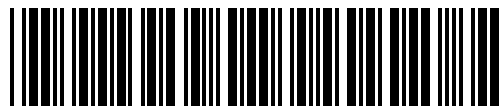


**Return of Allotment of Shares**Company Name: **PLAZA TOPCO LIMITED**Company Number: **14187756**Received for filing in Electronic Format on the: **27/07/2022**

XB94ANI3

Shares Allotted (including bonus shares)

| Date or period during which shares are allotted | From | To |
|--|-------------------|----|
| | 04/07/2022 | |

| | | | |
|-------------------------|-------------------|-----------------------------|---------------|
| Class of Shares: | A ORDINARY | Number allotted | 810000 |
| Currency: | GBP | Nominal value of each share | 0.0001 |
| | | Amount paid: | 0.9085 |
| | | Amount unpaid: | 0 |

No shares allotted other than for cash

| | | | |
|-------------------------|-------------------|-----------------------------|---------------|
| Class of Shares: | B ORDINARY | Number allotted | 124021 |
| Currency: | GBP | Nominal value of each share | 0.0001 |
| | | Amount paid: | 1.4167 |
| | | Amount unpaid: | 0 |

No shares allotted other than for cash

| | | | |
|-------------------------|-------------------|-----------------------------|-----------------|
| Class of Shares: | PREFERENCE | Number allotted | 60760095 |
| Currency: | GBP | Nominal value of each share | 0.0001 |
| | | Amount paid: | 1 |
| | | Amount unpaid: | 0 |

No shares allotted other than for cash

Statement of Capital (Share Capital)

| | | | |
|------------------------|----------|--------------------------|--------|
| Class of Shares: | A | Number allotted | 820000 |
| | ORDINARY | Aggregate nominal value: | 82 |
| Currency: | GBP | | |
| Prescribed particulars | | | |

A. VOTING RIGHTS: EACH A ORDINARY SHARE CARRIES ONE VOTE ON A WRITTEN RESOLUTION; ON A SHOW OF HANDS AT A GENERAL MEETING, EACH MEMBER PRESENT IN PERSON WHO HOLDS AT LEAST ONE A ORDINARY SHARE SHALL HAVE ONE VOTE; AND, ON A VOTE ON A RESOLUTION ON A POLL TAKEN AT A MEETING, EVERY MEMBER HAS ONE VOTE IN RESPECT OF EACH A ORDINARY SHARE HELD BY HIM. IF AT ANY TIME A DEFAULT EVENT HAS OCCURRED AND THE MAJORITY INVESTORS (BY AN INVESTOR DIRECTION) SO DIRECT, THEN ANY 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.

B. DIVIDEND RIGHTS: SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) INVESTOR CONSENT; AND (III) THE REMAINING PROVISIONS OF ARTICLE 5 (INCLUDING THE PRIOR PAYMENT OF ANY PREFERENCE DIVIDEND DUE UNDER ARTICLE 5.2), ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME.

C. RETURN OF CAPITAL: ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND AFTER ALL PAYMENTS TO BE MADE IN PRIORITY TO THE HOLDERS OF THE PREFERENCE SHARES IN ACCORDANCE WITH ARTICLE 6.2 SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) IN THE RATIO OF 82:18 ACCORDING TO THE NUMBER OF SUCH A ORDINARY SHARES AND B ORDINARY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME AND IN THE EVENT THAT THE HURDLE AMOUNT IS EXCEEDED, THE SURPLUS PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) IN THE RATIO OF 74.5 : 25.5 ACCORDING TO THE NUMBER OF SUCH A ORDINARY SHARES AND B ORDINARY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME, PROVIDED THAT AFTER THE DISTRIBUTION OF THE FIRST £1,000,000,000 OF SUCH ASSETS UNDER ARTICLE 6.2.2(A), THE HOLDERS OF THE DEFERRED SHARES SHALL BE ENTITLED TO RECEIVE AN AGGREGATE AMOUNT OF £1 FOR ALL DEFERRED SHARES THEN IN ISSUE

AND THEREAFTER ANY BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED IN THE SAME MANNER AS IS SET OUT ABOVE. D. REDEMPTION: THE A ORDINARY SHARES ARE NOT REDEEMABLE.

| | | | |
|------------------------|----------|--------------------------|---------|
| Class of Shares: | B | Number allotted | 124021 |
| | ORDINARY | Aggregate nominal value: | 12.4021 |
| Currency: | GBP | | |
| Prescribed particulars | | | |

