

**Return of Allotment of Shares**Company Name: **Horizon Group Holdco Limited**Company Number: **13008348**Received for filing in Electronic Format on the: **07/01/2021**

X9VPGGFL

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	06/01/2021	06/01/2021

Class of Shares:	A2	Number allotted	400463
	ORDINARY	Nominal value of each share	0.01
Currency:	GBP	Amount paid:	0.01
		Amount unpaid:	0.0

Non-cash consideration

**SHARES TO BE ISSUED AND ALLOTTED BY HORIZON GROUP HOLDCO LIMITED IN
CONSIDERATION FOR THE TRANSFER TO IT OF THE ENTIRE ISSUED SHARE CAPITAL OF
ANOTHER COMPANY, HORIZON HOLDCO LIMITED.**

Statement of Capital (Share Capital)

Class of Shares:	A1	Number allotted	412847
	ORDINARY	Aggregate nominal value:	4128.47
Currency:	GBP		

Prescribed particulars

SUBJECT TO ANY RESTRICTIONS CONTAINED IN THE FINANCING DOCUMENTS OF THE COMPANY AND THE RECOMMENDATION OF THE BOARD, ANY PROFITS AVAILABLE FOR DISTRIBUTION SHALL BE APPLIED PARI PASSU AMONGST THE HOLDERS OF THE ORDINARY SHARES AS IF THE ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARES, PRO RATA TO THEIR RESPECTIVE SHAREHOLDINGS. ON A RETURN OF ASSETS ON LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE (OTHER THAN A CONVERSION OR PURCHASE OF SHARES), THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: (A) FIRST, (ONLY TO THE EXTENT THAT D SHARES ARE IN ISSUE) IN TRANSFERRING TO THE HOLDERS OF THE D SHARES IN RESPECT OF EACH D SHARE HELD, THE ENTIRE ISSUED SHARE CAPITAL OF CARDS HOLDCO LIMITED (TOGETHER, WHERE APPLICABLE, WITH ANY ASSOCIATED LIABILITIES) IN PROPORTION TO THE SHARES HELD BY THE HOLDERS OF D SHARES IN THE COMPANY; AND (B) SECOND, IN TRANSFERRING TO THE HOLDERS OF THE ORDINARY SHARES, ALL REMAINING ASSETS OF THE COMPANY (OTHER THAN, ONLY TO THE EXTENT THAT D SHARES ARE IN ISSUE, THOSE REFERRED TO IN (A) ABOVE) TOGETHER WITH ALL OTHER ASSETS OF THE COMPANY BUT EXCLUDING THE ENTIRE ISSUED SHARE CAPITAL OF CARDS HOLDCO LIMITED. EVERY HOLDER OF C3 SHARES SHALL BE ENTITLED TO EXERCISE 5% OF THE TOTAL VOTES AT A GENERAL MEETING PROVIDED THAT: (I) THE TOTAL VOTING RIGHTS HELD BY HOLDERS OF C3 SHARES SHALL NEVER EXCEED 20%; AND (II) SUCH VOTING RIGHTS SHALL ONLY BE HELD BY THE FIRST FOUR HOLDERS OF C3 SHARES WHO: (A) WERE ALSO THE FIRST FOUR HOLDERS OF C3 ORDINARY SHARES OF GBP0.50 EACH IN THE CAPITAL OF HORIZON HOLDCO LIMITED AND THEIR PERMITTED TRANSFEREES UNLESS OTHERWISE DETERMINED BY EXPONENT CONSENT; AND (B) IF THEY WERE A LEAVER UNDER THE ARTICLES OF HORIZON HOLDCO LIMITED, THEY WERE A GOOD LEAVER UNDER THE HORIZON ARTICLES. ALL REMAINING VOTING RIGHTS AT A GENERAL MEETING SHALL VEST IN THE A1 SHARES, B2 SHARES AND C2 SHARES, WHICH SHALL RANK PARI PASSU IN RESPECT OF SUCH RIGHTS BASED ON THE NUMBER OF EACH SUCH SHARE IN ISSUE. A2 SHARES, B1 SHARES AND C1 SHARES SHALL CARRY NO RIGHT TO ATTEND OR VOTE IN ANY CIRCUMSTANCES AT ANY GENERAL MEETING

OF THE COMPANY OR TO VOTE FOR THE PURPOSES OF ANY WRITTEN RESOLUTION OF THE COMPANY (BUT SHALL ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF THE SAME). THE ABOVE VOTING RIGHTS ARE SUBJECT TO THE LEAVER PROVISIONS OF THE ARTICLES. A LEAVER'S SHARES (OTHER THAN C3 SHARES HELD BY A GOOD LEAVER) SHALL CARRY NO RIGHT TO RECEIVE NOTICE OF, ATTEND OR VOTE IN ANY CIRCUMSTANCES AT ANY GENERAL MEETING OF THE COMPANY OR TO VOTE FOR THE PURPOSES OF ANY WRITTEN RESOLUTION OF THE COMPANY. THE ISSUED SHARES OF THE COMPANY ARE NOT REDEEMABLE.

