

**Return of Allotment of Shares**Company Name: **NUXEO GROUP LIMITED**Company Number: **10721130**Received for filing in Electronic Format on the: **07/11/2017**

X6IPC9D6

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
18/10/2017

Class of Shares:	B	Number allotted	4493248
	PREFERENCE	Nominal value of each share	0.01
Currency:	EUR	Amount paid:	7627117.74
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	6340600
Currency:	EUR	Aggregate nominal value:	63406

Prescribed particulars

DEFINED TERMS USED HEREIN BEAR THE SAME MEANING AS SET OUT IN THE ARTICLES OF ASSOCIATION OF NUXEO GROUP LIMITED, UNLESS EXPRESSLY INDICATED OTHERWISE. THE SUMMARY OF SHARE RIGHTS BELOW SHOULD BE READ IN CONJUNCTION WITH THE ARTICLES OF ASSOCIATION. THE HOLDERS OF ORDINARY SHARES SHALL BE ENTITLED TO EXERCISE ONE VOTE PER SHARE. THE ORDINARY SHARES ARE NON-REDEEMABLE. ANY PROFITS AVAILABLE FOR DISTRIBUTION BY THE COMPANY, OR ON ANY RETURN OF ASSETS ON WINDING-UP, CAPITAL REDUCTION OR OTHERWISE, SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING TO EACH HOLDER OF B PREFERRED SHARES PRO RATA TO THE NUMBER OF B PREFERRED SHARES RESPECTIVELY HELD BY EACH OF THEM, IN PRIORITY TO ANY OTHER PAYMENT BELOW, UNTIL ALL HOLDERS OF B PREFERRED SHARES HAVE RECEIVED IN AGGREGATE (TAKING INTO ACCOUNT ANY PREVIOUS DISTRIBUTIONS UNDER THIS ARTICLE 39) THE B ISSUE PRICE IN RESPECT OF EACH OF THEIR B PREFERRED SHARES, (B) SECOND, IN PAYING TO EACH HOLDER OF A PREFERRED SHARES PRO RATA TO THE NUMBER OF A PREFERRED SHARES RESPECTIVELY HELD BY EACH OF THEM, IN PRIORITY TO ANY OTHER PAYMENT BELOW, UNTIL ALL HOLDERS OF A PREFERRED SHARES HAVE RECEIVED IN AGGREGATE (TAKING INTO ACCOUNT ANY PREVIOUS DISTRIBUTIONS UNDER THIS ARTICLE 39) THE A ISSUE PRICE IN RESPECT OF EACH OF THEIR A PREFERRED SHARES, (C) THIRD, IN PAYING THE BALANCE (IF ANY) TO EACH HOLDER OF SHARES (OTHER THAN UNVESTED MANAGER SHARES) PRO RATA TO THE NUMBER OF SHARES RESPECTIVELY HELD BY EACH OF THEM IRRESPECTIVE OF THEIR CLASS OR CATEGORY.

Class of Shares:	A	Number allotted	21549700
	PREFERRED	Aggregate nominal value:	215497
Currency:	EUR		

Prescribed particulars

DEFINED TERMS USED HEREIN BEAR THE SAME MEANING AS SET OUT IN THE ARTICLES OF ASSOCIATION OF NUXEO GROUP LIMITED, UNLESS EXPRESSLY INDICATED

OTHERWISE. THE SUMMARY OF SHARE RIGHTS BELOW SHOULD BE READ IN CONJUNCTION WITH THE ARTICLES OF ASSOCIATION. THE HOLDERS OF A PREFERRED SHARES SHALL BE ENTITLED TO EXERCISE ONE VOTE PER SHARE. THE A PREFERRED SHARES ARE NON-REDEEMABLE. ANY PROFITS AVAILABLE FOR DISTRIBUTION BY THE COMPANY, OR ON ANY RETURN OF ASSETS ON WINDING-UP, CAPITAL REDUCTION OR OTHERWISE, SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING TO EACH HOLDER OF B PREFERRED SHARES PRO RATA TO THE NUMBER OF B PREFERRED SHARES RESPECTIVELY HELD BY EACH OF THEM, IN PRIORITY TO ANY OTHER PAYMENT BELOW, UNTIL ALL HOLDERS OF B PREFERRED SHARES HAVE RECEIVED IN AGGREGATE (TAKING INTO ACCOUNT ANY PREVIOUS DISTRIBUTIONS UNDER THIS ARTICLE 39) THE B ISSUE PRICE IN RESPECT OF EACH OF THEIR B PREFERRED SHARES, (B) SECOND, IN PAYING TO EACH HOLDER OF A PREFERRED SHARES PRO RATA TO THE NUMBER OF A PREFERRED SHARES RESPECTIVELY HELD BY EACH OF THEM, IN PRIORITY TO ANY OTHER PAYMENT BELOW, UNTIL ALL HOLDERS OF A PREFERRED SHARES HAVE RECEIVED IN AGGREGATE (TAKING INTO ACCOUNT ANY PREVIOUS DISTRIBUTIONS UNDER THIS ARTICLE 39) THE A ISSUE PRICE IN RESPECT OF EACH OF THEIR A PREFERRED SHARES, (C) THIRD, IN PAYING THE BALANCE (IF ANY) TO EACH HOLDER OF SHARES (OTHER THAN UNVESTED MANAGER SHARES) PRO RATA TO THE NUMBER OF SHARES RESPECTIVELY HELD BY EACH OF THEM IRRESPECTIVE OF THEIR CLASS OR CATEGORY.

Class of Shares:	B	Number allotted	4493248
	PREFERRED	Aggregate nominal value:	44932.48
Currency:	EUR		

Prescribed particulars

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TO ANY OTHER PAYMENT BELOW, UNTIL ALL HOLDERS OF B PREFERRED SHARES HAVE RECEIVED IN AGGREGATE (TAKING INTO ACCOUNT ANY PREVIOUS DISTRIBUTIONS UNDER THIS ARTICLE 39) THE B ISSUE PRICE IN RESPECT OF EACH OF THEIR B PREFERRED SHARES, (B) SECOND, IN PAYING TO EACH HOLDER OF A PREFERRED SHARES PRO RATA TO THE NUMBER OF A PREFERRED SHARES RESPECTIVELY HELD BY EACH OF THEM, IN PRIORITY TO ANY OTHER PAYMENT BELOW, UNTIL ALL HOLDERS OF A PREFERRED SHARES HAVE RECEIVED IN AGGREGATE (TAKING INTO ACCOUNT ANY PREVIOUS DISTRIBUTIONS UNDER THIS ARTICLE 39) THE A ISSUE PRICE IN RESPECT OF EACH OF THEIR A PREFERRED SHARES, (C) THIRD, IN PAYING THE BALANCE (IF ANY) TO EACH HOLDER OF SHARES (OTHER THAN UNVESTED MANAGER SHARES) PRO RATA TO THE NUMBER OF SHARES RESPECTIVELY HELD BY EACH OF THEM IRRESPECTIVE OF THEIR CLASS OR CATEGORY.

Statement of Capital (Totals)

Currency:	EUR	Total number of shares:	32383548
		Total aggregate nominal value:	323835.48
		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.