



SH01

## Return of allotment of shares



Companies House



Go online to file this information  
www.gov.uk/companieshouse

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

☐ **What this form is NOT for**  
You cannot use this form to give notice of shares taken by you on formation of the company for an allotment of a new class of shares by an unlimited company.

THURSDAY



of y. A07 \*AA6CSHPF\* 10/06/2021 #293  
COMPANIES HOUSE

**1 Company details**

Company number 0 4 2 3 5 3 6 9

Company name in full Polar Capital Holdings plc

**→ 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 <sup>1</sup>**

From Date 2 0 0 5 2 0 2 1  
To Date d d m m y y y y

**<sup>1</sup> 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.  
(Please use a continuation page if necessary.)

**<sup>2</sup> Currency**

If currency details are not completed we will assume currency is in pound sterling.

Currency <sup>2</sup>	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	Ordinary	1,333,921	£0.025	£0.025	0

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

**Continuation page**

Please use a continuation page if necessary.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

In respect of the 1,333,921 shares, the non cash consideration was transferred by delivery of 300 O1 Manager Preference Shares, 300 O2 Manager Preference Shares, 100 R Manager Preference Shares and 100 R1 Manager Team Member Preference Shares within the provisions of Article 3 of the Articles of Association of Polar Capital Partners Limited through the exchange notices attached.

## SH01

## Return of allotment of shares

4

**Statement of capital**

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

**Complete a separate table for each currency (if appropriate).** For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
<b>Currency table A</b>				
GBP	Ordinary	100,113,855	£2,502,846	
<b>Totals</b>		100,113,855	£2,502,846	Nil
<b>Currency table B</b>				
<b>Totals</b>				
<b>Currency table C</b>				
<b>Totals</b>				
<b>Totals (including continuation pages)</b>		Total number of shares 100,113,855	Total aggregate nominal value ❶ £2,502,846	Total aggregate amount unpaid ❶ Nil

❶ Please list total aggregate values in different currencies separately.  
For example: £100 + €100 + \$10 etc.

SH01

Return of allotment of shares

5

**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 share capital tables in **Section 4**.

Class of share

Ordinary

Prescribed particulars  
①

Please see attached continuation page.

**① 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.

A separate table must be used for each class of share.

**Continuation page**

Please use a Statement of Capital continuation page if necessary.

Class of share

Prescribed particulars  
①

Class of share

Prescribed particulars  
①

6

**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X *Neil Layton*

X

This form may be signed by:

Director ② Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

**② 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.

**③ Person authorised**

Under either section 270 or 274 of the Companies Act 2006.

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars	<p>This is an extract of the key terms from the Articles of Association of the Company which contains the full rights and conditions of each share class and reference to the full Articles of Association is recommended to obtain a full understanding of the terms attaching to each share class.</p> <p><b>Voting</b> The holders of ordinary shares shall be entitled to receive notice of, and to attend and vote at, any general meeting of the Company. Each holder of an ordinary share who is present in person (or, being a corporation, by representative), at a general meeting will have on show of hands one vote and on a poll every such holder who is present in person or by proxy (or, being a corporation, by representative) will have one vote in respect of each ordinary share held by him.</p> <p><b>Capital</b> After the payment of all debts and satisfaction of the Company's other liabilities the holders of the ordinary shares shall be entitled to receive by way of capital on a winding up any surplus assets of the Company in proportion to the number of ordinary shares held by them.</p> <p><b>Income</b> The holders of the ordinary shares shall be entitled to receive all the profits of the Company available for distribution from time to time and determined to be distributed by way of interim and/or final dividend and at such times as the Directors may determine. All dividends declared in respect of the ordinary shares shall be distributed among the holders of the ordinary shares in proportion to the number of ordinary shares held by them.</p> <p><b>Redemption</b> Subject to the provisions of the Companies Act, the Company may purchase its ordinary shares and make a payment in respect of the redemption or purchase of its own ordinary shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.</p>	

SH01

Return of allotment of shares

**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	Tapiwa Steamer									
Company name	Polar Capital Holdings plc									
Address	16 Palace Street									
Post town	London									
County/Region										
Postcode	S	W	1	E		5	J	D		
Country										
DX										
Telephone	0207 227 2700									

**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 relevant 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,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

**Further information**

For further information please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

[REDACTED]

10 October 2018

Dear [REDACTED]

**Exchange Notice – Crystallising Event - O Manager Preference Shares**

We refer to the Articles of Association ("the Articles") of Polar Capital Partners Limited ("the Company"). Definitions used therein apply equally to this letter (save where the context otherwise requires. Pursuant to Article 3.1, upon the occurrence of any Crystallising Event in respect of any Preference Shares of that Company, Polar Capital Holdings PLC ("PCH") becomes entitled to exercise the Exchange Option and acquire all of the Preference Shares held by the Preference Shareholder to whom the Crystallising Event relates or to whom such Crystallising Event is deemed, by virtue of Article 1.9.1, to relate (together the "Exchange Shares") on the basis set out in Article 3.

