

**Return of Allotment of Shares**Company Name: **SONDERWELL TOPCO LIMITED**Company Number: **13181399**Received for filing in Electronic Format on the: **02/08/2022**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	01/08/2022	

Class of Shares:	C	Number allotted	2500000
	PREFERENCE	Nominal value of each share	1
Currency:	GBP	Amount paid:	0
		Amount unpaid:	0

Non-cash consideration

THE C PREFERENCE SHARES ALLOTTED AS CONSIDERATION FOR THE SALE AND TRANSFER OF LOAN NOTES AS PART OF AN EQUITY ROLL-UP PURSUANT TO AN EXCHANGE AGREEMENT DATED 1 AUGUST 2022 AND MADE BETWEEN (1) SONDERWELL TOPCO LIMITED AND (2) THE ROLLING INDIVIDUALS (AS DEFINED THEREIN)

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	377142
	ORDINARY	Aggregate nominal value:	3771.42

Currency: **GBP**

Prescribed particulars

EACH A ORDINARY SHARE IS ENTITLED TO ONE VOTE. SUBJECT TO THE ARTICLES, EACH A ORDINARY SHARE IS ENTITLED PARI PASSU AMONGST THE HOLDERS OF THE ORDINARY SHARES TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION. ON ANY RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS DEBTS, LIABILITIES, ANY COSTS ASSOCIATED WITH SUCH RETURN OF CAPITAL AND OTHER PAYMENTS TO BE MADE IN PRIORITY SHALL BE APPLIED AND BE DISTRIBUTED AS FOLLOWS: 1. FIRST, IN PAYING TO THE HOLDERS OF THE A PREFERENCE SHARES AND B PREFERENCE SHARES PARI PASSU AN AGGREGATE SUM EQUAL TO THE AMOUNT OF ANY ACCRUED BUT UNPAID PREFERENCE DIVIDEND (EACH SUCH HOLDER OF PREFERENCE SHARES BEING ENTITLED (IN THAT CAPACITY) TO SUCH PROPORTION OF SUCH SUM AS REFLECTS THAT PROPORTION OF THE OVERALL NUMBER OF PREFERENCE SHARES HELD BY HIM OR IT); 2. SECOND AND SUBJECT TO THE ARTICLES, IN PAYING TO THE HOLDERS OF THE A PREFERENCE SHARES AND B PREFERENCE SHARES (PARI PASSU AS IF THE SAME CONSTITUTED THE SAME OF SHARE) AN AGGREGATE SUM EQUAL TO THE ISSUE PRICE OF SUCH PREFERENCE SHARES; AND 3. NEXT AND SUBJECT TO THE ARTICLES, THE BALANCE OF ANY SUCH SURPLUS ASSETS SHALL BE APPORTIONED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES, PRO RATA TO THEIR HOLDING OF SUCH A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES, TAKEN AS IF THEY WERE THE ONE CLASS OF SHARE. THE A ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	22858
	ORDINARY	Aggregate nominal value:	228.58

