

**Return of Allotment of Shares**Company Name: **Hood Topco Limited**Company Number: **13207336**Received for filing in Electronic Format on the: **06/09/2023**

XCBID9XT

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	15/08/2023	15/08/2023

Class of Shares:	JUNIOR	Number allotted	1000000
	PREFERRED	Nominal value of each share	1
Currency:	GBP	Amount paid:	1
		Amount unpaid:	0

Non-cash consideration

THE PREFERRED SHARES WERE ISSUED TO MATT AND AMY (THE "SUBSCRIBERS") IN CONSIDERATION FOR THE TRANSFER BY THE SUBSCRIBERS OF 1,000,000 LOAN NOTES EACH IN HOOD PIKCO LIMITED TO HOOD TOPCO LIMITED.

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	8100000
	ORDINARY	Aggregate nominal value:	810000
Currency:	GBP		
Prescribed particulars			

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.

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.

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 SHARES AND B ORDINARY SHARES AS SET OUT ABOVE.

REDEMPTION: THE A ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	1657900
	ORDINARY	Aggregate nominal value:	165790
Currency:	GBP		
Prescribed particulars			

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). **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. **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. **REDEMPTION:** THE B ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	JUNIOR	Number allotted	115854957
	PREFERRED	Aggregate nominal value:	115854957
Currency:	GBP		
Prescribed particulars			

VOTING RIGHTS: THE JUNIOR PREFERRED SHARES CARRY NO RIGHT TO VOTE IN ANY CIRCUMSTANCES, PROVIDED THAT THE JUNIOR PREFERRED 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). **DIVIDEND RIGHTS:** THE JUNIOR PREFERRED SHARES CARRY THE RIGHT TO PARTICIPATE IN A DIVIDEND DISTRIBUTION UP TO THE JUNIOR PREFERRED SHARE RETURN AMOUNT (AS DEFINED IN THE ARTICLES OF ASSOCIATION) AS AT THE TIME OF THE RELEVANT DISTRIBUTION, AFTER ALL PAYMENTS HAVE BEEN MADE IN PRIORITY TO THE HOLDERS OF SENIOR SUPER PREFERRED SHARES, JUNIOR SUPER PREFERRED SHARES AND SENIOR PREFERRED SHARES IN ACCORDANCE WITH ARTICLE 5.1, SUCH THAT AN AMOUNT UP TO THE JUNIOR PREFERRED SHARE RETURN AMOUNT SHALL BE DISTRIBUTED PRO RATA TO THE HOLDERS OF THE JUNIOR PREFERRED SHARES ACCORDING TO THE NUMBER OF JUNIOR PREFERRED SHARES HELD BY EACH OF THEM. **RETURN OF CAPITAL:** ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES) AFTER ALL PAYMENTS HAVE BEEN MADE IN PRIORITY TO THE HOLDERS OF SENIOR SUPER PREFERRED SHARES, JUNIOR SUPER PREFERRED SHARES AND SENIOR PREFERRED SHARES EACH HOLDER OF JUNIOR PREFERRED SHARES SHALL HAVE THE RIGHT TO RECEIVE (I) THE AGGREGATE ISSUE PRICE (AS DEFINED IN THE ARTICLES OF ASSOCIATION) IN RESPECT OF ALL JUNIOR PREFERRED SHARES HELD BY THE RELEVANT SHAREHOLDER; AND (II) A PROPORTION OF AN AMOUNT UP TO THE JUNIOR PREFERRED SHARE RETURN AMOUNT WHICH IS PRO RATA TO THE RELEVANT SHAREHOLDER'S HOLDING OF JUNIOR PREFERRED SHARES. **REDEMPTION:** THE JUNIOR PREFERRED SHARES ARE NOT REDEEMABLE.

Class of Shares:	JUNIOR	Number allotted	100
	SUPER	Aggregate nominal value:	1
	PREFERRED		

Currency: **GBP**

Prescribed particulars

VOTING RIGHTS: THE JUNIOR SUPER PREFERRED SHARES CARRY NO RIGHT TO VOTE IN ANY CIRCUMSTANCES, PROVIDED THAT THE JUNIOR SUPER PREFERRED 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)