A. VOTING RIGHTS: THE B ORDINARY SHARES CARRY NO RIGHT TO VOTE IN ANY CIRCUMSTANCES BUT THE HOLDERS OF B ORDINARY SHARES SHALL BE ENTITLED TO (I) RECEIVE A COPY OF ANY WRITTEN RESOLUTION CIRCULATED TO ELIGIBLE MEMBERS AT THE SAME TIME AS THE RESOLUTION IS SO CIRCULATED BUT NOT TO VOTE ON SUCH A RESOLUTION; AND (II) RECEIVE NOTICE OF ALL GENERAL MEETINGS BUT NOT TO ATTEND OR VOTE AT ANY GENERAL MEETING. **B. DIVIDEND RIGHTS:** SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) INVESTOR CONSENT; AND (III) THE REMAINING PROVISIONS OF ARTICLE 5 (INCLUDING THE PRIOR PAYMENT OF ANY PREFERENCE DIVIDEND DUE UNDER ARTICLE 5.2), ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. **C. RETURN OF CAPITAL:** ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND AFTER ALL PAYMENTS TO BE MADE IN PRIORITY TO THE HOLDERS OF THE PREFERENCE SHARES IN ACCORDANCE WITH ARTICLE 6.2 SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) IN THE RATIO OF 82:18 ACCORDING TO THE NUMBER OF SUCH A ORDINARY SHARES AND B ORDINARY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME AND IN THE EVENT THAT THE HURDLE AMOUNT IS EXCEEDED, THE SURPLUS PROCEEDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) IN THE RATIO OF 74.5 : 25.5 ACCORDING TO THE NUMBER OF SUCH A ORDINARY SHARES AND B ORDINARY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME, PROVIDED THAT AFTER THE DISTRIBUTION OF THE FIRST £1,000,000,000 OF SUCH ASSETS UNDER ARTICLE 6.2.2(A), THE HOLDERS OF THE DEFERRED SHARES SHALL BE ENTITLED TO RECEIVE AN AGGREGATE AMOUNT OF £1 FOR ALL DEFERRED SHARES THEN IN ISSUE AND THEREAFTER ANY BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED IN THE SAME MANNER AS IS SET OUT ABOVE. **D. REDEMPTION:** THE B ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares: PREFERENCE

Number allotted

60760095

Prescribed particulars

A. VOTING RIGHTS: THE PREFERENCE SHARES CARRY NO RIGHT TO VOTE BUT THE HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED TO (I) RECEIVE A COPY OF ANY WRITTEN RESOLUTION CIRCULATED TO ELIGIBLE MEMBERS AT THE SAME TIME AS THE RESOLUTION IS SO CIRCULATED BUT NOT TO VOTE ON SUCH A RESOLUTION; AND (II) RECEIVE NOTICE OF ALL GENERAL MEETINGS BUT NOT TO ATTEND OR VOTE AT ANY GENERAL MEETING. IF AT ANY TIME A DEFAULT EVENT HAS OCCURRED AND THE MAJORITY INVESTORS (BY AN INVESTOR DIRECTION) SO DIRECT, THEN THE PREFERENCE SHARES HELD BY THE INVESTORS SHALL ENTITLE EACH HOLDER THEREOF TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY AND TO ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY AND, IN THE CASE OF A RESOLUTION TO BE PASSED AT SUCH A MEETING ON A SHOW OF HANDS, TO ONE VOTE, AND IN THE CASE OF A RESOLUTION TO BE PASSED AT SUCH A MEETING ON A POLL, TO ONE VOTE FOR EACH PREFERENCE SHARE OF WHICH IT IS THE HOLDER.

B. DIVIDEND RIGHTS: THE PREFERENCE SHARES SHALL BE ENTITLED TO THE PREFERENCE DIVIDEND (AS DEFINED IN THE ARTICLES OF ASSOCIATION), PAYABLE IN ACCORDANCE WITH ARTICLE 5.3, WITH PRIORITY OVER ANY PAYMENT BY WAY OF DIVIDEND OR OTHER DISTRIBUTION TO THE HOLDERS OF ANY OTHER CLASS OF SHARES.

C. RETURN OF CAPITAL: ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY DEBTS ARISING FROM NON-PAYMENT OF PREFERENCE DIVIDENDS) AND ALL OTHER SUMS PAYABLE IN PRIORITY SHALL BE APPLIED IN PRIORITY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 6.2.2, IN PAYING TO EACH HOLDER OF PREFERENCE SHARES IN RESPECT OF EACH PREFERENCE SHARE OF WHICH IT IS THE HOLDER, AN AMOUNT EQUAL TO: (I) 100% OF THE ISSUE PRICE THEREOF; AND (II) THE AGGREGATE AMOUNT OF ANY ACCRUALS AND/OR UNPAID AMOUNTS OF PREFERENCE DIVIDEND (TO BE CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL AND TO BE PAYABLE IRRESPECTIVE OF WHETHER SUCH DIVIDEND WOULD BE UNLAWFUL BY REASON OF THERE BEING INSUFFICIENT AVAILABLE PROFITS).

D. REDEMPTION: THE PREFERENCE SHARES ARE REDEEMABLE IN ACCORDANCE WITH ARTICLE 8.

Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|------------------|
| Currency: | GBP | Total number of shares: | 61704116 |
| | | Total aggregate nominal value: | 6170.4116 |
| | | 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.