

**Return of Allotment of Shares**Company Name: **WELLBEING TOPCO LIMITED**Company Number: **13412347**Received for filing in Electronic Format on the: **14/07/2022**

XB884NR7

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	13/07/2022	

Class of Shares:	D ORDINARY	Number allotted	3000
	SHARES	Nominal value of each share	0.01
Currency:	GBP	Amount paid:	3000
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	80347
	ORDINARY	Aggregate nominal value:	803.47

Currency: **GBP**

Prescribed particulars

FULL VOTING RIGHTS • ENTITLED TO INCOME IF SO DETERMINED BY THE COMPANY AMONGST THE HOLDERS OF THE ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) • RETURN OF CAPITAL – FIRST TO THE BRIDGE LOAN NOTEHOLDERS OF THE AMOUNT CREDITED AS PAID UP ON THE BRIDGE LOAN NOTES (AND ALL UNPAID ARREARS AND INTEREST) SECOND TO THE PREFERENCE SHAREHOLDERS THE AMOUNTS CREDITED AS PAID UP TO HOLDERS OF THE PREFERRED ORDINARY SHARES, THE PREFERRED AMOUNT (AND ALL UNPAID ARREARS AND INTEREST) AND THIRD TO THE ORDINARY SHAREHOLDERS AS IF THE A SHARES, B SHARES, C SHARES AND D SHARES ARE ONE CLASS • NO RIGHT TO REDEEM

Class of Shares:	C	Number allotted	2153
	ORDINARY	Aggregate nominal value:	21.53

Currency: **GBP**

Prescribed particulars

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Class of Shares:	D	Number allotted	15000
	ORDINARY	Aggregate nominal value:	150

Currency: **GBP**

Prescribed particulars

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Class of Shares:	A	Number allotted	16751075
	PREFERRED	Aggregate nominal value:	16.751075
	ORDINARY		

Currency: **GBP**

Prescribed particulars

NO VOTING RIGHTS • NO AUTOMATIC RIGHT TO PARTICIPATE TO ANY DISTRIBUTION BUT THE COMPANY MAY DETERMINE WITH RESPECT TO ANY ORDINARY SHARE TO DISTRIBUTE A PREFERRED ORDINARY DIVIDEND (INSTEAD OF OR IN ADDITION TO ANY ORDINARY DIVIDEND) TO THE HOLDERS OF PREFERRED ORDINARY SHARES • RETURN OF CAPITAL – FIRST TO THE BRIDE LOAN NOTEHOLDERS OF THE AMOUNT CREDITED AS PAID UP ON THE BRIDGE LOAN NOTES (AND ALL UNPAID ARREARS AND INTEREST) SECOND TO THE PREFERENCE SHAREHOLDERS THE AMOUNTS CREDITED AS PAID UP TO HOLDERS OF THE PREFERRED ORDINARY SHARES, THE PREFERRED AMOUNT (AND ALL UNPAID ARREARS AND INTEREST) AND THIRD TO THE ORDINARY SHAREHOLDERS AS IF THE A SHARES, B SHARES, C SHARES AND D SHARES ARE ONE CLASS • REDEMPTION IMMEDIATELY PRIOR TO (A) THE APPOINTMENT OF AN ADMINISTRATIVE RECEIVER OR AN ADMINISTRATOR OF THE WHOLE OR ANY PART OF THE PROPERTY AND ASSETS OF ANY MEMBER OF THE GROUP OR (B) UPON SERVICE OF NOTICE BY THE HOLDERS OF NOT LESS THAN 75% OF THE A PREFERRED ORDINARY SHARES, OR (C) ON 30 JULY 2031

Class of Shares:	C	Number allotted	448924
	PREFERRED	Aggregate nominal value:	0.448924
	ORDINARY		

Currency: **GBP**

Prescribed particulars

NO VOTING RIGHTS • NO AUTOMATIC RIGHT TO PARTICIPATE TO ANY DISTRIBUTION BUT THE COMPANY MAY DETERMINE WITH RESPECT TO ANY ORDINARY SHARE TO DISTRIBUTE A PREFERRED ORDINARY DIVIDEND (INSTEAD OF OR IN ADDITION TO ANY ORDINARY DIVIDEND) TO THE HOLDERS OF PREFERRED ORDINARY SHARES • RETURN OF CAPITAL – FIRST TO THE BRIDGE LOAN NOTEHOLDERS OF THE AMOUNT CREDITED AS PAID UP ON THE BRIDGE LOAN NOTES (AND ALL UNPAID ARREARS AND INTEREST) SECOND TO THE PREFERENCE SHAREHOLDERS THE AMOUNTS CREDITED AS PAID UP TO HOLDERS OF THE PREFERRED ORDINARY SHARES, THE PREFERRED AMOUNT (AND ALL UNPAID ARREARS AND INTEREST) AND THIRD TO THE ORDINARY SHAREHOLDERS AS IF THE A SHARES, B SHARES, C SHARES AND D SHARES ARE ONE CLASS • REDEMPTION IMMEDIATELY PRIOR TO (A) THE APPOINTMENT OF AN ADMINISTRATIVE RECEIVER OR AN ADMINISTRATOR OF THE WHOLE OR ANY PART OF THE PROPERTY AND ASSETS OF ANY MEMBER OF THE GROUP OR (B) UPON SERVICE OF NOTICE BY THE HOLDERS OF NOT LESS THAN 75% OF THE A PREFERRED ORDINARY SHARES, OR (C) ON 30 JULY 2031

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	17297499
		Total aggregate nominal value:	992.199999
		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.