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SH01

Return of allotment of shares



Companies House



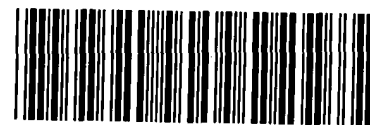
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☒ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

☐ **What this form is NOT for**
You cannot use this form to give notice of shares taken by subscription on formation of the company for an allotment of a new class of shares by an unlimited company.

THURSDAY



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27/01/2022

#206

COMPANIES HOUSE

1 Company details

Company number 1 3 0 3 7 3 6 4

Company name in full Project Hawk Topco 1 Limited

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Allotment dates

From Date 2 2 1 0 2 1
To Date

1 Allotment date

If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

2 Currency

If currency details are not completed we will assume currency is in pound sterling.

Currency 2	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	D Ordinary Shares (D Shares)	30,000	0.01	5.20	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Continuation page

Please use a continuation page if necessary.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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	See Continuation Sheet			
Totals				

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
52205897	10437.13397	0.00

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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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 Shares (A Shares)

Prescribed particulars
①

See Continuation Sheet

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 page

Please use a Statement of Capital continuation page if necessary.

Class of share

B1 Ordinary Shares (B1 Shares)

Prescribed particulars
①

Voting: The holders of B1 Shares are entitled to exercise one vote per B1 Share held

Dividends: See A Shares

Return of Capital: See A Shares

Redemption: The B1 Shares are not redeemable

Class of share

B2 Ordinary Shares (B2 Shares)

Prescribed particulars
①

Voting: The holders of B2 Shares are entitled to exercise one vote per B2 Share held

Dividends: See A Shares

Return of Capital: See A Shares

Redemption: The B2 Shares are not redeemable

6**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

Rakesh Kumar Manikhai Patel

39ACADEBD791489...

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.

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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	Jayne Aarons
Company name	Squire Patton Boggs (UK) LLP
Address	6 Wellington Place
Post town	Leeds
County/Region	
Postcode	L S 1 4 A P
Country	
DX	DX 321801 Leeds 18
Telephone	0113 284 7000

**Checklist**

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in 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

In accordance with
Section 555 of the
Companies Act 2006.

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Statement of capital

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

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
GBP	A Ordinary Shares	500008	5000.08	
GBP	B1 Ordinary Shares	337611	3376.11	
GBP	B2 Ordinary Shares	112377	1123.77	
GBP	C Ordinary Shares	4	0.04	
GBP	D Ordinary Shares	42500	425.00	
GBP	Preference Shares	51213397	512.13397	
Totals		52,205,897	£10,437.13	0.00

SH01 - continuation page
Return of allotment of shares**5 Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	A Ordinary Shares (A Shares)
Prescribed particulars	<p>Voting: The holders of the A Shares are entitled to exercise one vote per A Share.</p> <p>Dividends: Subject to Investor Consent, dividends will be distributed <i>pari passu</i> amongst the holders of the A Shares, B Shares and D Shares as if they were Shares of the same class. No dividends or other distributions shall be payable to the holders of A Shares, B Shares and D 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 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 <i>pari passu</i>); (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 <i>pro rata</i> 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 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 <i>pro rata</i> 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, <i>pari passu</i> as if a single class of Share, <i>pro rata</i> 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 <i>pro rata</i> 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 <i>pro rata</i> to their holding of the class; (iii) an amount X calculated as follows shall be allocated to the A Shares <i>pro rata</i> 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 <i>pro rata</i> 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 to the total number of A 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 Shares are not redeemable</p>

In accordance with
Section 555 of the
Companies Act 2006.

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

Class of share	C Ordinary Shares (C Shares)	
Prescribed particulars	<p>Voting: The holders of the C Shares are not entitled to exercise any voting rights.</p> <p>Dividends: The C Shares are not entitled to dividends.</p> <p>Return of Capital: See A Shares.</p> <p>Redemption: The C Shares are not redeemable.</p>	

In accordance with
Section 555 of the
Companies Act 2006.

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	D Ordinary Shares (D Shares)	
Prescribed particulars	<p>Voting: The holders of the D Shares are entitled to exercise one vote per D Share.</p> <p>Dividends: Subject to Investor Consent, dividends will be distributed pari passu amongst the holders of the A Shares, the B Shares and the D Shares as if they were Shares of the same class. No dividends or other distributions shall be payable to the holders of A Shares, the B Shares and the D Shares whilst there are any accrued but unpaid Preference Dividends.</p> <p>Return of Capital: See A Shares.</p> <p>Redemption: The D Shares are not redeemable.</p>	

In accordance with
Section 555 of the
Companies Act 2006.

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

Class of share	Preference Shares	
Prescribed particulars	<p>Voting: The holders of Preference Shares are not entitled to exercise any voting rights</p> <p>Dividends: Preference Dividends at the rate of 10% per annum of the Issue Price of the Preference Shares accrue from day to day from and including the date of issue and compound annually on each anniversary of the date of issue (meaning that all accruals of the Preference Dividends at the rate of 10% per annum of the Issue Price of the Preference Shares in each such year shall, with effect from each anniversary of the date of issue, be treated as an addition to the aggregate Issue Price of the relevant Preference Share for the purposes of calculating the Preference Dividends for each subsequent year). For the avoidance of doubt, any accrued Preference Dividends treated as an addition to the aggregate Issue Price of the relevant Preference Shares are not to be treated as having been paid for any purpose. The accrued and unpaid Preference Dividends become due and payable upon the date of the redemption of the Preference Shares (whether on a Realisation or otherwise) in accordance with Article 5</p> <p>Return of Capital: See A Shares</p> <p>Redemption: The Preference Shares are redeemable immediately prior to, and conditionally upon, the earlier of: (a) a Realisation; or (b) the appointment of a receiver, manager or administrative receiver over all or any part of the assets of any member of the Group or the appointment of a liquidator or administrator (whether or not out of court) over any member of the Group; or (c) the occurrence of an Event of Default (as defined in the Investor Loan Notes Instrument); or (d) the ninth anniversary of the date of adoption of these Articles.</p>	