



Return of Allotment of Shares

Company Name: **RWC PARTNERS LIMITED**

Company Number: **03517613**



X4KDANHL

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted From
02/11/2015

Class of Shares:	A ORDINARY	Number allotted	2500
Currency:	GBP	Nominal value of each share	0.1
		Amount paid:	10
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	892085
	ORDINARY	Aggregate nominal value:	89208.5
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 CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA (WHERE: AN “EXTERNAL SHAREHOLDER” IS ANY SHAREHOLDER THAT IS NEITHER AN EMPLOYEE OF RWC PARTNERS LIMITED OR ANY GROUP COMPANY NOR A MEMBER OF ANY SUCH GROUP ENTITY WHICH IS A PARTNERSHIP; X IS THE AGGREGATE NUMBER OF VOTES ATTACHING TO ALL OF THE A ORDINARY SHARES NOT HELD BY AN EXTERNAL SHAREHOLDER; Y IS THE AGGREGATE NUMBER OF VOTES ATTACHING TO ALL OF THE A ORDINARY SHARES HELD BY EXTERNAL SHAREHOLDERS; AND Z IS THE AGGREGATE NUMBER OF THE B ORDINARY SHARES): WHICH IS EQUAL TO THE LOWER OF: (A) ONE; AND (B) THE HIGHER OF (I) $X - Y - 1 / Z$ AND (II) THE NUMBER OF VOTES PER B ORDINARY SHARE THAT WOULD RESULT IN THE AGGREGATED NUMBER OF VOTES ATTACHING TO ALL OF THE B ORDINARY SHARES BEING 26% OF THE AGGREGATE NUMBER OF VOTES ATTACHING TO ALL SHARES. (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 ABOVE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1664175
		Total aggregate nominal value:	166417.5

Authorisation

Authenticated

This form was authorised by one of the following:

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