



SH02

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

laserform

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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

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Company details

Company number

13037364

Company name in full

Project Hawk Topco Limited

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

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Date of resolution

Date of resolution

04/02/2021

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Consolidation

Please show the amendments to each class of share.

	Previous share structure		New share structure	
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

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Sub-division

Please show the amendments to each class of share.

	Previous share structure		New share structure	
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
Ordinary	1	1.00	100	0.01

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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

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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.

Please use a Statement of Capital continuation page if necessary.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

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

GBP	A O r d i n a r y	100	1. 00	
Totals		100	1. 00	0

Currency table B

Totals				

Currency table C

Totals				

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	100	1	0

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

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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 .	<div>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.</div>
Class of share	A O r d i n a r y	
Prescribed particulars 1	Cont i n u a t i o n S h e e t	
Class of share		
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		

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Signature

	I am signing this form on behalf of the company.	<div>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.</div>
Signature	<div>Signature</div> <div><div>X</div><div><div>DocuSigned by:</div><div>Sebastien Leusch</div><div>7BA7224058E742D...</div></div><div>X</div></div>	
	This form may be signed by: Director 2, Secretary, Person authorised 3, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.	

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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

Emma Davi es

Company name

Addl eshaw Goddar d LLP

Address

One St Pet er ' s Squar e

Post town

Manchest er

County/Region

Gr eat er Manchest er

Postcode

M23DE

Country

Uni ted Ki ngdom

DX

14301 Manchest er

Telephone

0161 934 6000

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

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CHFP025
06/16 Version 5.0

In accordance with
Section 619, 621 & 689
of the Companies Act
2006.

SH02 - continuation page

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

Class of share	A Ordinary	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>Voting – the holders of the A Ordinary shares are entitled to exercise one vote per share.</p> <p>Dividends - Subject to investor consent, dividends will be distributed pari passu amongst the holders of the A Shares, the holders of the B Shares and the holders of the D Shares as if they were Shares of the same class. No dividends or other distributions shall be payable to the holders of Equity Shares whilst there are any accrued but unpaid Preference Dividends.</p> <p>Return of capital - On a Sale or Winding Up, the Realisation Proceeds will be allocated and distributed amongst the holders of the Shares as follows: (a) first in procuring the payment to the holders of any Midco Preference Shares not yet redeemed an amount equal to the redemption amount in respect of such Midco Preference Shares by way of redemption or purchase of such Midco Preference Shares; (b) next in paying to each Member holding Preference Shares not yet redeemed an amount equal to the Redemption Amount and procuring the payment by Midco to each holder of Investor Loan Notes and to each holder of Manager Loan Notes not yet redeemed an equivalent amount in redemption thereof, including any accrued but unpaid interest and dividends in respect of the Preference Shares, Investor Loan Notes and Manager Loan Notes (such that each Investor Loan Note, Manager Loan Note and each Preference Share is treated pari passu); (c) next in paying to the Members (if any) holding Deferred Shares as a class the aggregate sum of £1 to be allocated as between them pro rata to their holding of the class; (d) next, in paying any balance of the Realisation Proceeds until the Realisation Proceeds allocated and distributed pursuant to Article 6.2(a) to this Article 6.2(d) (inclusive), in aggregate, equal the Threshold Amount (the Threshold Proceeds) to the holders of the Equity Shares in the following allocations: (i) the D Share Proportion of the Threshold Proceeds will be allocated to the holders of the D Shares pro rata to their holding of the class; and (ii) the balance of the Threshold Proceeds after the allocation pursuant to Article 6.2(d)(i) will be allocated to the holders of A Shares and B Shares, pari passu as if a single class of Share, pro rata to their holding of such Shares, where: (iii) the D Share Proportion is the percentage equal to the number of D Shares in issue on such date divided by [50,000] multiplied by 5, provided always that the D Share Proportion shall never be more than 5; and (e) next, in paying the Surplus Proceeds to the holders of the A Shares, the B Shares, the C Shares and the D Shares in the following allocations: (i) the C Share Proportion of the Surplus Proceeds (the "C Entitlement") will be allocated to the holders of the C Shares pro rata to their holding of the class; (ii) the D Share Proportion of the Surplus Proceeds (the "D Entitlement") will be allocated to the holders of the D Shares pro rata to their holding of the class; (iii) an amount "X" calculated as follows shall be allocated to the A Shares pro rata to their holding of the class: $X = [A \text{ Share Proportion} \times (\text{Surplus Proceeds} - D \text{ Entitlement})] - C \text{ Entitlement}$; and (iv) an amount "Y" calculated as follows shall be allocated to the B Shares pro rata to their holding of the class: $Y = B \text{ Share Proportion} \times (\text{Surplus Proceeds} - D \text{ Entitlement})$, where: (v) the A Share Proportion is the percentage that the total number of A Shares in issue as at the Realisation Date bears to the total number of A Shares and B Shares in issue on such date (to avoid doubt, ignoring any differences in nominal value if applicable); (vi) the B Share Proportion is the percentage that the total number of B Shares in issue as at the Realisation Date bears to the total number of A Shares and B Shares in issue on such date (to avoid doubt, ignoring any differences in nominal value if applicable) and (vii) the C share proportion is 5%.</p> <p>Redemption - The A ordinary shares are not redeemable.</p>	<p>The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

