In accordance with Section 555 of the Companies Act 2006.

Paperclip only

SH01
Return of allotment of shares

Companies House

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✓ **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 g notice of shares taken by subs on formation of the company for an allotment of a new clas shares by an unlimited compa

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A11 14/05/2022 #184
COMPANIES HOUSE

1 Company details

Company number: 0 1 4 5 5 4 5 0

Company name in full: Toronto Dominion Holdings (U.K.) 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 ❶

From Date: d0 d9 m0 m5 y2 y0 y2 y2

To Date: d d m m y y y y

❶ **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.)

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

Currency ❷	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
GBP	A Deferred	45	0.01	0.45	0
GBP	B Deferred	38	0.01	0.38	0
GBP	C Deferred	385	0.008	3.08	0

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)

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				
GBP	Ordinary	5,023,000	4,972,770	
GBP	A Deferred	7,173,045	71,730.45	
GBP	B Deferred	160,000,038	1,600,000.38	
	Totals	172,196,083	6,644,500.83	0
Currency table B				
	Totals			
Currency table C				
	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	396,281,468	70,381,583.91	0

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

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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
GBP	C Deferred	160,985,385	1,287,883.08	
GBP	Sterling Redeemable Preference	63,000,000	62,370,000	
GBP	Dollar Redeemable Preference	100,000	79,200	
	Totals	224,085,385	63,737,083.08	

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	
Prescribed particulars ❶	See continuation sheets.
Class of share	
Prescribed particulars ❶	
Class of share	
Prescribed particulars ❶	

❶ 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 [signature] X

This form may be signed by:
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ 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.

❸ Person authorised
Under either section 270 or 274 of the Companies Act 2006.

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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	
Company name	Ashurst LLP
Address	London Fruit and Wool Exchange
	1 Duval Square
Post town	London Fruit and Wool Exchange
County/Region	
Postcode	E 1 6 P W
Country	
DX	
Telephone	020 7859 3339

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

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

Class of share	Ordinary
Prescribed particulars	Each Ordinary Share is entitled to one vote in any circumstances.

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

Class of share	A Deferred
Prescribed particulars	A Deferred Shares are not entitled to receive any dividend or other distribution or to receive notice of or to attend or vote at any general meeting of the Company. On a return of capital or winding up or otherwise, the A Deferred Shares will rank pari passu with the B Deferred Shares and the C Deferred Shares and shall only be entitled to receive the amount paid up on such shares after the holders of the Ordinary Shares, the Sterling Redeemable Preference Shares and the Dollar Redeemable Preference shares have each received the sum of £1,000,000 per share and shall have no other right to participate in the assets of the Company available for distribution or return to holders of shares.

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

Class of share	B Deferred
Prescribed particulars	The Company may redeem all or any of the B Deferred Shares for consideration of 1p for every 1,000,000 B Deferred Shares held by each holder. In all other respects, the B Deferred Shares have the same rights and are subject to the same restrictions as the A Deferred Shares and will rank pari passu with A Deferred Shares.

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

Class of share	C Deferred
Prescribed particulars	The Company may redeem all or any of the C Deferred Shares for consideration of 1p for every 1,000,000 C Deferred Shares held by each holder. In all other respects, the C Deferred Shares have the same rights and are subject to the same restrictions as the A Deferred Shares and will rank pari passu with A Deferred Shares.

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

Class of share	Sterling Redeemable Preference
Prescribed particulars	Each share is entitled to one vote in any circumstances. In the event that it is resolved that the Company will distribute a dividend of all or part of the profits of the Company, the holders of Sterling Redeemable Preference Shares are entitled to receive a variable non-cumulative preferential dividend which shall be between the rates of 1% and 20%. The Sterling Redeemable Preference Shares rank in priority for dividends to any other shares. The Company may by any matter permitted by law redeem the Sterling Redeemable Preference Shares at any time.

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

Class of share	Dollar Redeemable Preference
Prescribed particulars	Each share is entitled to one vote in any circumstances. In the event that it is resolved that the Company will distribute a dividend of all or part of the profits of the Company, the holders of Dollar Redeemable Preference Shares are entitled to receive a variable non-cumulative preferential dividend which shall be between the rates of 1% and 20%. The Dollar Redeemable Preference Shares rank in priority for dividends to any other shares. The Company may by any matter permitted by law redeem the Dollar Redeemable Preference Shares at any time.