

**Return of Allotment of Shares**Company Name: **RWC PARTNERS LIMITED**Company Number: **03517613**Received for filing in Electronic Format on the: **13/03/2014**

X33LDGGA

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
13/03/2014

Class of Shares:	A ORDINARY	Number allotted	22000
Currency:	GBP	Nominal value of each share	0.1
		Amount paid:	19.32
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	760410
	ORDINARY	Aggregate nominal value:	76041
Currency:	GBP	Amount paid per share	0.1
		Amount unpaid per share	0

Prescribed particulars

IN ANY SHAREHOLDER VOTE, THE A ORDINARY SHARES SHALL BE ENTITLED TO ONE VOTE PER ORDINARY SHARE. ON A SHOW OF HANDS, EVERY SHAREHOLDER OF RWC PARTNERS LIMITED PRESENT AT A MEETING OF SHAREHOLDERS, WHETHER IN PERSON OR BY PROXY, SHALL BE ENTITLED TO ONE VOTE. ON A POLL VOTE, THE A ORDINARY SHARES SHALL BE ENTITLED TO ONE VOTE PER A ORDINARY SHARE.

Class of Shares:	B	Number allotted	772090
	ORDINARY	Aggregate nominal value:	77209
Currency:	GBP	Amount paid per share	0.1
		Amount unpaid per share	0

Prescribed particulars

(1) IN ANY SHAREHOLDER VOTE, THE B ORDINARY SHARES SHALL BE ENTITLED FROM TIME TO TIME TO A NUMBER OF VOTES PER B ORDINARY SHARE (N) CALCUALTED IN ACCORDANCE WITH THE FOLLOWING FORMULA (WHERE A IS THE NUMBER OF A ORDINARY SHARES IN ISSUE, B IS THE NUMBER OF B ORDINARY SHARES IN ISSUE AND E IS THE NUMBER OF A ORDINARY SHARES HELD BY ANY SHAREHOLDER WHO (I) OWNS A ORDINARY SHARES AND (II) IS NEITHER AN EMPLOYEE OF RWC PARTNERS LIMITED AND ANY DIRECT OR INDIRECT SUBSIDIARY UNDERTAKING OF RWC PARTNERS NOR A MEMBER OF SUCH A GROUP ENTITY WHICH IS A PARTNERSHIP): $N=((A-E)*0.960784)/B$, PROVIDED THAT WHERE N IS MORE THAN ONE, THE B ORDINARY SHARES SHALL BE ENTITLED TO ONE VOTE PER B ORDINARY SHARE. (2) THE ABOVE VOTING RIGHTS DO NOT APPLY, AND THE B ORDINARY SHARES ARE ENTITLED TO ONE VOTE PER SHARE: (I) ON ANY SPECIFIC SHAREHOLDER VOTE WHERE A MAJORITY OF THE A ORDINARY SHARES (VOTING AS A CLASS) AND ALL OF THE B ORDINARY SHARES HAVE RESOLVED IN ADVANCE THAT THIS SHOULD BE THE CASE (ANY SUCH RESOLUTION SHALL OPERATE ONLY IN RESPECT OF THE SHAREHOLDER VOTE TO WHICH IT SPECIFICALLY REFERS, AND SHALL BE WITHOUT PREJUDICE TO THE VOTING RIGHTS OF THE B ORDINARY SHARES ON

ANY FUTURE SHAREHOLDER VOTE); OR (II) WITH IMMEDIATE EFFECT, FROM AND AFTER THE POINT AT WHICH THE B ORDINARY SHARES IN ISSUE REPRESENT MORE THAN 75% OF THE TOTAL AGGREGATE NUMBER OF SHARES IN ISSUE. (3) ON A SHOW OF HANDS EVERY SHAREHOLDER OF RWC PARTNERS LIMITED PRESENT AT A MEETING OF SHAREHOLDERS, WHETHER IN PERSON OR BY PROXY, SHALL BE ENTITLED TO ONE VOTE. (4) ON A POLL VOTE, THE B ORDINARY SHARES SHALL HAVE THE VOTING RIGHTS AS SET OUT IN (1) AND (2) ABOVE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1532500
		Total aggregate nominal value:	153250

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.