

**Return of Allotment of Shares**Company Name: **Bupa Investments Overseas Limited**Company Number: **02993390**Received for filing in Electronic Format on the: **09/12/2021**

XAIYUMHC

Shares Allotted (including bonus shares)Date or period during which
shares are allottedFrom
09/12/2021To
09/12/2021**Class of Shares:** **REDEEMABLE**
PREFERENCENumber allotted **28000000000**Nominal value of each share **1**Currency: **CLP**Amount paid: **1**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	REDEEMABLE	Number allotted	3400000000
	PREFERENCE	Aggregate nominal value:	3400000000

Currency: **AUD**

Prescribed particulars

THE AUD 1 PREFERENCE SHARES HAVE FULL RIGHTS, RANKING PARI PASSU WITH THE GBP 1 ORDINARY SHARES TO VOTE AT GENERAL MEETINGS AND RECEIVE DIVIDENDS. DIVIDENDS ARE AT THE SOLE DISCRETION OF THE DIRECTORS. ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY, THE AUD 1 PREFERENCE SHARES, THE CLP 1 PREFERENCE SHARES, THE EUR 1 PREFERENCE SHARES, THE PLN 1 PREFERENCE SHARES AND THE USD 1 PREFERENCE SHARES SHALL RANK PARI PASSU AND THE HOLDERS SHALL RECEIVE IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF THE GBP 1 ORDINARY SHARES OR THE HOLDERS OF ANY OTHER CLASS OF SHARE ISSUED BY THE COMPANY, AN AMOUNT EQUAL TO THE NOMINAL VALUE (OR THE POUND STERLING EQUIVALENT USING THE EXCHANGE RATE ON THE DAY OF THE RETURN) FOR EACH SUCH SHARE HELD BY THEM RESPECTIVELY. THE HOLDER OF THE AUD 1 PREFERENCE SHARES SHALL HAVE THE RIGHT (SUBJECT TO THE PROVISIONS OF THESE ARTICLES AND THE COMPANIES ACT) TO REQUIRE THE COMPANY TO REDEEM ALL OR SOME OF SUCH AUD 1 PREFERENCE SHARES HELD BY HIM WHICH ARE OUTSTANDING AT ANY TIME. THE REDEMPTION MONEYS PAYABLE ON EACH AUD 1 PREFERENCE SHARE ARE AN AMOUNT EQUAL TO THE NOMINAL AMOUNT OF THE AUD 1 PREFERENCE SHARE AND ANY DECLARED BUT UNPAID DIVIDEND. REDEMPTION IS EFFECTED BY THE HOLDER OF THE AUD 1 PREFERENCE SHARES TO BE REDEEMED GIVING THE COMPANY AT ANY TIME NOT LESS THAN 3 WORKING DAYS' WRITTEN NOTICE (A "REDEMPTION NOTICE"). THE REDEMPTION NOTICE SHALL SPECIFY THE AUD 1 PREFERENCE SHARES TO BE REDEEMED AND THE DATE FIXED FOR REDEMPTION (THE "REDEMPTION DATE").

Class of Shares:	REDEEMABLE	Number allotted	174000000000
	PREFERENCE	Aggregate nominal value:	174000000000

Currency: **CLP**

Prescribed particulars

THE CLP 1 PREFERENCE SHARES HAVE FULL RIGHTS, RANKING PARI PASSU WITH THE GBP 1 ORDINARY SHARES TO VOTE AT GENERAL MEETINGS AND RECEIVE DIVIDENDS. DIVIDENDS ARE AT THE SOLE DISCRETION OF THE DIRECTORS. ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY, THE AUD 1 PREFERENCE SHARES, THE CLP 1 PREFERENCE SHARES, THE EUR 1 PREFERENCE SHARES, THE PLN 1 PREFERENCE SHARES AND THE USD 1 PREFERENCE SHARES SHALL RANK PARI PASSU AND THE HOLDERS SHALL RECEIVE IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF THE GBP 1 ORDINARY SHARES OR THE HOLDERS OF ANY OTHER CLASS OF SHARE ISSUED BY THE COMPANY, AN AMOUNT EQUAL TO THE NOMINAL VALUE (OR THE POUND STERLING EQUIVALENT USING THE EXCHANGE RATE ON THE DAY OF THE RETURN) FOR EACH SUCH SHARE HELD BY THEM RESPECTIVELY. THE HOLDER OF THE CLP 1 PREFERENCE SHARES SHALL HAVE THE RIGHT (SUBJECT TO THE PROVISIONS OF THESE ARTICLES AND THE COMPANIES ACT) TO REQUIRE THE COMPANY TO REDEEM ALL OR SOME OF SUCH CLP 1 PREFERENCE SHARES HELD BY HIM WHICH ARE OUTSTANDING AT ANY TIME. THE REDEMPTION MONEYS PAYABLE ON EACH CLP 1 PREFERENCE SHARE ARE AN AMOUNT EQUAL TO THE NOMINAL AMOUNT OF THE CLP 1 PREFERENCE SHARE AND ANY DECLARED BUT UNPAID DIVIDEND. REDEMPTION IS EFFECTED BY THE HOLDER OF THE CLP 1 PREFERENCE SHARES TO BE REDEEMED GIVING THE COMPANY AT ANY TIME NOT LESS THAN 3 WORKING DAYS' WRITTEN NOTICE (A "REDEMPTION NOTICE"). THE REDEMPTION NOTICE SHALL SPECIFY THE CLP 1 PREFERENCE SHARES TO BE REDEEMED AND THE DATE FIXED FOR REDEMPTION (THE "REDEMPTION DATE").

Class of Shares:	REDEEMABLE	Number allotted	187819903
	PREFERENCE	Aggregate nominal value:	187819903
Currency:	EUR		
Prescribed particulars			

THE EUR 1 PREFERENCE SHARES HAVE FULL RIGHTS, RANKING PARI PASSU WITH THE GBP 1 ORDINARY SHARES TO VOTE AT GENERAL MEETINGS AND RECEIVE DIVIDENDS. DIVIDENDS ARE AT THE SOLE DISCRETION OF THE DIRECTORS. ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY, THE AUD 1 PREFERENCE SHARES, THE CLP 1 PREFERENCE SHARES, THE EUR 1 PREFERENCE SHARES, THE PLN 1 PREFERENCE SHARES AND THE USD 1 PREFERENCE SHARES SHALL RANK PARI PASSU AND THE HOLDERS SHALL RECEIVE IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF THE GBP 1 ORDINARY SHARES OR THE HOLDERS OF ANY OTHER CLASS OF SHARE ISSUED BY THE COMPANY, AN AMOUNT EQUAL TO THE NOMINAL VALUE (OR THE POUND STERLING EQUIVALENT USING THE EXCHANGE RATE ON THE DAY OF THE RETURN) FOR EACH SUCH SHARE HELD BY THEM RESPECTIVELY. THE HOLDER OF THE EUR 1 PREFERENCE SHARES SHALL HAVE THE RIGHT (SUBJECT TO THE PROVISIONS OF THESE ARTICLES AND THE COMPANIES ACT) TO REQUIRE THE COMPANY TO REDEEM ALL OR SOME OF SUCH EUR 1 PREFERENCE SHARES HELD BY HIM WHICH ARE OUTSTANDING AT ANY TIME. THE REDEMPTION MONEYS PAYABLE ON EACH EUR 1 PREFERENCE SHARE ARE AN AMOUNT EQUAL TO THE NOMINAL AMOUNT OF THE EUR 1 PREFERENCE SHARE AND ANY DECLARED BUT UNPAID DIVIDEND. REDEMPTION IS EFFECTED BY THE HOLDER OF THE EUR 1 PREFERENCE SHARES TO BE REDEEMED GIVING THE COMPANY AT ANY TIME NOT LESS THAN 3 WORKING DAYS' WRITTEN NOTICE (A "REDEMPTION NOTICE"). THE REDEMPTION NOTICE SHALL SPECIFY THE EUR 1 PREFERENCE SHARES TO BE REDEEMED AND THE DATE FIXED FOR REDEMPTION (THE "REDEMPTION DATE").

Class of Shares:	ORDINARY	Number allotted	50000000
Currency:	GBP	Aggregate nominal value:	50000000

Prescribed particulars

THE SHARES HAVE FULL RIGHTS TO VOTE AT GENERAL MEETINGS, RECEIVE DIVIDENDS, AND RECEIVE A CAPITAL DISTRIBUTION ON WINDING UP. THE SHARES DO NOT HAVE RIGHTS OF REDEMPTION.

Class of Shares:	REDEEMABLE	Number allotted	1402952487
	PREFERENCE	Aggregate nominal value:	1402952487

