



Companies House
— for the record —

SH01 (ef)

Return of Allotment of Shares



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Company Name: COFUNDS HOLDINGS LIMITED

Company Number: 04022350

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Shares Allotted (including bonus shares)

<i>Date or period during which shares are allotted</i>		<i>From</i> 19/07/2011	<i>To</i> 19/07/2011
Class of shares	M COMMON	<i>Number allotted</i>	7045850
		<i>Nominal value of each share</i>	0.001
<i>Currency</i>	GBP	<i>Amount paid</i>	0.001
		<i>Amount unpaid</i>	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of shares	ORDINARY A	<i>Number allotted</i>	410762321
		<i>Aggregate nominal value</i>	4107623.21
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.382627
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) VOTING RIGHTS ARE ONE PER MEMBER ON A SHOW OF HANDS AND ONE PER SHARE ON A POLL. (B) PARI PASSU ACCORDING TO THE NUMBER OF A ORDINARY AND B COMMON SHARES HELD BY EACH MEMBER, AS IF THEY WERE ALL SHARES OF THE SAME CLASS. (C) UPON A LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY (WHETHER VOLUNTARY OR INVOLUNTARY) OR OTHER RETURN OF CAPITAL THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION TO SHAREHOLDERS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES OF EACH CLASS IN THE CAPITAL OF THE COMPANY PARI PASSU ACCORDING TO THE NUMBER OF SHARES HELD BY EACH MEMBER, AS IF THEY WERE ALL SHARES OF THE SAME CLASS, EXCEPT THAT THE F COMMON SHARES, G COMMON SHARES, H COMMON SHARES AND D SHARES SHALL ENTITLE THE HOLDERS THEREOF TO PARTICIPATE IN SUCH DISTRIBUTION ONLY TO THE EXTENT OF THE VALUE CALCULATED IN ACCORDANCE THE RIGHTS OF THOSE SHARES AS SET OUT ELSEWHERE ON THIS RETURN (D) THERE ARE NO SHARE REDEMPTIONS APPLICABLE.

Class of shares	B COMMON	<i>Number allotted</i>	2872227
		<i>Aggregate nominal value</i>	28722.27
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.01
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) NO VOTING RIGHTS. (B) PARI PASSU ACCORDING TO THE NUMBER OF A ORDINARY AND B COMMON SHARES HELD BY EACH MEMBER, AS IF THEY WERE ALL SHARES OF THE SAME CLASS. (C) UPON A LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY (WHETHER VOLUNTARY OR INVOLUNTARY) OR OTHER RETURN OF CAPITAL THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION TO SHAREHOLDERS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES OF EACH CLASS IN THE CAPITAL OF THE COMPANY PARI PASSU ACCORDING TO THE NUMBER OF SHARES HELD BY EACH MEMBER, AS IF THEY WERE ALL SHARES OF THE SAME CLASS, EXCEPT THAT THE F COMMON SHARES, G COMMON SHARES, H COMMON SHARES AND D SHARES SHALL ENTITLE THE HOLDERS THEREOF TO PARTICIPATE IN SUCH DISTRIBUTION ONLY TO THE EXTENT OF THE VALUE CALCULATED IN ACCORDANCE THE RIGHTS OF THOSE SHARES AS SET OUT ELSEWHERE ON THIS RETURN (D) THERE ARE NO SHARE REDEMPTIONS APPLICABLE.

