In accordance with Section 555 of the Companies Act 2006

SH01
Return of allotment of shares

Companies House — for the record —

You can use the WebFiling service to file this form online
Please go to www companieshouse gov uk

✓ **What this form is for**
You may use this form to give notice of shares allotted following incorporation

✗ **What this form is NOT**
You cannot use this form notice of shares taken by on formation of the comp for an allotment of a nev shares by an unlimited c

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COMPANIES HOUSE

1 Company details

Company number	0 4 0 2 2 3 5 0
Company name in full	Cofunds Holdings Limited

→ **Filling in this form**
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

2 Allotment dates ❶

	d	d	m	m	y	y	y	y
From Date	0	4	0	2	2	0	1	0
To Date								

❶ **Allotment date**
If all shares were allotted on the same day enter that date in the 'from date' box If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes

3 Shares allotted

Please give details of the shares allotted, including bonus shares

❷ **Currency**
If currency details are not completed we will assume currency is in pound sterling

Class of shares (E g Ordinary/Preference etc)	Currency ❷	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
F Common	£	9,253,555	£0 001	£9,253 56	

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted

Details of non-cash consideration If a PLC, please attach valuation report (if appropriate)	

Statement of capital

Section 4 (also **Section 5** and **Section 6**, if appropriate) should reflect the company's issued capital at the date of this return

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling If all your issued capital is in sterling, only complete **Section 4** and then go to **Section 7**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
See attached				£
				£
				£
				£
		Totals		£

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary / Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	468,644,979
Total aggregate nominal value ❹	£4,191,356

❹ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately For example £100 + €100 + $10 etc

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

❸ E g Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary

Cofunds Holdings Limited (company number 04022350) – Return of allotment of shares (Form SH01)

s4 – Statement of Capital (Share Capital in pounds sterling (£))

Share Class	Amount paid up on each share	Amount (if any) unpaid up on each share	Number of shares (issued)	Aggregate nominal value
A Ordinary	£0 383	nil	410,762,321	£4,107,623
B Common	£0 010	nil	2,872,227	£28,722
F Common	£0 001	nil	9,253,555	£9,254
G Common	£0 006	nil	21,455,001	£21,455
H Common	£0 001	nil	18,334,665	£18,335
D	£0.005	nil	5,967,210	£5,967
		Totals	468,644,979	£4,191,356

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 4** and **Section 5**

Class of share	See attached
Prescribed particulars ❶	
Class of share	
Prescribed particulars ❶	
Class of share	
Prescribed particulars ❶	

❶ Prescribed particulars of rights attached to shares

The particulars are
a particulars of any voting rights, including rights that arise only in certain circumstances,
b particulars of any rights, as respects dividends, to participate in a distribution,
c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation page
Please use a Statement of Capital continuation page if necessary

8 Signature

I am signing this form on behalf of the company

Signature

Signature
X J.S. Craig X

This form may be signed by
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager

❷ Societas Europaea
If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership

❸ Person authorised
Under either section 270 or 274 of the Companies Act 2006

Cofunds Holdings Limited (company number 04022350) – Return of allotment of shares (Form SH01)

s7 – Statement of Capital (Prescribed particulars of rights attached to shares)

Share Class (nominal)	Voting rights	Dividends / Distributions	Capital distribution	Share redemption
A Ordinary (£0 01)	One per member on a show of hands, One per share on a poll	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	See Note A	None
B Common (£0 01)	None	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	See Note A	None
F Common (£0 001)	None	None	Note 1	None
G Common (£0 001)	None	None	Note 2	None
H Common (£0 001)	None	None	Note 3	None
D (£0 001)	None	None	Note 4	Note 5

Note A (Capital Distributions, A Ordinary and B Common Shares)
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 with notes 1 to 4 below

Note 1 (Capital Distributions, F Common Shares)
The F 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 F Common Shares
B = the assets available for distribution to the holders of all of the Shares
C = £187 million
D = the sum of the number of A Ordinary Shares, B Common Shares, F Common Shares, G Common Shares and H Common Shares in issue at the date of the liquidation, dissolution or winding up of the Company

Note 2 (Capital Distributions, G Common Shares)

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 A Ordinary Shares, B Common Shares, F Common Shares, G Common Shares and H Common Shares in issue at the date of the liquidation, dissolution or winding up of the Company

Note 3 (Capital Distributions, H Common Shares)

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 A Ordinary Shares, B Common Shares, F Common Shares, G Common Shares and H Common Shares in issue at the date of the liquidation, dissolution or winding up of the Company

Note 4 (Capital Distributions, D Shares)

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

Note 5 (Share Redemptions, D Shares)

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

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form The contact information you give will be visible to searchers of the public record

Contact name: Andrew Craig
Company name: Cofunds Holdings Limited

Address

Post town

County/Region

Postcode

Country

DX

Telephone: 020 7398 7090

Checklist

We may return the forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☑ The company name and number match the information held on the public Register
- ☑ You have shown the date(s) of allotment in section 2
- ☑ You have completed all appropriate share details in section 3
- ☑ You have completed the appropriate sections of the Statement of Capital
- ☑ You have signed the form

Important information

Please note that all information on this form will appear on the public record

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House, First Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

Further information

For further information please see the guidance notes on the website at www companieshouse gov uk
or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk