



✓ What this form is for
You may use this form to give notice of a cancellation of shares by a limited company on purchase

X What this form is NOT for
You cannot use this form to give notice of a cancellation shares held by a public company under section 663 of the Companies Act 2006. To do this please use form SH07.



AA12KHC1

A16

26/03/2021

#137

COMPANIES HOUSE

1	Company details
---	-----------------

Company number	1	2	4	4	9	6	1	3
----------------	---	---	---	---	---	---	---	---

Company name in full	BLOOM 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 cancellation
---	----------------------

Date of cancellation	^d 0	^d 4	^m 0	^m 3	^y 2	^y 0	^y 2	^y 1
----------------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------

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'.

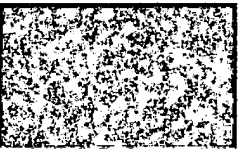
Please use a Statement of Capital continuation page if necessary.

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

GBP	A ORDINARY	760,649	76,06.49	
	B ORDINARY	589,351	58,93.51	
	C ORDINARY	127,500	1,275.00	
Totals		1,477,500	14,775.00	36,000

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
1,477,500	14,775.00	36,000

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

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**.

Class of share

A ORDINARY

Prescribed particulars
①

The prescribed particulars should be read in conjunction with the articles of association (the "Articles") of the Company. Defined terms in the following sections shall have the meaning given to them in the Articles. **PARTICULARS OF VOTING RIGHTS** Except as expressly provided in the Articles and subject to the aggregate number of 'A' Ordinary Shares always being able to exercise not less than 51% of the votes which may be cast at any meeting of the Company, each holder of 'A' Ordinary Shares: (A) on a resolution to be passed at a general meeting of the Company, present in person or by proxy or

Class of share

B ORDINARY

Prescribed particulars
①

The prescribed particulars should be read in conjunction with the articles of association (the "Articles") of the Company. Defined terms in the following sections shall have the meaning given to them in the Articles. **PARTICULARS OF VOTING RIGHTS** Except as expressly provided in the Articles and subject to any pro rata dilution in voting rights pursuant to Article 6.1, each holder of 'B' Ordinary Shares: (A) on a resolution to be passed at a general meeting of the Company, present in person or by proxy or corporate or other voting representative permitted by the Articles shall be entitled on a show of

Class of share

C ORDINARY

Prescribed particulars
①

The prescribed particulars should be read in conjunction with the articles of association (the "Articles") of the Company. Defined terms in the following sections shall have the meaning given to them in the Articles. **PARTICULARS OF VOTING RIGHTS** No holder of 'C' Ordinary Shares shall in that capacity be entitled to receive notice of or attend or vote at any general meeting of the Company or vote on any written resolution.
PARTICULARS OF RIGHTS TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP

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.

6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X  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.

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 JP025064

Company name Jones Day

Address 21 Tudor St

Post town London

County/Region London

Postcode E C 4 Y 0 D J

Country UNITED KINGDOM

DX

Telephone +44.207.039.5668



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

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

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	A ORDINARY	
Prescribed particulars	<p>corporate or other voting representative permitted by the Articles shall be entitled on a show of hands to one vote and on a poll to one vote for each 'A' Ordinary Share of which he is the holder; and (B) on a written resolution shall be entitled to one vote for each 'A' Ordinary Share of which he is the holder on the date on which the resolution is circulated.</p> <p>PARTICULARS AS REGARDS DIVIDENDS Any profits resolved to be distributed in any financial year or period shall be distributed amongst the holders of the 'A' Ordinary Shares, 'B' Ordinary Shares and 'C' Ordinary Shares (the "Equity Shares") pari passu as if the same are one and the same class of share, pro rata to the number of such shares respectively held by them (subject to the class rights of the holder(s) of the 'A' Ordinary Shares).</p> <p>PARTICULARS OF RIGHTS TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP Subject as otherwise provided in the Articles, on a return of assets on liquidation or otherwise (including following an Asset Sale), the remaining assets of Bloom Topco Limited shall be distributed between the holders of the Equity Shares as follows: (A) first, in payment of the amount paid (including any share premium) on the Equity Shares respectively held by them pro rata to such paid up amounts; and (B) second and finally, any balance remaining after the payments referred to above in (A), pro rata to the number of Equity Shares respectively held by them.</p> <p>PARTICULARS AS TO REDEMPTION OF SHARES All shares in the Company may be redeemed at the option of the Company with Investor Consent, save that the rights to redeem shares shall not be used by the Investors to prejudice the rights of holders of a class of Equity Shares relative to the rights of any other class of Equity Shares. All shares in the Company other than: (a) those issued to its subscribers on its incorporation; and (b) any shares issued before 26 March 2020 in irredeemable form, shall be redeemable when and if re-designated as Deferred Shares as provided in the Articles or (subject to any consents required under the Articles) with the consent of their holder on the terms agreed between their holder and 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>

