

**Return of Allotment of Shares**Company Name: **REPHINE TOPCO LIMITED**Company Number: **13587144**Received for filing in Electronic Format on the: **08/09/2023**

XCBNNBQP

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	12/10/2022	

Class of Shares:	B ORDINARY	Number allotted	1000
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	135500
	ORDINARY	Aggregate nominal value:	1355

Currency: **GBP**

Prescribed particulars

ON A WRITTEN RESOLUTION, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARES AND/OR B ORDINARY SHARES ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED AS REQUIRED BY THE ACT SHALL, SUBJECT TO SECTIONS 289 AND 290 OF THE ACT AND THESE ARTICLES SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE AND ONE VOTE FOR EACH B ORDINARY SHARE HELD BY HIM. NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, IF AT ANY TIME A DEFAULT EVENT OR A FINANCING DEFAULT EVENT HAS OCCURRED AND THE INVESTORS (BY AN INVESTOR DIRECTION) HAVE NOTIFIED THE COMPANY IN WRITING (WHICH CAN INCLUDE EMAIL), THEN: (I) THE B ORDINARY SHARES AND A ORDINARY SHARES HELD BY A PERSON WHO IS NOT AN INVESTOR SHALL CEASE TO ENTITLE EACH HOLDER THEREOF TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY OR OF THE HOLDERS OF ANY CLASS OF SHARES, OR TO ATTEND AND VOTE (WHETHER ON A SHOW OF HANDS OR ON A POLL) AT ANY GENERAL MEETING OF THE COMPANY OR AT ANY SEPARATE CLASS MEETING; AND (II) SUBJECT ALWAYS TO THE PROVISIONS OF ARTICLE 4.5, NEW SHARES IN THE COMPANY MAY BE ISSUED, RANKING AHEAD OF OR PARI PASSU WITH ANY CLASS OF SHARES, WITHOUT THE CONSENT OF THE HOLDERS OF SUCH CLASS OR CLASSES OF SHARES. THESE PROVISIONS SHALL ONLY CONTINUE FOR SO LONG AS THE BREACH OR FAILURE GIVING RISE TO THE DEFAULT EVENT OR FINANCING DEFAULT EVENT SUBSISTS OR (TO THE EXTENT CAPABLE OF REMEDY WITHIN ANY REQUISITE TIME PERIODS) HAS NOT BEEN REMEDIED (AND FOR THIS PURPOSE NO ACCOUNT SHALL BE TAKEN OF ANY WAIVER GIVEN BY ANY PERSON IN RESPECT OF ANY SUCH BREACH OR ANY STANDSTILL AGREEMENT OR SIMILAR ARRANGEMENT WITH ANY PERSON). THE A ORDINARY SHARES HAVE FULL DIVIDEND AND RETURN OF CAPITAL RIGHTS. THE A ORDINARY SHARES HAVE NO RIGHTS OF REDEMPTION.

Class of Shares:	B	Number allotted	33874
	ORDINARY	Aggregate nominal value:	338.74

Currency: **GBP**

ON A WRITTEN RESOLUTION, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARES AND/OR B ORDINARY SHARES ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED AS REQUIRED BY THE ACT SHALL, SUBJECT TO SECTIONS 289 AND 290 OF THE ACT AND THESE ARTICLES SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE AND ONE VOTE FOR EACH B ORDINARY SHARE HELD BY HIM. NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, IF AT ANY TIME A DEFAULT EVENT OR A FINANCING DEFAULT EVENT HAS OCCURRED AND THE INVESTORS (BY AN INVESTOR DIRECTION) HAVE NOTIFIED THE COMPANY IN WRITING (WHICH CAN INCLUDE EMAIL), THEN: (I) THE B ORDINARY SHARES AND A ORDINARY SHARES HELD BY A PERSON WHO IS NOT AN INVESTOR SHALL CEASE TO ENTITLE EACH HOLDER THEREOF TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY OR OF THE HOLDERS OF ANY CLASS OF SHARES, OR TO ATTEND AND VOTE (WHETHER ON A SHOW OF HANDS OR ON A POLL) AT ANY GENERAL MEETING OF THE COMPANY OR AT ANY SEPARATE CLASS MEETING; AND (II) SUBJECT ALWAYS TO THE PROVISIONS OF ARTICLE 4.5, NEW SHARES IN THE COMPANY MAY BE ISSUED, RANKING AHEAD OF OR PARI PASSU WITH ANY CLASS OF SHARES, WITHOUT THE CONSENT OF THE HOLDERS OF SUCH CLASS OR CLASSES OF SHARES. THESE PROVISIONS SHALL ONLY CONTINUE FOR SO LONG AS THE BREACH OR FAILURE GIVING RISE TO THE DEFAULT EVENT OR FINANCING DEFAULT EVENT SUBSISTS OR (TO THE EXTENT CAPABLE OF REMEDY WITHIN ANY REQUISITE TIME PERIODS) HAS NOT BEEN REMEDIED (AND FOR THIS PURPOSE NO ACCOUNT SHALL BE TAKEN OF ANY WAIVER GIVEN BY ANY PERSON IN RESPECT OF ANY SUCH BREACH OR ANY STANDSTILL AGREEMENT OR SIMILAR ARRANGEMENT WITH ANY PERSON). THE B ORDINARY SHARES HAVE FULL DIVIDEND AND RETURN OF CAPITAL RIGHTS. THE B ORDINARY SHARES HAVE NO RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	169374
		Total aggregate nominal value:	1693.74
		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.