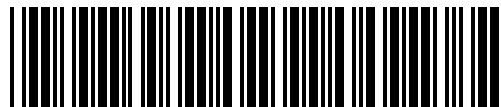


**Return of Allotment of Shares**Company Name: **QUANESCO TOPCO LIMITED**Company Number: **13412177**Received for filing in Electronic Format on the: **25/06/2021**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	11/06/2021	11/06/2021

Class of Shares: M ORDINARYNumber allotted **605**Currency: **GBP**Nominal value of each share **0.01**Amount paid: **132.0**Amount unpaid: **0.0**

Non-cash consideration

**SHARES ALLOTTED IN CONSIDERATION FOR THE ACQUISITION OF LOAN NOTES IN
QUANESCO MIDCO LIMITED**

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	65376248
	ORDINARY	Aggregate nominal value:	6537624.8
Currency:	GBP		
Prescribed particulars			

THE HOLDERS OF THE A ORDINARY SHARES HAVE FULL VOTING RIGHTS, SAVE THAT: ON A RESOLUTION UNDER SECTION 168 OF THE COMPANIES ACT 2006 FOR THE REMOVAL OF AN INVESTOR DIRECTOR, THE HOLDERS OF THE A ORDINARY SHARES SHALL HAVE IN AGGREGATE TWICE THE NUMBER OF VOTES CARRIED BY ALL THE OTHER SHARES, APPORTIONED PRO RATA AS NEARLY AS PRACTICABLE AMONG THE HOLDERS OF THE A ORDINARY SHARES; AND IF THE HOLDERS OF THE A ORDINARY SHARES HOLD LESS THAN 75% BUT MORE THAN 50% OF THE VOTING RIGHTS OF THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY, THE HOLDERS OF THE A ORDINARY SHARES SHALL HAVE SUCH NUMBER OF VOTES TO ENTITLE THEM TO EXERCISE 75% OF THE VOTES ATTACHING TO ALL SHARES, APPORTIONED PRO RATA AS NEARLY AS PRACTICABLE AMONG THE HOLDERS OF THE A ORDINARY SHARES. THE AVAILABLE PROFITS SHALL BE DISTRIBUTED: (A) IF THE INVESTOR IRR ON THE DATE OF A DIVIDEND IS LOWER THAN 15%, TO THE HOLDERS OF THE EQUITY SHARES PRO RATA TO THE NOMINAL VALUE OF THE EQUITY SHARES HELD (AS IF THEY CONSTITUTED THE SAME CLASS OF SHARES) AS COMPARED TO THE NOMINAL VALUE OF THE TOTAL NUMBER OF EQUITY SHARES IN ISSUE; OR (B) IF THE INVESTOR IRR ON THE DATE OF A DIVIDEND IS 15% OR MORE, THE HOLDERS OF THE EQUITY SHARES ARE ENTITLED TO RECEIVE THE EQUITY SHARE ENTITLEMENT IN RELATION TO THE PROPOSED DISTRIBUTION PRO RATA TO THE NOMINAL VALUE OF THE EQUITY SHARES THEY HOLD (AS IF THEY CONSTITUTED THE SAME CLASS OF SHARES) AS COMPARED TO THE NOMINAL VALUE OF TOTAL NUMBER OF EQUITY SHARES IN ISSUE. ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (EXCEPT IN THE CASE OF THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES OR ANY SHARE CAPITAL REORGANISATION IN WHICH NO PROCEEDS ARE RETURNED TO THE SHAREHOLDERS OF THE COMPANY), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS ABLE TO DO SO): (A) IF THE INVESTOR IRR IS LOWER THAN 15%, THE HOLDERS OF EQUITY SHARES SHALL BE ENTITLED TO RECEIVE ALL SUCH SURPLUS ASSETS PRO RATA TO THE NOMINAL VALUE OF THE EQUITY SHARES THEY HOLD (AS IF THEY CONSTITUTED THE SAME CLASS OF SHARES) AS COMPARED TO THE NOMINAL VALUE OF THE TOTAL NUMBER OF EQUITY SHARES IN ISSUE; OR (B) IF THE INVESTOR IRR IS 15% OR MORE, THE HOLDERS OF THE EQUITY SHARES SHALL BE ENTITLED TO RECEIVE THE EQUITY SHARES ENTITLEMENT PRO RATA TO THE NOMINAL VALUE OF THE EQUITY SHARES THEY HOLD (AS IF THEY CONSTITUTED THE SAME CLASS OF SHARES) AS COMPARED TO THE NOMINAL VALUE OF THE TOTAL NUMBER OF EQUITY SHARES IN ISSUE. NO REDEMPTION RIGHTS EXIST.

Class of Shares:	B	Number allotted	376250
	ORDINARY	Aggregate nominal value:	37625
Currency:	GBP		

