

**Return of Allotment of Shares**Company Name: **MURPHY TOPCO LIMITED**Company Number: **12702279**Received for filing in Electronic Format on the: **06/02/2024**

XCW9XZDT

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>26/01/2024</b>	

<b>Class of Shares:</b>	<b>A ORDINARY</b>	Number allotted	<b>154033</b>
<b>Currency:</b>	<b>GBP</b>	Nominal value of each share	<b>0.01</b>
		Amount paid:	<b>45.12</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

<b>Class of Shares:</b>	<b>B ORDINARY</b>	Number allotted	<b>5031</b>
<b>Currency:</b>	<b>GBP</b>	Nominal value of each share	<b>0.01</b>
		Amount paid:	<b>1.11</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>8604235</b>
	<b>PREFERENCE</b>	Nominal value of each share	<b>1</b>
<b>Currency:</b>	<b>GBP</b>	Amount paid:	<b>1</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>8604234</b>
	<b>PREFERENCE</b>	Nominal value of each share	<b>1</b>

Currency: **GBP**

Amount paid: **1**

Amount unpaid: **0**

No shares allotted other than for cash

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## Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>960268</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>9602.68</b>

Currency: **GBP**

Prescribed particulars

**THE RIGHTS OF THE A ORDINARY SHARES ARE AS FOLLOWS: (A) ON A SHOW OF HANDS EVERY HOLDER OF A ORDINARY SHARES WHO IS PRESENT SHALL HAVE ONE VOTE AND ON A POLL OR A WRITTEN RESOLUTION, EVERY HOLDER OF A ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER. (B) THE A ORDINARY SHARES HAVE THE RIGHT, AS RESPECTS INCOME, TO PARTICIPATE IN A DISTRIBUTION IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 4.1 AND 4.3 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 20/11/2020 AS AMENDED BY SPECIAL RESOLUTION DATED 19/11/2021 (THE "ARTICLES"). (C) THE A ORDINARY SHARES HAVE THE RIGHT, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING UP) IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 4.4 AND 4.6 OF THE ARTICLES. (D) THE A ORDINARY SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS**

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>189308</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>1893.08</b>

Currency: **GBP**

Prescribed particulars

**THE RIGHTS OF THE B ORDINARY SHARES ARE AS FOLLOWS: (A) THE HOLDERS OF THE B ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF OR ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETINGS OR IN RESPECT OF ANY WRITTEN RESOLUTIONS OF THE COMPANY. (B) THE B ORDINARY SHARES HAVE THE RIGHT, AS RESPECTS INCOME, TO PARTICIPATE IN A DISTRIBUTION IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 4.1 AND 4.3 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 20/11/2020 AS AMENDED BY SPECIAL RESOLUTION DATED 19/11/2021 (THE "ARTICLES"). (C) THE B ORDINARY SHARES HAVE THE RIGHT, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING UP) IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 4.4 OF THE ARTICLES. (D) THE B ORDINARY SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS.**

<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>58275480</b>
	<b>PREFERENCE</b>	Aggregate nominal value:	<b>58275480</b>

