

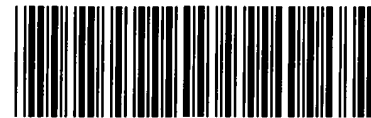

**Paperclip
only**
SH01**Return of allotment of shares** **laserform**

Go online to file this information
www.gov.uk/companieshouse

✓ What this form is for
 You may use this form to give notice of shares allotted following incorporation.

✗ What this form is NOT for
 You cannot use this form to give notice of shares taken by subscription on formation of the company or for an allotment of a new class of shares by an unlimited company.

WEDNESDAY



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09/02/2022

#233

COMPANIES HOUSE

1 Company details

Company number

1	2	1	1	8	4	9	1
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Company name in full RAM Tracking Topco Limited

→ Filling in this form
 Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Allotment dates ①

From Date

d	2
m	6

y	2
m	6

y	0
y	2

y	1
y	1

To Date

d	
m	

y	
y	

y	
y	

y	
y	

① Allotment date
 If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
 (Please use a continuation page if necessary.)

② Currency
 If currency details are not completed we will assume currency is in pound sterling.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
Sterling	C Ordinary Shares	160	0.01	0.10	0.00
					0.00
					0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Continuation page
 Please use a continuation page if necessary.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

SH01**Return of allotment of shares****4****Statement of capital**

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

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				
Sterling	See Continuation Sheet			
Totals				0.00
Currency table B				
Totals				0.00
Currency table C				
Totals				0.00
		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)		16,345,885	16,335,468.22	0.00

① Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

SH01

Return of allotment of shares

5**Statement of capital (prescribed particulars of rights attached to shares)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share

A Preference Share (**A Prefs**)

Prescribed particulars

1

Voting: The A Prefs have no voting rights
Income: 13.5% cumulative quarterly compounding dividend satisfied on Exit
Capital: See A Ordinary Shares
Redemption: The A Prefs are not redeemable

Class of share

B1 Preference Share (**B1 Prefs**)

Prescribed particulars

1

Voting: The B1 Prefs have no voting rights
Income: 12.5% cumulative quarterly compounding dividend satisfied on Exit
Capital: See A Ordinary Shares
Redemption: The B1 Prefs are not redeemable

Class of share

B2 Preference Share (**B2 Prefs**)

Prescribed particulars

1

Voting: The B2 Prefs have no voting rights
Income: 12.5% cumulative quarterly compounding dividend satisfied on Exit which reduces to 6.25% should the holder become a Good Leaver and 2.5% should the holder become a Bad Leaver in each case as from their Cessation Date
Capital: See A Ordinary Shares
Redemption: The B2 Prefs are not redeemable

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 page

Please use a Statement of Capital continuation page if necessary.

6**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:

Anders Liljendahl

AA20F9B26ED44D6...

X

This form may be signed by:

Director **2**, Secretary, Person authorised **3**, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

2 Societas Europaea

If the form is being filed 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.

SH01**Return of allotment of shares****Presenter information**

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 **Jayne Aarons**

Company name **Squire Patton Boggs (UK) LLP**

Address **6 Wellington Place**

Post town **Leeds**

County/Region

Postcode

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Country **United Kingdom**

DX **DX 321801 Leeds 18**

Telephone **+44 113 284 7000**

**Checklist**

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**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
or LP - 4 Edinburgh 2 (Legal Post).

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 555 of the
Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A Ordinary Shares (A Ords)
Prescribed particulars	<p>Voting: The A Ords as a class are entitled to 75% of votes cast</p> <p>Income: No income distributions can be made until all Preference Dividends have been paid but in the event of any income distributions by the Company it is allocated pro rata amongst the holders of A Ords, B1 Ords, B2 Ords and C Ords</p> <p>Capital: Subject to the prior operation of ratchet provisions should EBITDA on Exit be less than £19,000,000 (which would see the aggregate entitlement of the B1 Ords, B2 Ords and C Ords reduce on a straight line basis from 46.6% to 37.1%), any capital distribution shall be applied as follows:</p> <p>(a) first, in paying to the holders of A Prefs a sum equal to the Issue Price of each A Pref held, together with a sum equal to any accrued and/or unpaid dividends on the A Prefs and payable irrespective of whether or not the Company has enough Available Profits to pay such accrued and/or unpaid dividends;</p> <p>(b) second, in paying to the holders of B Prefs a sum equal to the Issue Price of each B Pref, together with a sum equal to any accrued and/or unpaid dividends on the B Prefs and payable irrespective of whether or not the Company has enough Available Profits to pay such accrued and/or unpaid dividends; and</p> <p>(c) subject thereto, in paying the balance of after the above payments to the holders of A Ords, B1 Ords, B2 Ords, C Ords and Deferred Shares (pari passu as if a single class of share) allocated amongst the holders of such Shares pro rata to the number of such Shares held PROVIDED THAT the Deferred Shares as a class shall only participate as to an amount equal to £0.01 in total, such amount to be allocated amongst the holders of the Deferred Shares pro rata to the number of Deferred Shares held</p> <p>Redemption: The A Ords are not redeemable</p>

In accordance with
Section 555 of the
Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B1 Ordinary Shares (B1 Ords)	
Prescribed particulars	<p>Voting: The B1 Ords together with the B2 Ords and C Ords as if a single class of share are entitled to 25% of votes cast</p> <p>Income: See A Ordinary Shares</p> <p>Capital: See A Ordinary Shares</p> <p>Redemption: The B1 Ords are not redeemable</p>	

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B2 Ordinary Shares (B2 Ords)	
Prescribed particulars	<p>Voting: The B1 Ords together with the B2 Ords and C Ords as if a single class of share are entitled to 25% of votes cast</p> <p>Income: See A Ordinary Shares</p> <p>Capital: See A Ordinary Shares</p> <p>Redemption: The B2 Ords are not redeemable</p>	

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	C Ordinary Shares (C Ords)	
Prescribed particulars	<p>Voting: The B1 Ords together with the B2 Ords and C Ords as if a single class of share are entitled to 25% of votes cast</p> <p>Income: See A Ordinary Shares</p> <p>Capital: See A Ordinary Shares</p> <p>Redemption: The C Ords are not redeemable</p>	

In accordance with
Section 555 of the
Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

4

Statement of capital

Complete the table below to show the issued share capital.
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
Sterling	A Preference	11137747	11,137,747.00	
Sterling	B1 Preference	2788149	2,788,149.00	
Sterling	B2 Preference	2409467	2,409,467.00	
Sterling	A Ordinary	5337	53.37	
Sterling	B1 Ordinary	1264	12.64	
Sterling	B2 Ordinary	1025	10.25	
Sterling	C Ordinary	2374	23.74	
Sterling	Deferred	522	5.22	
Totals		16345885	16,335,468.22	0.00