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

Class of share	B ORDINARY	
Prescribed particulars	<p>hands to one vote and on a poll to one vote for each 'B' Ordinary Share of which he is the holder; and (B) on a written resolution shall be entitled to one vote for each 'B' Ordinary Share of which he is the holder on the date and on which the resolution is circulated.</p> <p>PARTICULARS AS REGARDS DIVIDENDS Any profits resolved to be distributed in any financial year or period shall be distributed amongst the holders of the Equity Shares <i>pari passu</i> as if the same are one and the same class of share, pro rata to the number of such shares respectively held by them (subject to the class rights of the holder(s) of the 'A' Ordinary Shares).</p> <p>PARTICULARS OF RIGHTS TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP Subject as otherwise provided in the Articles, on a return of assets on liquidation or otherwise (including following an Asset Sale), the remaining assets shall be distributed between the holders of the Equity Shares as follows: (A) first, in payment of the amount paid (including any share premium) on the Equity Shares respectively held by them pro rata to such paid up amounts; and (B) second and finally, any balance remaining after the payments referred to above in (A), pro rata to the number of Equity Shares respectively held by them.</p> <p>PARTICULARS AS TO REDEMPTION OF SHARES All shares in the Company may be redeemed at the option of the Company with Investor Consent, save that the rights to redeem shares shall not be used by the Investors to prejudice the rights of holders of a class of Equity Shares relative to the rights of any other class of Equity Shares. All shares in the Company other than:</p> <p>(a) those issued to its subscribers on its incorporation; and (b) any shares issued before 26 March 2020 in irredeemable form, shall be redeemable when and if re-designated as Deferred Shares as provided in the Articles or (subject to any consents required under the Articles) with the consent of their holder on the terms agreed between their holder and 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>

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

Class of share	C ORDINARY
Prescribed particulars	<p>SUBJECT AS OTHERWISE PROVIDED IN THE ARTICLES, ON A RETURN OF ASSETS ON LIQUIDATION OR OTHERWISE (INCLUDING FOLLOWING AN ASSET SALE), THE REMAINING ASSETS SHALL BE DISTRIBUTED BETWEEN THE HOLDERS OF THE EQUITY SHARES AS FOLLOWS: (A) FIRST, IN PAYMENT OF THE AMOUNT PAID (INCLUDING ANY SHARE PREMIUM) ON THE EQUITY SHARES RESPECTIVELY HELD BY THEM PRO RATA TO SUCH PAID UP AMOUNTS; AND (B) SECOND AND FINALLY, ANY BALANCE REMAINING AFTER THE PAYMENTS REFERRED TO ABOVE IN (A), PRO RATA TO THE NUMBER OF EQUITY SHARES RESPECTIVELY HELD BY THEM.</p> <p>PARTICULARS AS TO REDEMPTION OF SHARES ALL SHARES IN THE COMPANY MAY BE REDEEMED AT THE OPTION OF THE COMPANY WITH INVESTOR CONSENT, SAVE THAT THE RIGHTS TO REDEEM SHARES SHALL NOT BE USED BY THE INVESTORS TO PREJUDICE THE RIGHTS OF HOLDERS OF A CLASS OF EQUITY SHARES RELATIVE TO THE RIGHTS OF ANY OTHER CLASS OF EQUITY SHARES. ALL SHARES IN THE COMPANY OTHER THAN: (A) THOSE ISSUED TO ITS SUBSCRIBERS ON ITS INCORPORATION; AND (B) ANY SHARES ISSUED BEFORE 26 MARCH 2020 IN IRREDEEMABLE FORM, SHALL BE REDEEMABLE WHEN AND IF RE-DESIGNATED AS DEFERRED SHARES AS PROVIDED IN THE ARTICLES OR (SUBJECT TO ANY CONSENTS REQUIRED UNDER THE ARTICLES) WITH THE CONSENT OF THEIR HOLDER ON THE TERMS AGREED BETWEEN THEIR HOLDER AND THE COMPANY.</p>

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.