Currency: **PLN**

Prescribed particulars

THE PLN 1 PREFERENCE SHARES HAVE FULL RIGHTS, RANKING PARI PASSU WITH THE GBP 1 ORDINARY SHARES TO VOTE AT GENERAL MEETINGS AND RECEIVE DIVIDENDS. DIVIDENDS ARE AT THE SOLE DISCRETION OF THE DIRECTORS. ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY, THE AUD 1 PREFERENCE SHARES, THE CLP 1 PREFERENCE SHARES, THE EUR 1 PREFERENCE SHARES, THE PLN 1 PREFERENCE SHARES AND THE USD 1 PREFERENCE SHARES SHALL RANK PARI PASSU AND THE HOLDERS SHALL RECEIVE IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF THE GBP 1 ORDINARY SHARES OR THE HOLDERS OF ANY OTHER CLASS OF SHARE ISSUED BY THE COMPANY, AN AMOUNT EQUAL TO THE NOMINAL VALUE (OR THE POUND STERLING EQUIVALENT USING THE EXCHANGE RATE ON THE DAY OF THE RETURN) FOR EACH SUCH SHARE HELD BY THEM RESPECTIVELY. THE HOLDER OF THE PLN 1 PREFERENCE SHARES SHALL HAVE THE RIGHT (SUBJECT TO THE PROVISIONS OF THESE ARTICLES AND THE COMPANIES ACT) TO REQUIRE THE COMPANY TO REDEEM ALL OR SOME OF SUCH PLN 1 PREFERENCE SHARES HELD BY HIM WHICH ARE OUTSTANDING AT ANY TIME. THE REDEMPTION MONEYS PAYABLE ON EACH PLN 1 PREFERENCE SHARE ARE AN AMOUNT EQUAL TO THE NOMINAL AMOUNT OF THE PLN 1 PREFERENCE SHARE AND ANY DECLARED BUT UNPAID DIVIDEND. REDEMPTION IS EFFECTED BY THE HOLDER OF THE PLN 1 PREFERENCE SHARES TO BE REDEEMED GIVING THE COMPANY AT ANY TIME NOT LESS THAN 3 WORKING DAYS' WRITTEN NOTICE (A "REDEMPTION NOTICE"). THE REDEMPTION NOTICE SHALL SPECIFY THE PLN 1 PREFERENCE SHARES TO BE REDEEMED AND THE DATE FIXED FOR REDEMPTION (THE "REDEMPTION DATE").

Class of Shares:	REDEEMABLE	Number allotted	600000000
	PREFERENCE	Aggregate nominal value:	600000000
Currency:	USD		
Prescribed particulars			

THE SHARES HAVE FULL RIGHTS, RANKING PARI PASSU WITH THE GBP1 ORDINARY SHARES TO VOTE AT GENERAL MEETINGS AND RECEIVE DIVIDENDS. DIVIDENDS ARE AT THE SOLE DISCRETION OF THE DIRECTORS. ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY, THE AUD1 PREFERENCE SHARES, THE CLP1 PREFERENCE SHARES, THE EUR1 PREFERENCE SHARES, THE PLN1 PREFERENCE SHARES AND THE USD1 PREFERENCE SHARES SHALL RANK PARI PASSU AND THE HOLDERS SHALL RECEIVE IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF THE GBP1 ORDINARY SHARES OR THE HOLDERS OF ANY OTHER CLASS OF SHARE ISSUED BY THE COMPANY, AN AMOUNT EQUAL TO THE NOMINAL VALUE (OR THE POUND STERLING EQUIVALENT USING THE EXCHANGE RATE ON THE DAY OF THE RETURN) FOR EACH SUCH SHARE HELD BY THEM RESPECTIVELY. THE HOLDER OF THE USD1 PREFERENCE SHARES SHALL HAVE THE RIGHT (SUBJECT TO THE PROVISIONS OF THESE ARTICLES AND COMPANIES ACT) TO REQUIRE THE COMPANY TO REDEEM ALL OR SOME OF SUCH USD1 PREFERENCE SHARES HELD BY HIM WHICH ARE OUTSTANDING AT ANY TIME. THE REDEMPTION MONEYS PAYABLE ON EACH USD1 PREFERENCE SHARE ARE AN AMOUNT EQUAL TO THE NOMINAL AMOUNT OF THE USD1 PREFERENCE SHARE AND ANY DECLARED BUT UNPAID DIVIDEND. REDEMPTION IS EFFECTED BY THE HOLDER OF THE USD1 PREFERENCE SHARES TO BE REDEEMED GIVING THE COMPANY AT ANY TIME NOT LESS THAN 3 WORKING DAYS' WRITTEN NOTICE (A "REDEMPTION NOTICE"). THE REDEMPTION NOTICE SHALL SPECIFY THE USD1 PREFERENCE SHARES TO BE REDEEMED AND THE DATE FIXED FOR REDEMPTION (THE "REDEMPTION DATE").

Statement of Capital (Totals)

Currency:	AUD	Total number of shares:	3400000000
		Total aggregate nominal value:	3400000000
		Total aggregate amount unpaid:	0
Currency:	CLP	Total number of shares:	174000000000
		Total aggregate nominal value:	174000000000
		Total aggregate amount unpaid:	0
Currency:	EUR	Total number of shares:	187819903
		Total aggregate nominal value:	187819903
		Total aggregate amount unpaid:	0
Currency:	GBP	Total number of shares:	50000000
		Total aggregate nominal value:	50000000
		Total aggregate amount unpaid:	0
Currency:	PLN	Total number of shares:	1402952487
		Total aggregate nominal value:	1402952487
		Total aggregate amount unpaid:	0
Currency:	USD	Total number of shares:	600000000
		Total aggregate nominal value:	600000000
		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.