Currency: **GBP**

Prescribed particulars

EACH B ORDINARY SHARE IS ENTITLED TO ONE VOTE. SUBJECT TO THE ARTICLES, EACH B ORDINARY SHARE IS ENTITLED PARI PASSU AMONGST THE HOLDERS OF THE ORDINARY SHARES TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION. ON ANY RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS DEBTS, LIABILITIES, ANY COSTS ASSOCIATED WITH SUCH RETURN OF CAPITAL AND OTHER PAYMENTS TO BE MADE IN PRIORITY SHALL BE APPLIED AND BE DISTRIBUTED AS FOLLOWS: 1. FIRST, IN PAYING TO THE HOLDERS OF THE A PREFERENCE SHARES AND B PREFERENCE SHARES PARI PASSU AN AGGREGATE SUM EQUAL TO THE AMOUNT OF ANY ACCRUED BUT UNPAID PREFERENCE DIVIDEND (EACH SUCH HOLDER OF PREFERENCE SHARES BEING ENTITLED (IN THAT CAPACITY) TO SUCH PROPORTION OF SUCH SUM AS REFLECTS THAT PROPORTION OF THE OVERALL NUMBER OF PREFERENCE SHARES HELD BY HIM OR IT); 2. SECOND AND SUBJECT TO THE ARTICLES, IN PAYING TO THE HOLDERS OF THE A PREFERENCE SHARES AND B PREFERENCE SHARES (PARI PASSU AS IF THE SAME CONSTITUTED THE SAME OF SHARE) AN AGGREGATE SUM EQUAL TO THE ISSUE PRICE OF SUCH PREFERENCE SHARES; AND 3. NEXT AND SUBJECT TO THE ARTICLES, THE BALANCE OF ANY SUCH SURPLUS ASSETS SHALL BE APPORTIONED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES, PRO RATA TO THEIR HOLDING OF SUCH A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES, TAKEN AS IF THEY WERE THE ONE CLASS OF SHARE. THE B ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	C	Number allotted	100000
	ORDINARY	Aggregate nominal value:	1000
Currency:	GBP		
Prescribed particulars			

THE C ORDINARY SHARES DO NOT HAVE VOTING RIGHTS. SUBJECT TO THE ARTICLES, EACH C ORDINARY SHARE IS ENTITLED PARI PASSU AMONGST THE HOLDERS OF THE ORDINARY SHARES TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION. ON ANY RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS DEBTS, LIABILITIES, ANY COSTS ASSOCIATED WITH SUCH RETURN OF CAPITAL AND OTHER PAYMENTS TO BE MADE IN PRIORITY SHALL BE APPLIED AND BE DISTRIBUTED AS FOLLOWS: 1. FIRST, IN PAYING TO THE HOLDERS OF THE A PREFERENCE SHARES AND B PREFERENCE SHARES PARI PASSU AN AGGREGATE SUM EQUAL TO THE AMOUNT OF ANY ACCRUED BUT UNPAID PREFERENCE DIVIDEND (EACH SUCH HOLDER OF PREFERENCE SHARES BEING ENTITLED (IN THAT CAPACITY) TO SUCH PROPORTION OF SUCH SUM AS REFLECTS THAT PROPORTION OF THE OVERALL NUMBER OF PREFERENCE SHARES HELD BY HIM OR IT); 2. SECOND AND SUBJECT TO THE ARTICLES, IN PAYING TO THE HOLDERS OF THE A PREFERENCE SHARES AND B PREFERENCE SHARES (PARI PASSU AS IF THE SAME CONSTITUTED THE SAME OF SHARE) AN AGGREGATE SUM EQUAL TO THE ISSUE PRICE OF SUCH PREFERENCE SHARES; AND 3. NEXT AND SUBJECT TO THE ARTICLES, THE BALANCE OF ANY SUCH SURPLUS ASSETS SHALL BE APPORTIONED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES, PRO RATA TO THEIR HOLDING OF SUCH A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES, TAKEN AS IF THEY WERE THE ONE CLASS OF SHARE. THE C ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	A	Number allotted	495000
	PREFERENCE	Aggregate nominal value:	495000

