currency:	<b>EUR</b>		

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.**

<b>Class of Shares:</b>	<b>B1</b>	Number allotted	<b>25157653</b>
	<b>PREFERENCE</b>	Aggregate nominal value:	<b>251576.53</b>
Currency:	<b>EUR</b>		

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.**

<b>Class of Shares:</b>	<b>C1</b>	Number allotted	<b>74555</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>745.55</b>
Currency:	<b>EUR</b>		

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**

<b>Class of Shares:</b>	<b>C1</b>	Number allotted	<b>8560889</b>
	<b>PREFERENCE</b>	Aggregate nominal value:	<b>85608.89</b>
Currency:	<b>EUR</b>		

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.**

<b>Class of Shares:</b>	<b>E1</b>	Number allotted	<b>96250</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>962.5</b>
Currency:	<b>EUR</b>		

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.

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## Statement of Capital (Totals)

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Currency:	EUR	Total number of shares:	102962669
		Total aggregate nominal value:	1029626.69
		Total aggregate amount	0
		unpaid:	

# Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1: **594457 A1 ORDINARY shares held as at the date of this confirmation statement**

Name: **GHO GP II LTD**

Shareholding 2: **68259774 A1 PREFERENCE shares held as at the date of this confirmation statement**

Name: **GHO GP II LTD**

Shareholding 3: **1 B1 ORDINARY shares held as at the date of this confirmation statement**

Name: **ANTÓNIO BERNARDINO GUIMARÃES PARADA**

Shareholding 4: **219090 B1 ORDINARY shares held as at the date of this confirmation statement**

Name: **MAGICROAD - SGPS, UNIPessoal, LDA**

Shareholding 5: **115 B1 PREFERENCE shares held as at the date of this confirmation statement**

Name: **ANTÓNIO BERNARDINO GUIMARÃES PARADA**

Shareholding 6: **25157538 B1 PREFERENCE shares held as at the date of this confirmation statement**

Name: **MAGICROAD - SGPS, UNIPessoal, LDA**

Shareholding 7: **54773 C1 ORDINARY shares held as at the date of this confirmation statement**

Name: **GHO GP II LTD**

Shareholding 8: **19782 C1 ORDINARY shares held as at the date of this confirmation statement**

Name: **JOHN MCCAFFERTY**

Shareholding 9: **6289413 C1 PREFERENCE shares held as at the date of this confirmation statement**

Name: **GHO GP II LTD**

Shareholding 10: **2271476 C1 PREFERENCE shares held as at the date of this confirmation statement**

Name: **JOHN MCCAFFERTY**

Shareholding 11: **1250 E1 ORDINARY shares held as at the date of this confirmation statement**

Name: **TERESA SILVA BARATA**

Shareholding 12:	<b>1250 E1 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ANTONIO BARROSO</b>
Shareholding 13:	<b>12500 E1 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>NUNO MIGUEL DA FONSECA GOMES</b>
Shareholding 14:	<b>2500 E1 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>HOET CONSULTANCY BV</b>
Shareholding 15:	<b>43750 E1 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>MAGICROAD - SGPS, UNIPessoal, LDA</b>
Shareholding 16:	<b>625 E1 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JOHN MCCAFFERTY</b>
Shareholding 17:	<b>1250 E1 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ANA MENESES</b>
Shareholding 18:	<b>625 E1 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>LILIANE NUNES</b>
Shareholding 19:	<b>1250 E1 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JOAO PAULO</b>
Shareholding 20:	<b>1250 E1 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JOANA SOFIA FONTES DE QUEIROZ</b>
Shareholding 21:	<b>1250 E1 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JOÃO MIGUEL ANTUNES SANTOS</b>
Shareholding 22:	<b>1250 E1 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>PETER SLAVNY</b>
Shareholding 23:	<b>2500 E1 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>TARIQ GHAYER CONSULTING, LLC</b>
Shareholding 24:	<b>12500 E1 ORDINARY shares held as at the date of this confirmation statement</b>

Name: **SÍLVIA DANIELA DA COSTA TEIXEIRA**

Shareholding 25: **12500 E1 ORDINARY shares held as at the date of this confirmation statement**

Name: **ANA RITA FERREIRA TELES**

# Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement



# Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,  
Judicial Factor