Class of Shares:	A2	Number allotted	400463
	ORDINARY	Aggregate nominal value:	4004.63
Currency:	GBP		

Prescribed particulars

SUBJECT TO ANY RESTRICTIONS CONTAINED IN THE FINANCING DOCUMENTS OF THE COMPANY AND THE RECOMMENDATION OF THE BOARD, ANY PROFITS AVAILABLE FOR DISTRIBUTION SHALL BE APPLIED PARI PASSU AMONGST THE HOLDERS OF THE ORDINARY SHARES AS IF THE ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARES, PRO RATA TO THEIR RESPECTIVE SHAREHOLDINGS. ON A RETURN OF ASSETS ON LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE (OTHER THAN A CONVERSION OR PURCHASE OF SHARES), THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: (A) FIRST, (ONLY TO THE EXTENT THAT D SHARES ARE IN ISSUE) IN TRANSFERRING TO THE HOLDERS OF THE D SHARES IN RESPECT OF EACH D SHARE HELD, THE ENTIRE ISSUED SHARE CAPITAL OF CARDS HOLDCO LIMITED (TOGETHER, WHERE APPLICABLE, WITH ANY ASSOCIATED LIABILITIES) IN PROPORTION TO THE SHARES HELD BY THE HOLDERS OF D SHARES IN THE COMPANY; AND (B) SECOND, IN TRANSFERRING TO THE HOLDERS OF THE ORDINARY SHARES, ALL REMAINING ASSETS OF THE COMPANY (OTHER THAN, ONLY TO THE EXTENT THAT D SHARES ARE IN ISSUE, THOSE REFERRED TO IN (A) ABOVE) TOGETHER WITH ALL OTHER ASSETS OF THE COMPANY BUT EXCLUDING THE ENTIRE ISSUED SHARE CAPITAL OF CARDS HOLDCO LIMITED. EVERY HOLDER OF C3 SHARES SHALL BE ENTITLED TO EXERCISE 5% OF THE TOTAL VOTES AT A GENERAL MEETING PROVIDED THAT: (I) THE TOTAL VOTING RIGHTS HELD BY HOLDERS OF C3 SHARES SHALL NEVER EXCEED 20%; AND (II) SUCH VOTING RIGHTS SHALL ONLY BE HELD BY THE FIRST FOUR HOLDERS OF C3 SHARES WHO: (A) WERE ALSO THE FIRST FOUR HOLDERS OF C3 ORDINARY SHARES OF GBP0.50 EACH IN THE CAPITAL OF HORIZON HOLDCO LIMITED AND THEIR PERMITTED

TRANSFEREES UNLESS OTHERWISE DETERMINED BY EXPONENT CONSENT; AND (B) IF THEY WERE A LEAVER UNDER THE ARTICLES OF HORIZON HOLDCO LIMITED, THEY WERE A GOOD LEAVER UNDER THE HORIZON ARTICLES. ALL REMAINING VOTING RIGHTS AT A GENERAL MEETING SHALL VEST IN THE A1 SHARES, B2 SHARES AND C2 SHARES, WHICH SHALL RANK PARI PASSU IN RESPECT OF SUCH RIGHTS BASED ON THE NUMBER OF EACH SUCH SHARE IN ISSUE. A2 SHARES, B1 SHARES AND C1 SHARES SHALL CARRY NO RIGHT TO ATTEND OR VOTE IN ANY CIRCUMSTANCES AT ANY GENERAL MEETING OF THE COMPANY OR TO VOTE FOR THE PURPOSES OF ANY WRITTEN RESOLUTION OF THE COMPANY (BUT SHALL ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF THE SAME). THE ABOVE VOTING RIGHTS ARE SUBJECT TO THE LEAVER PROVISIONS OF THE ARTICLES. A LEAVER'S SHARES (OTHER THAN C3 SHARES HELD BY A GOOD LEAVER) SHALL CARRY NO RIGHT TO RECEIVE NOTICE OF, ATTEND OR VOTE IN ANY CIRCUMSTANCES AT ANY GENERAL MEETING OF THE COMPANY OR TO VOTE FOR THE PURPOSES OF ANY WRITTEN RESOLUTION OF THE COMPANY. THE ISSUED SHARES OF THE COMPANY ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	813310
		Total aggregate nominal value:	8133.1
		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.