In accordance with Section 644 & 649 of the Companies Act 2006.

DON'T STAPLE

SH19

Statement of capital for reduction supported by solvency statement or court order

Companies House

A fee is payable with this form.
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order.

✗ **What this form is NOT for**
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited.

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

Company number	1 3 7 7 4 4 5 7
Company name in full	Opus Topco Limited

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Share capital

Complete the table(s) below to show the issued share capital as reduced by the resolution.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation page
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				
£	A Ordinary	1030020	10300.2	
£	B Ordinary	395690	3956.9	
£	C Ordinary	183231	1832.31	
	Totals	1,608,941	16,089.41	
Currency table B				
	Totals			

Total issued share capital table

You **must** complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	**Total number of shares**	**Total aggregate nominal value** Show different currencies separately. For example: £100 + €100 + $10	**Total aggregate amount unpaid** ❶ Show different currencies separately. For example: £100 + €100 + $10
Grand total	180,432,555	1,804,325.55	

❶ **Total aggregate amount unpaid**
Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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Class of share	A Ordinary
Prescribed particulars ❶	A Ordinary, B Ordinary and C Ordinary shares rank equally for voting purposes. On a show of hands each member shall have one vote and on a poll each member shall have one vote per share held. Ordinary shares rank equally for any dividend declared. Ordinary and Rachet shares rank equally for any distribution made on a winding up. The shares are not redeemable.
Class of share	B Ordinary
Prescribed particulars ❶	A Ordinary, B Ordinary and C Ordinary shares rank equally for voting purposes. On a show of hands each member shall have one vote and on a poll each member shall have one vote per share held. Ordinary shares rank equally for any dividend declared. Ordinary and Rachet shares rank equally for any distribution made on a winding up. The shares are not redeemable.
Class of share	C Ordinary
Prescribed particulars ❶	A Ordinary, B Ordinary and C Ordinary shares rank equally for voting purposes. On a show of hands each member shall have one vote and on a poll each member shall have one vote per share held. Ordinary shares rank equally for any dividend declared. Ordinary and Rachet shares rank equally for any distribution made on a winding up. The 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.

Continuation pages
Please use a Statement of capital continuation page if necessary.

4 Signature

I am signing this form on behalf of the company.

Signature

Signature
X DocuSigned by: James Beattie 3D0C0E1B194D451... X

This form may be signed by:
Director❷, Secretary, Person authorised❸, CIC manager.

❷ Societas Europaea.
If this form is being field 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: James Beattie

Company name: Mayer Brown International LLP

Address: 201 Bishopsgate

Post town: London

County/Region:

Postcode: E C 2 M 3 A F

Country: United Kingdom

DX:

Telephone: +44 754 033 6681

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 completed the relevant sections of the statement of capital.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.

Important information

Please note that all information on this form will appear on the public record.

How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House.'

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

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 644 & 649 of the Companies Act 2006.

SH19 - Continuation page

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2 Share capital

Complete the table below to show the issued share capital as reduced by the resolution.

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
£	A Preference	123941918	1239419.18	
£	B Preference	47613196	476131.96	
£	Exit Rachet	18500	185	
£	Exit Return	7250000	72500	
	Totals	178,823,614	1,788,236.14	

In accordance with Section 644 & 649 of the Companies Act 2006.

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3 Prescribed particulars of rights attached to shares

Class of share	A Preference
Prescribed particulars ❶	A Preference and B Preference shares rank equally. Preference shares have 1% of voting rights in the company at any time. Preference shares will accrue dividends at preference share dividend rate. Preference shares rank equally for any distribution made on a winding up. The shares are 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 644 & 649 of the Companies Act 2006.

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3 Prescribed particulars of rights attached to shares

Class of share	B Preference
Prescribed particulars ❶	A Preference and B Preference shares rank equally. Preference shares have 1% of voting rights in the company at any time. Preference shares will accrue dividends at preference share dividend rate. Preference shares rank equally for any distribution made on a winding up. The shares are 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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3 Prescribed particulars of rights attached to shares

Class of share	Exit Rachet
Prescribed particulars ❶	Non voting share. No dividends. Ordinary and rachet shares rank equally for any distribution made on a winding up. Non 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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3 Prescribed particulars of rights attached to shares

Class of share	Exit Return
Prescribed particulars ❶	Non voting share. No dividends. Distribution to be made on winding up for a sum equal to exit return amount. Non 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.