DIVIDEND RIGHTS: THE JUNIOR SUPER PREFERRED SHARES CARRY THE RIGHT TO PARTICIPATE IN A DIVIDEND DISTRIBUTION, RANKING PARI PASSU WITH THE SENIOR SUPER PREFERRED SHARES (AS IF THE JUNIOR SUPER PREFERRED SHARES AND SENIOR SUPER PREFERRED SHARES CONSTITUTED THE SAME CLASS OF SHARE), UP TO AN AMOUNT EQUAL TO THE JUNIOR SUPER PREFERRED SHARE RETURN AMOUNT PLUS THE SENIOR SUPER PREFERRED SHARE RETURN AMOUNT, SUCH THAT THE AGGREGATE OF THE JUNIOR SUPER PREFERRED SHARE RETURN AMOUNT PLUS THE SENIOR SUPER PREFERRED SHARE RETURN AMOUNT SHALL BE DISTRIBUTED PRO RATA TO THE HOLDERS OF THE JUNIOR SUPER PREFERRED SHARES AND SENIOR SUPER PREFERRED SHARES ACCORDING TO THE AGGREGATE NUMBER OF JUNIOR SUPER PREFERRED SHARES AND SENIOR SUPER PREFERRED SHARES HELD BY EACH OF THEM.

RETURN OF CAPITAL: ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES) UP TO AN AMOUNT EQUAL TO THE JUNIOR SUPER PREFERRED SHARE RETURN AMOUNT (AS DEFINED IN THE ARTICLES OF ASSOCIATION) PLUS THE SENIOR SUPER PREFERRED SHARE RETURN AMOUNT (AS DEFINED IN THE ARTICLES OF ASSOCIATION) SHALL BE DISTRIBUTED PRO RATA TO THE HOLDERS OF THE SENIOR SUPER PREFERRED SHARES AND JUNIOR SUPER PREFERRED SHARES ACCORDING TO THE AGGREGATE NUMBER OF SENIOR SUPER PREFERRED SHARES AND JUNIOR SUPER PREFERRED SHARES HELD BY THE RELEVANT SHAREHOLDER (AS IF THE SENIOR SUPER PREFERRED SHARES AND JUNIOR SUPER PREFERRED SHARES CONSTITUTED THE SAME CLASS OF SHARE).

REDEMPTION: THE JUNIOR SUPER PREFERRED SHARES ARE NOT REDEEMABLE.

Class of Shares:	SENIOR	Number allotted	114854957
	PREFERRED	Aggregate nominal value:	1148549.57
Currency:	GBP		
Prescribed particulars			

VOTING RIGHTS: THE SENIOR PREFERRED SHARES CARRY NO RIGHT TO VOTE IN ANY CIRCUMSTANCES, PROVIDED THAT THE SENIOR PREFERRED 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). DIVIDEND RIGHTS: THE SENIOR PREFERRED SHARES CARRY THE RIGHT TO PARTICIPATE IN A DIVIDEND DISTRIBUTION UP TO THE SENIOR PREFERRED SHARE RETURN AMOUNT (AS DEFINED IN THE ARTICLES OF ASSOCIATION) AS AT THE TIME OF THE RELEVANT DISTRIBUTION, AFTER ALL PAYMENTS HAVE BEEN MADE IN PRIORITY TO THE HOLDERS OF SENIOR SUPER PREFERRED SHARES AND THE JUNIOR SUPER PREFERRED SHARES IN ACCORDANCE WITH ARTICLE 5.1, SUCH THAT AN AMOUNT UP TO THE SENIOR PREFERRED SHARE RETURN AMOUNT SHALL BE DISTRIBUTED PRO RATA TO THE HOLDERS OF THE SENIOR PREFERRED SHARES ACCORDING TO THE NUMBER OF SENIOR PREFERRED SHARES HELD BY EACH OF THEM. RETURN OF CAPITAL: ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES) AFTER ALL PAYMENTS HAVE BEEN MADE IN PRIORITY TO THE HOLDERS OF SENIOR SUPER PREFERRED SHARES AND JUNIOR SUPER PREFERRED SHARES EACH HOLDER OF SENIOR PREFERRED SHARES SHALL HAVE THE RIGHT TO RECEIVE (I) THE AGGREGATE ISSUE PRICE (AS DEFINED IN THE ARTICLES OF ASSOCIATION) IN RESPECT OF ALL SENIOR PREFERRED SHARES HELD BY THE RELEVANT SHAREHOLDER AND (II) A PROPORTION OF AN AMOUNT UP TO THE SENIOR PREFERRED SHARE RETURN AMOUNT WHICH IS PRO RATA TO THE RELEVANT SHAREHOLDER'S HOLDING OF SENIOR PREFERRED SHARES. REDEMPTION: THE SENIOR PREFERRED SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	240467914
		Total aggregate nominal value:	117979297.57
		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.