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

Don't staple this form

SH02

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

Companies House

✓ **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

1 Company details

Company number	1 3 2 2 8 5 7 8
Company name in full	AMITO TOPCO LTD

→ **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 resolution

Date of resolution: d2 d5 m0 m2 y2 y0 y2 y2

3 Consolidation

Please show the amendments to each class of share.

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

4 Sub-division

Please show the amendments to each class of share.

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

5 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
D1 PREFERENCE	7,996,840	£1.00
D2 PREFERENCE	11,512,637	£1.00
E1 PREFERENCE	570,261	£1.00

6 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

7 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.

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				
£STERLING	A ORDINARY	316,000	£3,160.00	
£STERLING	B ORDINARY	683,100	£6,831.00	
£STERLING	C ORDINARY	30,900	£309.00	
	Totals	1,030,000	£10,300.00	£0.00
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)	8,786,972	£7,767,271.01	£0.00

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

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8 Statement of capital (prescribed particulars of rights attached to shares) ❶

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 7**.

Class of share	A ORDINARY
Prescribed particulars ❶	(see continuation page)
Class of share	B ORDINARY
Prescribed particulars ❶	(see continuation page)
Class of share	C ORDINARY
Prescribed particulars ❶	(see continuation page)

❶ **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.

9 Signature

I am signing this form on behalf of the company.

Signature

Signature
X Ed Butler X
Ed Butler (Feb 24, 2022 20:47 GMT)

This form may be signed by:
Director ❷, Secretary, Person authorised❸, Administrator , Administrative Receiver, Receiver, Receiver manager, CIC manager.

❷ **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.

❸ **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	Iain Butler
Company name	Royds Withy King
Address	Godstow Court
	Minns Business Park
	5 West Way
Post town	Oxford
County/Region	
Postcode	O X 2 0 J B
Country	United Kingdom
DX	
Telephone	01865 792 300

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

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

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7 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
£STERLING	D ORDINARY	1	0.01	
£STERLING	D2 PREFERENCE	7,756,971	£7,756,971.00	
	Totals	7,756,972	£7,756,971.01	£0.00

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

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8 'Statement of capital (prescribed particulars of rights attached to shares) ❶

Class of share	A ORDINARY
Prescribed particulars	Each A ordinary share: (a) carries the right to vote (each holder of A ordinary shares is entitled one vote on a show of hands or one vote for each A ordinary share held on a poll) subject to the voting restrictions at Articles 4.10 to 4.16 and the variation provisions at Article 4.17; (b) to receive dividends and to participate in any distributions subject to Articles 4.3 to 4.4 (declaration or payment of dividends to holders of ordinary shares subject to the full redemption of all D1 preference shares); and (c) to participate in any distributions of Capital, including the winding up of the Company, subject to Article 4.5 (distribution subject to the payment of subscription price and unpaid and accrued dividends to the holders of D1, D2 and E1 preference shares). The A ordinary shares are not redeemable.

❶ **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.

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

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8 'Statement of capital (prescribed particulars of rights attached to shares) ❶

Class of share	B ORDINARY
Prescribed particulars	Each B ordinary share: (a) carries the right to vote (each holder of B ordinary shares is entitled one vote on a show of hands or one vote for each B ordinary share held on a poll) subject to the voting restrictions at Articles 4.10 to 4.16 and the variation provisions at Article 4.17; (b) to receive dividends and to participate in any distributions subject to Articles 4.3 to 4.4 (declaration or payment of dividends to holders of ordinary shares subject to the full redemption of all D1 preference shares); and (c) to participate in any distributions of Capital, including the winding up of the Company, subject to Article 4.5 (distribution subject to the payment of subscription price and unpaid and accrued dividends to the holders of D1, D2 and E1 preference shares). The B ordinary shares are not redeemable.

❶ **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.

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

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8 'Statement of capital (prescribed particulars of rights attached to shares) ❶

Class of share	C ORDINARY
Prescribed particulars	Each C ordinary share: (a) carries the right to vote (each holder of C ordinary shares is entitled one vote on a show of hands or one vote for each C ordinary share held on a poll) subject to the voting restrictions at Articles 4.10 to 4.16 and the variation provisions at Article 4.17; (b) to receive dividends and to participate in any distributions subject to Articles 4.3 to 4.4 (declaration or payment of dividends to holders of ordinary shares subject to the full redemption of all D1 preference shares); and (c) to participate in any distributions of Capital, including the winding up of the Company, subject to Article 4.5 (distribution subject to the payment of subscription price and unpaid and accrued dividends to the holders of D1, D2 and E1 preference shares). The C ordinary shares are not redeemable.

❶ 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.

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8 'Statement of capital (prescribed particulars of rights attached to shares) ❶

Class of share	D ORDINARY
Prescribed particulars	Each D ordinary share: (a) carries the right to vote (each holder of D ordinary shares is entitled one vote on a show of hands or one vote for each D ordinary share held on a poll) subject to the voting restrictions at Articles 4.10 to 4.16 and the variation provisions at Article 4.17; (b) to receive dividends and to participate in any distributions subject to Article 4.3 to 4.4 (declaration or payment of dividends to holders of ordinary shares subject to the full redemption of all D1 preference shares); and (c) to participate in any distributions of Capital, including the winding up of the Company, subject to Article 4.5 (distribution subject to the payment of subscription price and unpaid and accrued dividends to the holders of D1, D2 and E1 preference shares). The D ordinary shares are not redeemable.

❶ 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.

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8 'Statement of capital (prescribed particulars of rights attached to shares) ❶

Class of share	D2 PREFERENCE
Prescribed particulars	The D2 Preference Shares do not carry the right to vote at any general meeting or vote on any written resolution of the Company; the D2 preference shares carry the right to receive dividends at the annual rate of 0.1% of the nominal value of each D2 preference share which shall accrue daily on a non-compounding basis and the D2 preference shares carry the right to participate in distributions; prior to the distribution of capital to ordinary shareholders (including the winding up of the Company), each holder of preference shares will be paid an amount equal to the original subscription price of all preference shares they hold and arrears and accruals of preference share dividends for all preference shares they hold subject to the order of priority at Article 4.5 (payments to holders of D1 preference shares take priority over D2 preference shares and E1 preference shares which are treated equally as if they were one class); the D2 preference shares are redeemable as more particularly described in Articles 4.20 to 4.26.

❶ 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.