Class of shares	D	<i>Number allotted</i>	41665431
		<i>Aggregate nominal value</i>	41665.431
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.003462
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) THE D SHARES HAVE NO VOTING RIGHTS; (B) THE D SHARES HAVE NO DIVIDEND ENTITLEMENT (C) THE D SHARES SHALL ENTITLE THE HOLDERS ON A RETURN OF CAPITAL IN A LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY (WHETHER VOLUNTARY OR INVOLUNTARY) OR OTHER RETURN OF CAPITAL, TO RECEIVE THE NOMINAL AMOUNT OF EACH SUCH SHARE BUT ONLY AFTER THE HOLDER OF EACH A ORDINARY SHARE SHALL HAVE RECEIVED THE AMOUNT PAID UP OR CREDITED AS PAID UP ON SUCH A ORDINARY SHARE TOGETHER WITH A PAYMENT OF £10,000,000 PER A ORDINARY SHARE AND THE HOLDERS OF D SHARES SHALL NOT BE ENTITLED TO ANY FURTHER PARTICIPATION IN THE ASSETS OR PROFITS OF THE COMPANY. (D) THE COMPANY SHALL HAVE IRREVOCABLE AUTHORITY AT ANY TIME TO APPOINT ANY PERSON TO EXECUTE ON BEHALF OF THE HOLDERS OF THE D SHARES A TRANSFER OF THEM AND/OR AN AGREEMENT TO TRANSFER THEM, WITHOUT MAKING ANY PAYMENT TO THEIR HOLDERS, TO SUCH PERSON OR PERSONS AS THE COMPANY MAY DETERMINE AND, IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACTS, TO PURCHASE ALL, BUT NOT SOME ONLY, OF THE D SHARES THEN IN ISSUE AT A PRICE NOT EXCEEDING ONE PENCE FOR ALL THE D SHARES.

Class of shares	G COMMON	<i>Number allotted</i>	2464705
		<i>Aggregate nominal value</i>	2464.705
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.005673
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) NO VOTING RIGHTS. (B) NO DIVIDEND ENTITLEMENT (C) THE G COMMON SHARES SHALL ENTITLE THE HOLDERS THEREOF TO PARTICIPATE IN SUCH DISTRIBUTION ONLY TO THE EXTENT OF THE VALUE CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA: $A = (B - C)/D$ WHERE: A = THE AMOUNT OF DISTRIBUTION PER SHARE PAYABLE TO HOLDERS OF G COMMON SHARES B = THE ASSETS AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF ALL OF THE SHARES C = £60 MILLION D = THE SUM OF THE NUMBER OF ISSUED A ORDINARY SHARES, B COMMON SHARES, F COMMON SHARES, G COMMON SHARES, H COMMON SHARES AND M COMMON SHARES AT THE DATE OF THE LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY. (D) THERE ARE NO SHARE REDEMPTIONS APPLICABLE.

Class of shares	H COMMON	<i>Number allotted</i>	10880295
		<i>Aggregate nominal value</i>	10880.295
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.001
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) NO VOTING RIGHTS. (B) NO DIVIDEND ENTITLEMENT (C) THE H COMMON SHARES SHALL ENTITLE THE HOLDERS THEREOF TO PARTICIPATE IN SUCH DISTRIBUTION ONLY TO THE EXTENT OF THE VALUE CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA: $E = (B - F)/D$ WHERE: E = THE AMOUNT OF DISTRIBUTION PER SHARE PAYABLE TO HOLDERS OF H COMMON SHARES B = THE ASSETS AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF ALL OF THE SHARES F = £110 MILLION D = THE SUM OF THE NUMBER OF ISSUED A ORDINARY SHARES, B COMMON SHARES, F COMMON SHARES, G COMMON SHARES, H COMMON SHARES AND M COMMON SHARES AT THE DATE OF THE LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY. (D) THERE ARE NO SHARE REDEMPTIONS APPLICABLE.

Class of shares	M COMMON	<i>Number allotted</i>	7045850
		<i>Aggregate nominal value</i>	7045.85
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.001
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) NO VOTING RIGHTS. (B) NO DIVIDEND ENTITLEMENT (C) THE G COMMON SHARES SHALL ENTITLE THE HOLDERS THEREOF TO PARTICIPATE IN SUCH DISTRIBUTION ONLY TO THE EXTENT OF THE VALUE CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA: $A = (B - C)/D$ WHERE: A = THE AMOUNT OF DISTRIBUTION PER SHARE PAYABLE TO HOLDERS OF M COMMON SHARES B = THE ASSETS AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF ALL OF THE SHARES C = £155 MILLION D = THE SUM OF THE NUMBER OF ISSUED A ORDINARY SHARES, B COMMON SHARES, F COMMON SHARES, G COMMON SHARES, H COMMON SHARES AND M COMMON SHARES AT THE DATE OF THE LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY. (D) THERE ARE NO SHARE REDEMPTIONS APPLICABLE.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	475690829
		<i>Total aggregate nominal value</i>	4198401.761

Authorisation

Authenticated

This form was authorised by one of the following:

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