Under Article 3.4, the consideration for the acquisition of the Exchange Shares under the Exchange Option shall be the issue by PCH of such number of ordinary shares, credited as fully paid ("Consideration Shares"), as shall have an aggregate value equal to the relevant Preference Share Calculation Amount. Each such ordinary share shall have a value determined in accordance with Article 3.5A.

In accordance with Article 3.2 of the Articles, we hereby give notice that the consideration for the acquisition of the Exchange Shares shall be the issue of ordinary shares of PCH, credited as fully paid, as set out below.

- The aggregate number of ordinary shares of PCH to be issued will be calculated using the following methodology:

The aggregate value of the Preference Share Calculation Amount, as calculated in accordance with Part V of the Articles, divided by the deemed value of each ordinary share as determined in accordance with Article 3.5A.

- The timetable for the acquisition of the Exchange Shares will be as follows:

On 11 Oct. 2018	10% of the Exchange Shares will be acquired in consideration of the issue of 10% of the Consideration Shares, subject to receipt of a stock transfer form.
-----------------	--

In accordance with Articles 3.6A and 3.6B on each of the second redemption date, third redemption date and fourth redemption date; being 31 March 2019, 31 March 2020 and 31 March 2021 respectively;

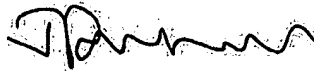
- |                  |   |
|------------------|---|
| On 31 March 2019 | 30% of the Exchange Shares will be acquired in consideration of the issue of 30% of the Revised Consideration Shares. |
| On 31 March 2020 | 30% of the Exchange Shares will be acquired in consideration of the issue of 30% of the Revised Consideration Shares. |
| On 31 March 2021 | 30% of the Exchange Shares will be acquired in consideration of the issue of 30% of the Revised Consideration Shares. |

In accordance with Article 3.15, on each of the Redemption Dates you will be asked to warrant that, at that date, the Exchange Shares are free of any charges, liens, equity etc. as required by Article 3.15.2. You will need to instruct PCH, as depository, to release to you the Share Certificate in respect of the Exchange Shares to be acquired by PCH.

Share certificates will be issued to you in respect of the Consideration Shares to be issued at each Redemption Date or as soon as possible thereafter.

If you disagree with any of the calculations that have been sent to you by the Company with the letter dated 10 October 2018, you must notify the Company within 7 days of the date of this letter.

For and on behalf of Polar Capital Holdings PLC



J B Mansell

Director

CC: [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

10 October 2018

Dear [REDACTED]

**Exchange Notice – Crystallising Event - O Manager Preference Shares**

We refer to the Articles of Association ("the Articles") of Polar Capital Partners Limited ("the Company"). Definitions used therein apply equally to this letter (save where the context otherwise requires. Pursuant to Article 3.1, upon the occurrence of any Crystallising Event in respect of any Preference Shares of that Company, Polar Capital Holdings PLC ("PCH") becomes entitled to exercise the Exchange Option and acquire all of the Preference Shares held by the Preference Shareholder to whom the Crystallising Event relates or to whom such Crystallising Event is deemed, by virtue of Article 1.9.1, to relate (together the "Exchange Shares") on the basis set out in Article 3.

Under Article 3.4, the consideration for the acquisition of the Exchange Shares under the Exchange Option shall be the issue by PCH of such number of ordinary shares, credited as fully paid ("Consideration Shares"), as shall have an aggregate value equal to the relevant Preference Share Calculation Amount. Each such ordinary share shall have a value determined in accordance with Article 3.5A.

In accordance with Article 3.2 of the Articles, we hereby give notice that the consideration for the acquisition of the Exchange Shares shall be the issue of ordinary shares of PCH, credited as fully paid, as set out below.

- The aggregate number of ordinary shares of PCH to be issued will be calculated using the following methodology:

The aggregate value of the Preference Share Calculation Amount, as calculated in accordance with Part V of the Articles, divided by the deemed value of each ordinary share as determined in accordance with Article 3.5A.

- The timetable for the acquisition of the Exchange Shares will be as follows:

On 11 Oct. 2018	10% of the Exchange Shares will be acquired in consideration of the issue of 10% of the Consideration Shares, subject to receipt of a stock transfer form.
-----------------	--

In accordance with Articles 3.6A and 3.6B on each of the second redemption date, third redemption date and fourth redemption date; being 31 March 2019, 31 March 2020 and 31 March 2021 respectively:

On 31 March 2019	30% of the Exchange Shares will be acquired in consideration of the issue of 30% of the Revised Consideration Shares.
------------------	---



- On 31 March 2020 30% of the Exchange Shares will be acquired in consideration of the issue of 30% of the Revised Consideration Shares.
- On 31 March 2021 30% of the Exchange Shares will be acquired in consideration of the issue of 30% of the Revised Consideration Shares.

In accordance with Article 3.15, on each of the Redemption Dates you will be asked to warrant that, at that date, the Exchange Shares are free of any charges, liens, equity etc. as required by Article 3.15.2. You will need to instruct PCH, as depository, to release to you the Share Certificate in respect of the Exchange Shares to be acquired by PCH.