Prescribed particulars

THE HOLDERS OF THE B ORDINARY SHARES HAVE FULL VOTING RIGHTS. THE AVAILABLE PROFITS SHALL BE DISTRIBUTED: (A) IF THE INVESTOR IRR ON THE DATE OF A DIVIDEND IS LOWER THAN 15%, TO THE HOLDERS OF THE EQUITY SHARES PRO RATA TO THE NOMINAL VALUE OF THE EQUITY SHARES HELD (AS IF THEY CONSTITUTED THE SAME CLASS OF SHARES) AS COMPARED TO THE NOMINAL VALUE OF THE TOTAL NUMBER OF EQUITY SHARES IN ISSUE; OR (B) IF THE INVESTOR IRR ON THE DATE OF A DIVIDEND IS 15% OR MORE, THE HOLDERS OF THE EQUITY SHARES ARE ENTITLED TO RECEIVE THE EQUITY SHARE ENTITLEMENT IN RELATION TO THE PROPOSED DISTRIBUTION PRO RATA TO THE NOMINAL VALUE OF THE EQUITY SHARES THEY HOLD (AS IF THEY CONSTITUTED THE SAME CLASS OF SHARES) AS COMPARED TO THE NOMINAL VALUE OF TOTAL NUMBER OF EQUITY SHARES IN ISSUE. ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (EXCEPT IN THE CASE OF THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES OR ANY SHARE CAPITAL REORGANISATION IN WHICH NO PROCEEDS ARE RETURNED TO THE SHAREHOLDERS OF THE COMPANY), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS ABLE TO DO SO): (A) IF THE INVESTOR IRR IS LOWER THAN 15%, THE HOLDERS OF EQUITY SHARES SHALL BE ENTITLED TO RECEIVE ALL SUCH SURPLUS ASSETS PRO RATA TO THE NOMINAL VALUE OF THE EQUITY SHARES THEY HOLD (AS IF THEY CONSTITUTED THE SAME CLASS OF SHARES) AS COMPARED TO THE NOMINAL VALUE OF THE TOTAL NUMBER OF EQUITY SHARES IN ISSUE; OR (B) IF THE INVESTOR IRR IS 15% OR MORE, THE HOLDERS OF THE EQUITY SHARES SHALL BE ENTITLED TO RECEIVE THE EQUITY SHARES ENTITLEMENT PRO RATA TO THE NOMINAL VALUE OF THE EQUITY SHARES THEY HOLD (AS IF THEY CONSTITUTED THE SAME CLASS OF SHARES) AS COMPARED TO THE NOMINAL VALUE OF THE TOTAL NUMBER OF EQUITY SHARES IN ISSUE. NO REDEMPTION RIGHTS EXIST.

Class of Shares:	M	Number allotted	605
	ORDINARY	Aggregate nominal value:	6.05
Currency:	GBP		

THE HOLDERS OF THE M ORDINARY SHARES ARE NOT ENTITLED TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY: THE AVAILABLE PROFITS SHALL BE DISTRIBUTED: (A) IF THE INVESTOR IRR ON THE DATE OF A DIVIDEND IS LOWER THAN 15%, THE HOLDERS OF THE M ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE ANY OF THE DISTRIBUTION; OR (B) IF THE INVESTOR IRR ON THE DATE OF A DIVIDEND IS 15% OR MORE, EACH HOLDER OF THE M ORDINARY SHARES THAT ARE FULLY VESTED SHALL BE ENTITLED TO RECEIVE THE M SHARE ENTITLEMENT IN RELATION TO THE PROPOSED DISTRIBUTION PRO RATA TO THE NOMINAL VALUE OF THE M ORDINARY SHARES THEY HOLD AS COMPARED TO THE NOMINAL VALUE OF THE TOTAL NUMBER OF M ORDINARY SHARES ISSUED; EACH HOLDER OF M ORDINARY SHARES THAT ARE PARTLY VESTED SHALL BE ENTITLED TO RECEIVE THEIR ACTUAL ENTITLEMENT OF THE M SHARE ENTITLEMENT IN RELATION TO THE PROPOSED DISTRIBUTION PRO RATA TO THE NOMINAL VALUE OF THE M ORDINARY SHARES HELD BY SUCH HOLDER OF THE M ORDINARY SHARES AS COMPARED TO THE NOMINAL VALUE OF TOTAL NUMBER OF THE M ORDINARY SHARES IN ISSUE; AND THE BALANCE OF THE M SHARE ENTITLEMENT REMAINING AFTER SUCH DISTRIBUTIONS SHALL BE ALLOCATED AS BETWEEN THE HOLDERS OF THE M ORDINARY SHARES AS THE BOARD (ACTING WITH INVESTOR CONSENT) RESOLVES. ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (EXCEPT IN THE CASE OF THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES OR ANY SHARE CAPITAL REORGANISATION IN WHICH NO PROCEEDS ARE RETURNED TO THE SHAREHOLDERS OF THE COMPANY), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS ABLE TO DO SO): (A) IF THE INVESTOR IRR IS LOWER THAN 15%, THE HOLDERS OF THE M ORDINARY SHARES (WHETHER VESTED, PARTLY-VESTED OR UN-VESTED) SHALL NOT BE ENTITLED TO RECEIVE ANY SUCH SURPLUS ASSETS; OR (B) IF THE INVESTOR IRR IS 15% OR MORE, EACH HOLDER OF THE M ORDINARY SHARES THAT ARE FULLY VESTED SHALL BE ENTITLED TO RECEIVE THE M SHARE ENTITLEMENT PRO RATA TO THE NOMINAL VALUE OF THE M ORDINARY SHARES THEY HOLD AS COMPARED TO THE NOMINAL VALUE OF THE TOTAL NUMBER OF M ORDINARY SHARES ISSUED; EACH HOLDER OF THE M ORDINARY SHARES THAT ARE PARTLY VESTED SHALL BE ENTITLED TO RECEIVE THEIR ACTUAL ENTITLEMENT OF THE M SHARE ENTITLEMENT PRO RATA TO THE NOMINAL VALUE OF THE M ORDINARY SHARES HELD BY SUCH HOLDER OF THE M ORDINARY SHARES AS COMPARED TO THE NOMINAL VALUE OF TOTAL NUMBER OF THE M ORDINARY SHARES IN ISSUE; AND THE BALANCE OF THE M SHARE ENTITLEMENT REMAINING AFTER SUCH APPLICATION SHALL

BE ALLOCATED AS BETWEEN THE HOLDERS OF THE M ORDINARY SHARES AS THE BOARD (ACTING WITH INVESTOR CONSENT) RESOLVES. NO REDEMPTION RIGHTS EXIST.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	65753103
		Total aggregate nominal value:	6575255.85
		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.