



Companies House
— for the record —

AR01 (ef)

Annual Return



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Company Name: **Cofunds Holdings Limited**

Company Number: **04022350**

Date of this return: **01/10/2013**

SIC codes: **64205**

Company Type: **Private company limited by shares**

Situation of Registered Office: **ONE COLEMAN STREET
LONDON
UNITED KINGDOM
EC2R 5AA**

Officers of the company

Company Secretary 1

Type: **Corporate**
Name: **LEGAL & GENERAL CO SEC LIMITED**

*Registered or
principal address:* **ONE COLEMAN STREET
LONDON
UNITED KINGDOM
EC2R 5AA**

European Economic Area (EEA) Company

Register Location: **UNITED KINGDOM**
Registration Number: **04548651**

Company Director ***1***

Type: **Person**

Full forename(s): **MISS ANDREA MARGARET**

Surname: **BLANCE**

Former names:

Service Address: **ONE COLEMAN STREET
LONDON
UNITED KINGDOM
EC2R 5AA**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **09/07/1964** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Company Director 2

Type: **Person**
Full forename(s): **MR MARK JULIAN**

Surname: **GREGORY**

Former names:

Service Address: **ONE COLEMAN STREET
LONDON
UNITED KINGDOM
EC2R 5AA**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **01/08/1963** *Nationality:* **BRITISH**
Occupation: **DIRECTOR**

Company Director **3**

Type: **Person**

Full forename(s): **MR CHRISTOPHER JOHN**

Surname: **LAST**

Former names:

Service Address: **ONE COLEMAN STREET
LONDON
UNITED KINGDOM
EC2R 5AA**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **08/07/1956** *Nationality:* **BRITISH**

Occupation: **FINANCIAL SERVICES
DIRECTOR**

Statement of Capital (Share Capital)

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 K COMMON SHARES, M 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>	58924792
		<i>Aggregate nominal value</i>	58924.792
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.001
		<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	K COMMON	<i>Number allotted</i>	4479239
		<i>Aggregate nominal value</i>	4479.239
<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 K 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 K COMMON SHARES B=THE ASSETS AVAILABLE FOR DISTRIBUTION TO THE HOLDERS OF ALL OF THE SHARES C=£194 MILLION D= THE SUM OF THE NUMBER OF ISSUED A ORDINARY SHARES AND B COMMON SHARES AND THE MAXIMUM NUMBER OF F COMMON SHARES AND THE MAXIMUM NUMBER OF G COMMON SHARES AND THE MAXIMUM NUMBER OF H COMMON SHARES AND THE MAXIMUM NUMBER OF K COMMON SHARES AND THE MAXIMUM NUMBER OF 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>	3131489
		<i>Aggregate nominal value</i>	3131.489
<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 THE 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	ORDINARY-A	<i>Number allotted</i>	410762321
		<i>Aggregate nominal value</i>	4107623.21
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.383
		<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 K COMMON SHARES, M 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.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	480170068
		<i>Total aggregate nominal value</i>	4202881

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 01/10/2013 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

Shareholding 1 : 0 B COMMON shares held as at the date of this return
666097 shares transferred on 2013-08-21

Name: COFUNDS EMPLOYEE BENEFIT TRUST

Shareholding 2 : 2872227 B COMMON shares held as at the date of this return

Name: LEGAL & GENERAL RETAIL INVESTMENTS (HOLDINGS) LIMITED

Shareholding 3 : 58924792 D shares held as at the date of this return

Name: LEGAL & GENERAL RETAIL INVESTMENTS (HOLDINGS) LIMITED

Shareholding 4 : 4479239 K COMMON shares held as at the date of this return

Name: **LEGAL & GENERAL RETAIL INVESTMENTS (HOLDINGS) LIMITED**

Shareholding 5 : **3131489 M COMMON shares held as at the date of this return**

Name: **LEGAL & GENERAL RETAIL INVESTMENTS (HOLDINGS) LIMITED**

Shareholding 6 : **0 ORDINARY-A shares held as at the date of this return**

520151 shares transferred on 2013-08-21

Name: **COFUNDS EMPLOYEE BENEFIT TRUST**

Shareholding 7 : **410762321 ORDINARY-A shares held as at the date of this return**

Name: **LEGAL & GENERAL RETAIL INVESTMENTS (HOLDINGS) LIMITED**

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.