Currency: **GBP**

Prescribed particulars

**THE RIGHTS OF THE A PREFERENCE SHARES ARE AS FOLLOWS: (A) SUBJECT TO ARTICLE 4.11 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 20/11/2020 AS AMENDED BY SPECIAL RESOLUTION DATED 19/11/2021 (THE "ARTICLES"), NO A PREFERENCE SHARE SHALL ENTITLE THE HOLDER THEREOF TO RECEIVE NOTICE OF OR ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY OR IN RESPECT OF ANY WRITTEN RESOLUTIONS OF THE COMPANY. IF THE BUSINESS OF ANY GENERAL MEETING OR WRITTEN RESOLUTION OF THE COMPANY INCLUDES A RESOLUTION (I) FOR THE WINDING UP OF THE COMPANY; (II) FOR THE APPOINTMENT OF AN ADMINISTRATOR OR THE APPROVAL OF A VOLUNTARY ARRANGEMENT WITH SOME OR ALL OF THE COMPANY'S THIRD PARTY CREDITORS; (III) FOR A REDUCTION IN THE SHARE CAPITAL OF THE COMPANY IN ORDER TO MAKE A PAYMENT OUT OF CAPITAL TO ONE OR MORE SHAREHOLDERS; AND/OR (IV) WHICH ADVERSELY ALTERS, VARIES OR ABROGATES ANY OF THE RIGHTS ATTACHING TO THE A PREFERENCE SHARES, THEN THE A PREFERENCE SHARES SHALL ENTITLE THE HOLDER(S) THEREOF TO RECEIVE NOTICE OF AND ATTEND, SPEAK AND VOTE AT SUCH GENERAL MEETING OR IN RESPECT OF SUCH WRITTEN RESOLUTION (AS APPROPRIATE) IN ACCORDANCE WITH ARTICLE 4.12 OF THE ARTICLES, BUT ONLY ON ANY SUCH RESOLUTION. (B) THE A PREFERENCE SHARES HAVE THE RIGHT, AS RESPECTS INCOME, TO PARTICIPATE IN A DISTRIBUTION IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 4.1 AND 4.2 OF THE ARTICLES. (C) THE A PREFERENCE SHARES HAVE THE RIGHT, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING UP) IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 4.4 AND 4.5 OF THE ARTICLES. (D) THE A PREFERENCE SHARES ARE REDEEMABLE IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 24 OF THE ARTICLES AND SCHEDULE 1 OF THE ARTICLES.**

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>58275471</b>
	<b>PREFERENCE</b>	Aggregate nominal value:	<b>58275471</b>

Currency: **GBP**

Prescribed particulars

THE RIGHTS OF THE B PREFERENCE SHARES ARE AS FOLLOWS: (A) SUBJECT TO ARTICLE 4.11 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 20/11/2020 AS AMENDED BY SPECIAL RESOLUTION DATED 19/11/2021 (THE "ARTICLES"), NO B PREFERENCE SHARE SHALL ENTITLE THE HOLDER THEREOF TO RECEIVE NOTICE OF OR ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY OR IN RESPECT OF ANY WRITTEN RESOLUTIONS OF THE COMPANY. IF THE BUSINESS OF ANY GENERAL MEETING OR WRITTEN RESOLUTION OF THE COMPANY INCLUDES A RESOLUTION (I) FOR THE WINDING UP OF THE COMPANY; (II) FOR THE APPOINTMENT OF AN ADMINISTRATOR OR THE APPROVAL OF A VOLUNTARY ARRANGEMENT WITH SOME OR ALL OF THE COMPANY'S THIRD PARTY CREDITORS; (III) FOR A REDUCTION IN THE SHARE CAPITAL OF THE COMPANY IN ORDER TO MAKE A PAYMENT OUT OF CAPITAL TO ONE OR MORE SHAREHOLDERS; AND/OR (IV) WHICH ADVERSELY ALTERS, VARIES OR ABROGATES ANY OF THE RIGHTS ATTACHING TO THE B PREFERENCE SHARES, THEN THE B PREFERENCE SHARES SHALL ENTITLE THE HOLDER(S) THEREOF TO RECEIVE NOTICE OF AND ATTEND, SPEAK AND VOTE AT SUCH GENERAL MEETING OR IN RESPECT OF SUCH WRITTEN RESOLUTION (AS APPROPRIATE) IN ACCORDANCE WITH ARTICLE 4.12 OF THE ARTICLES, BUT ONLY ON ANY SUCH RESOLUTION. (B) THE B PREFERENCE SHARES HAVE THE RIGHT, AS RESPECTS INCOME, TO PARTICIPATE IN A DISTRIBUTION IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 4.1 AND 4.2 OF THE ARTICLES. (C) THE B PREFERENCE SHARES HAVE THE RIGHT, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING UP) IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 4.4 AND 4.5 OF THE ARTICLES. (D) THE B PREFERENCE SHARES ARE REDEEMABLE IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 24 OF THE ARTICLES AND SCHEDULE 1 OF THE ARTICLES.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>117700527</b>
		Total aggregate nominal value:	<b>116562446.76</b>
		Total aggregate amount unpaid:	<b>100</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.