Currency: **GBP**

Prescribed particulars

THE A PREFERENCE SHARES DO NOT HAVE VOTING RIGHTS. SUBJECT TO THE TERMS OF ANY INVESTMENT AGREEMENT, EACH A PREFERENCE SHARE IS ENTITLED TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND (THE "PREFERENCE DIVIDEND"). ON ANY RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS DEBTS, LIABILITIES, ANY COSTS ASSOCIATED WITH SUCH RETURN OF CAPITAL AND OTHER PAYMENTS TO BE MADE IN PRIORITY SHALL BE APPLIED AND BE DISTRIBUTED AS FOLLOWS: 1. FIRST, IN PAYING TO THE HOLDERS OF THE A PREFERENCE SHARES AND B PREFERENCE SHARES PARI PASSU AN AGGREGATE SUM EQUAL TO THE AMOUNT OF ANY ACCRUED BUT UNPAID PREFERENCE DIVIDEND (EACH SUCH HOLDER OF PREFERENCE SHARES BEING ENTITLED (IN THAT CAPACITY) TO SUCH PROPORTION OF SUCH SUM AS REFLECTS THAT PROPORTION OF THE OVERALL NUMBER OF PREFERENCE SHARES HELD BY HIM OR IT); 2. SECOND AND SUBJECT TO THE ARTICLES, IN PAYING TO THE HOLDERS OF THE A PREFERENCE SHARES AND B PREFERENCE SHARES (PARI PASSU AS IF THE SAME CONSTITUTED THE SAME OF SHARE) AN AGGREGATE SUM EQUAL TO THE ISSUE PRICE OF SUCH PREFERENCE SHARES; AND 3. NEXT AND SUBJECT TO THE ARTICLES, THE BALANCE OF ANY SUCH SURPLUS ASSETS SHALL BE APPORTIONED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES, PRO RATA TO THEIR HOLDING OF SUCH A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES, TAKEN AS IF THEY WERE THE ONE CLASS OF SHARE. THE A PREFERENCE SHARES MAY BE REDEEMED IF (1) THE COMPANY (UPON AN INVESTOR DIRECTION TO DO SO) REDEEM ALL THE PREFERENCE SHARES THEN IN ISSUE IMMEDIATELY PRIOR TO AN EXIT OR, IF EARLIER, ON THE DATE FALLING 8 YEARS AFTER THE ADOPTION DATE; OR (2) THE COMPANY, WITH INVESTOR CONSENT, AT ANY TIME IN WRITING TO THE HOLDERS OF THE PREFERENCE SHARES, REDEEM SUCH TOTAL NUMBER OF PREFERENCES SHARES AS IS SPECIFIED IN SUCH NOTICE.

Class of Shares:	A1	Number allotted	5488511
	PREFERENCE	Aggregate nominal value:	5488511

Currency: **GBP**

Prescribed particulars

NON-VOTING CUMULATIVE REDEEMABLE SHARES OF £1 EACH, THAT WILL RANK AHEAD OF THE A PREFERENCE AND B PREFERENCE SHARES ON A RETURN OF CAPITAL.

Class of Shares:	B	Number allotted	2970892
	PREFERENCE	Aggregate nominal value:	2970892
Currency:	GBP		

Prescribed particulars

THE B PREFERENCE SHARES DO NOT HAVE VOTING RIGHTS. SUBJECT TO THE TERMS OF ANY INVESTMENT AGREEMENT, EACH B PREFERENCE SHARE IS ENTITLED TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND (THE “PREFERENCE DIVIDEND”). ON ANY RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS DEBTS, LIABILITIES, ANY COSTS ASSOCIATED WITH SUCH RETURN OF CAPITAL AND OTHER PAYMENTS TO BE MADE IN PRIORITY SHALL BE APPLIED AND BE DISTRIBUTED AS FOLLOWS: 1. FIRST, IN PAYING TO THE HOLDERS OF THE A PREFERENCE SHARES AND B PREFERENCE SHARES PARI PASSU AN AGGREGATE SUM EQUAL TO THE AMOUNT OF ANY ACCRUED BUT UNPAID PREFERENCE DIVIDEND (EACH SUCH HOLDER OF PREFERENCE SHARES BEING ENTITLED (IN THAT CAPACITY) TO SUCH PROPORTION OF SUCH SUM AS REFLECTS THAT PROPORTION OF THE OVERALL NUMBER OF PREFERENCE SHARES HELD BY HIM OR IT); 2. SECOND AND SUBJECT TO THE ARTICLES, IN PAYING TO THE HOLDERS OF THE A PREFERENCE SHARES AND B PREFERENCE SHARES (PARI PASSU AS IF THE SAME CONSTITUTED THE SAME OF SHARE) AN AGGREGATE SUM EQUAL TO THE ISSUE PRICE OF SUCH PREFERENCE SHARES; AND 3. NEXT AND SUBJECT TO THE ARTICLES, THE BALANCE OF ANY SUCH SURPLUS ASSETS SHALL BE APPORTIONED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES, PRO RATA TO THEIR HOLDING OF SUCH A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES, TAKEN AS IF THEY WERE THE ONE CLASS OF SHARE. THE B PREFERENCE SHARES MAY BE REDEEMED IF (1) THE COMPANY (UPON AN INVESTOR DIRECTION TO DO SO) REDEEM ALL THE PREFERENCE SHARES THEN IN ISSUE IMMEDIATELY PRIOR TO AN EXIT OR, IF EARLIER, ON THE DATE FALLING 8 YEARS AFTER THE ADOPTION DATE; OR (2) THE COMPANY, WITH INVESTOR CONSENT, AT ANY TIME IN WRITING TO THE HOLDERS OF THE PREFERENCE SHARES, REDEEM SUCH TOTAL NUMBER OF PREFERENCES SHARES AS IS SPECIFIED IN SUCH NOTICE.

Class of Shares:	C	Number allotted	2500000
	PREFERENCE	Aggregate nominal value:	2500000
Currency:	GBP		

Prescribed particulars

THE C PREFERENCE SHARES DO NOT HAVE VOTING RIGHTS. SUBJECT TO THE TERMS OF ANY INVESTMENT AGREEMENT, EACH C PREFERENCE SHARE IS ENTITLED TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND (THE "PREFERENCE DIVIDEND"). ON ANY RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS DEBTS, LIABILITIES, ANY COSTS ASSOCIATED WITH SUCH RETURN OF CAPITAL AND OTHER PAYMENTS TO BE MADE IN PRIORITY SHALL BE APPLIED AND BE DISTRIBUTED AS FOLLOWS: 1. FIRST, IN PAYING TO THE HOLDERS OF THE A PREFERENCE SHARES, B PREFERENCE SHARES AND C PREFERENCE SHARES PARI PASSU AN AGGREGATE SUM EQUAL TO THE AMOUNT OF ANY ACCRUED BUT UNPAID PREFERENCE DIVIDEND (EACH SUCH HOLDER OF PREFERENCE SHARES BEING ENTITLED (IN THAT CAPACITY) TO SUCH PROPORTION OF SUCH SUM AS REFLECTS THAT PROPORTION OF THE OVERALL NUMBER OF PREFERENCE SHARES HELD BY HIM OR IT); 2. SECOND AND SUBJECT TO THE ARTICLES, IN PAYING TO THE HOLDERS OF A PREFERENCE SHARES, B PREFERENCE SHARES AND C PREFERENCE SHARES (PARI PASSU AS IF THE SAME CONSTITUTED THE SAME OF SHARE) AN AGGREGATE SUM EQUAL TO THE ISSUE PRICE OF SUCH PREFERENCE SHARES; AND 3. NEXT AND SUBJECT TO THE ARTICLES, THE BALANCE OF ANY SUCH SURPLUS ASSETS SHALL BE APPORTIONED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES, PRO RATA TO THEIR HOLDING OF SUCH A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES, TAKEN AS IF THEY WERE THE ONE CLASS OF SHARE. THE C PREFERENCE SHARES MAY BE REDEEMED IF (1) THE COMPANY (UPON AN INVESTOR DIRECTION TO DO SO) REDEEM ALL THE PREFERENCE SHARES THEN IN ISSUE IMMEDIATELY PRIOR TO AN EXIT OR, IF EARLIER, ON THE DATE FALLING 8 YEARS AFTER THE ADOPTION DATE; OR (2) THE COMPANY, WITH INVESTOR CONSENT, AT ANY TIME IN WRITING TO THE HOLDERS OF THE PREFERENCE SHARES, REDEEM SUCH TOTAL NUMBER OF PREFERENCES SHARES AS IS SPECIFIED IN SUCH NOTICE

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	11954403
		Total aggregate nominal value:	11459403
		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.