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SH19

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

Companies House

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

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27/07/2022

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COMPANIES HOUSE

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mpanieshouse**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**
You cannot complete it
for a company with
unlimited liability

1

Company details

Company number 1 3 2 0 7 3 3 6

Company name in full Hood Topco Limited

Filling in this formPlease complete in typescript or in
bold black capitals.All fields are mandatory unless
specified or indicated by *

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Share capitalComplete 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				
GBP	A Ordinary	8,100,000	£810,000.00	
GBP	B Ordinary	1,603,980	£160,398.00	
GBP	Senior Preferred	114,594,448	£1,145,944.48	
Totals		124,298,428	£2,116,342.48	£0.00

Currency table B

Totals				

Total issued share capital tableYou 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	238,893,076	£116,710,792.48	£0.00

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

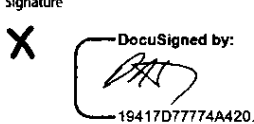
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Class of share	PLEASE REFER TO THE CONTINUATION PAGES	① Prescribed particulars of rights attached to shares The particulars are: a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, 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.
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Prescribed particulars ①	PLEASE REFER TO THE CONTINUATION PAGES	

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Signature

I am signing this form on behalf of the company.		② 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. ③ Person authorised Under either section 270 or 274 of the Companies Act 2006.
Signature	Signature 	
This form may be signed by: Director ②, Secretary, Person authorised ③, CIC manager.		

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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

NICK MORGAN

Company name

TRAVERS SMITH LLP

Address

10 SNOW HILL

Post town

LONDON

County/Region

Postcode

E C 1 A 2 A L

Country

UNITED KINGDOM

DX

Telephone

+44 79 2983 5188

**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
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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
GBP	JUNIOR PREFERRED SHARES	114,594,448	£114,594,448.00	
GBP	JUNIOR SUPER PREFERRED SHARES	100	£1.00	
GBP	SENIOR SUPER PREFERRED SHARES	100	£1.00	
Totals		114,594,648	£114,594,450.00	0

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3 Prescribed particulars of rights attached to shares

Class of share	A ORDINARY SHARES	
Prescribed particulars ①	<p>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. THE A ORDINARY SHARES MAY CEASE TO CARRY THE RIGHT TO VOTE IF A DEFAULT EVENT (AS DEFINED IN THE ARTICLES OF ASSOCIATION) HAS OCCURRED AND THE INVESTORS (AS DEFINED IN THE ARTICLES OF ASSOCIATION) SO DIRECT. THE A ORDINARY SHARES MAY ALSO CEASE TO CARRY THE RIGHT TO VOTE IN CERTAIN CIRCUMSTANCES SPECIFIED IN ARTICLE 7.</p> <p>DIVIDEND RIGHTS: THE A ORDINARY SHARES CARRY THE RIGHT TO PARTICIPATE IN A DIVIDEND DISTRIBUTION, RANKING PARI PASSU WITH THE B ORDINARY SHARES (AS IF THE A ORDINARY SHARES AND B ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE), AFTER ALL PAYMENTS HAVE BEEN MADE IN PRIORITY TO THE HOLDERS OF SENIOR SUPER PREFERRED SHARES, JUNIOR SUPER PREFERRED SHARES, SENIOR PREFERRED SHARES AND JUNIOR PREFERRED SHARES IN ACCORDANCE WITH ARTICLE 5.1.</p> <p>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 BALANCE OF ANY SURPLUS ASSETS AFTER ALL PAYMENTS TO BE MADE IN PRIORITY TO THE HOLDERS OF SENIOR SUPER PREFERRED SHARES, JUNIOR SUPER PREFERRED SHARES, SENIOR PREFERRED SHARES AND JUNIOR PREFERRED SHARES IN ACCORDANCE WITH ARTICLE 6.2 SHALL BE DISTRIBUTED TO THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES (PARI PASSU, AS IF THE A ORDINARY SHARES AND B ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF A ORDINARY SHARES AND B ORDINARY SHARES HELD BY THE HOLDERS OF SUCH SHARES AT THE RELEVANT TIME. PROVIDED THAT AFTER THE DISTRIBUTION OF THE FIRST £1,000,000,000 OF ASSETS UNDER ARTICLES 6.2.1 TO ARTICLE 6.2.4, THE HOLDERS OF THE DEFERRED SHARES SHALL BE ENTITLED TO RECEIVE 0.01P PER DEFERRED SHARE AND THEREAFTER ANY FURTHER AMOUNTS SHALL BE DISTRIBUTED TO THE HOLDERS OF A ORDINARY AND B ORDINARY SHARES AS SET OUT ABOVE.</p> <p>REDEMPTION: THE A ORDINARY SHARES ARE NOT REDEEMABLE.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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3 Prescribed particulars of rights attached to shares

Class of share	B ORDINARY SHARES	
Prescribed particulars ①	<p>VOTING RIGHTS: THE B ORDINARY SHARES CARRY NO RIGHT TO VOTE IN ANY CIRCUMSTANCES, PROVIDED THAT THE B ORDINARY SHARES WILL ENTITLE THE HOLDERS THEREOF 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 ANY RESOLUTION) AND (II) TO RECEIVE NOTICE OF ALL GENERAL MEETINGS (BUT NOT TO ATTEND OR VOTE AT ANY GENERAL MEETING).</p> <p>DIVIDEND RIGHTS: THE B ORDINARY SHARES CARRY THE RIGHT TO PARTICIPATE IN A DIVIDEND DISTRIBUTION, RANKING PARI PASSU WITH THE A ORDINARY SHARES (AS IF THE B ORDINARY SHARES AND A ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE), AFTER ALL PAYMENTS HAVE BEEN MADE IN PRIORITY TO THE HOLDERS OF SENIOR SUPER PREFERRED SHARES, JUNIOR SUPER PREFERRED SHARES, SENIOR PREFERRED SHARES AND JUNIOR PREFERRED SHARES IN ACCORDANCE WITH ARTICLE 5.1.</p> <p>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 BALANCE OF ANY SURPLUS ASSETS AFTER ALL PAYMENTS TO BE MADE IN PRIORITY TO THE HOLDERS OF SENIOR SUPER PREFERRED SHARES, JUNIOR SUPER PREFERRED SHARES, SENIOR PREFERRED SHARES AND JUNIOR PREFERRED SHARES IN ACCORDANCE WITH ARTICLE 6.2 SHALL BE DISTRIBUTED TO THE HOLDERS OF B ORDINARY SHARES AND A ORDINARY SHARES (PARI PASSU, AS IF THE B ORDINARY SHARES AND A ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF B ORDINARY SHARES AND A ORDINARY SHARES HELD BY THE HOLDERS OF SUCH SHARES AT THE RELEVANT TIME. PROVIDED THAT AFTER THE DISTRIBUTION OF THE FIRST £1,000,000,000 OF ASSETS UNDER ARTICLES 6.2.1 TO ARTICLE 6.2.4, THE HOLDERS OF THE DEFERRED SHARES SHALL BE ENTITLED TO RECEIVE 0.01P PER DEFERRED SHARE AND THEREAFTER ANY FURTHER AMOUNTS SHALL BE DISTRIBUTED TO THE HOLDERS OF B ORDINARY SHARES AND A ORDINARY SHARES AS SET OUT ABOVE.</p> <p>REDEMPTION: THE B ORDINARY SHARES ARE NOT REDEEMABLE.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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