Share certificates will be issued to you in respect of the Consideration Shares to be issued at each Redemption Date or as soon as possible thereafter.

If you disagree with any of the calculations that have been sent to you by the Company with the letter dated 10 October 2018, you must notify the Company within 7 days of the date of this letter.

For and on behalf of Polar Capital Holdings PLC



J B Mansell  
Director

CC: [REDACTED]

20 November 2019

Dear [REDACTED]

**Exchange Notice – Partial Crystallising Event – R Manager Preference Shares**

We refer to the Articles of Association ("the Articles") of Polar Capital Partners Limited ("the Company"). Definitions used therein apply equally to this letter (save where the context otherwise requires). Pursuant to Article 3.1, upon the occurrence of any Crystallising Event or any Partial Crystallising Event in respect of any Preference Shares of that Company, Polar Capital Holdings PLC ("PCH") becomes entitled to exercise the Exchange Option and acquire all of the Preference Shares held by the Preference Shareholder to whom the Crystallising Event relates or to whom such Crystallising Event is deemed, by virtue of Article 1.9.1, to relate (together the "Exchange Shares") on the basis set out in Article 3.

As per your request, in this instance, this will be a Partial Crystallising Event under Article 1.8A in respect of a third of your original R Manager Preference Shares ("the Relevant Portion").

Under Article 3.4, the consideration for the acquisition of the Exchange Shares under the Exchange Option shall be the issue by PCH of such number of ordinary shares, credited as fully paid ("Consideration Shares"), as shall have an aggregate value equal to the relevant Preference Share Calculation Amount. Each such ordinary share shall have a value determined in accordance with Article 3.5A.

In accordance with Article 3.2 of the Articles, we hereby give notice that the consideration for the acquisition of the Exchange Shares shall be the issue of ordinary shares of PCH, credited as fully paid, as set out below.

- The aggregate number of ordinary shares of PCH to be issued will be calculated using the following methodology:

The aggregate value of the Preference Share Calculation Amount, as calculated in accordance with Part V of the Articles, divided by the deemed value of each ordinary share as determined in accordance with Article 3.5A.

The attached calculation shows the maximum number of Consideration Shares which may be issued subject to recalculation in accordance with Articles 3.6A and 3.6B.

- The timetable for the acquisition of the Exchange Shares will be as follows:

On 20 Nov. 2019	10% of the Exchange Shares will be acquired in consideration of the issue of 10% of the Consideration Shares, subject to receipt of a stock transfer form.
-----------------	--



In accordance with Articles 3.6A and 3.6B on each of the second redemption date, third redemption date and fourth redemption date; being 31 March 2020, 31 March 2021 and 31 March 2022 respectively:

After 31 March 2020 30% of the Exchange Shares will be acquired in consideration of the issue of 30% of the Revised Consideration Shares.

After 31 March 2021 30% of the Exchange Shares will be acquired in consideration of the issue of 30% of the Revised Consideration Shares.

After 31 March 2022 30% of the Exchange Shares will be acquired in consideration of the issue of 30% of the Revised Consideration Shares.

In accordance with Article 3.15, on each of the Redemption Dates you will be asked to warrant that, at that date, the Exchange Shares are free of any charges, liens, equity etc. as required by Article 3.15.2. You will need to instruct PCH, as depository, to release to you the Share Certificate in respect of the Exchange Shares to be acquired by PCH.

Share certificates will be issued to you in respect of the Consideration Shares to be issued at each Redemption Date or as soon as possible thereafter.

If you disagree with any of the calculations that have been sent to you by the Company with the letter dated 19 November 2019, you must notify the Company within 7 days of the date of this letter.

For and on behalf of Polar Capital Holdings PLC

J B Mansell  
Director

CC: [REDACTED]



**Polar Capital Holdings plc**

16 Palace Street  
London SW1E 5JD  
T: +44 (0)20 7227 2700  
F: +44 (0)20 7227 2799  
W: [www.polarcapital.co.uk](http://www.polarcapital.co.uk)

20 November 2019

Dear [REDACTED]

**Exchange Notice – Partial Crystallising Event – R1 Manager Team Member Preference Shares**

We refer to the Articles of Association ("the Articles") of Polar Capital Partners Limited ("the Company"). Definitions used therein apply equally to this letter (save where the context otherwise requires). Pursuant to Article 3.1, upon the occurrence of any Crystallising Event or any Partial Crystallising Event in respect of any Preference Shares of that Company, Polar Capital Holdings PLC ("PCH") becomes entitled to exercise the Exchange Option and acquire all of the Preference Shares held by the Preference Shareholder to whom the Crystallising Event relates or to whom such Crystallising Event is deemed, by virtue of Article 1.9.1, to relate (together the "Exchange Shares") on the basis set out in Article 3.

As per your request, in this instance, this will be a Partial Crystallising Event under Article 1.8A in respect of a third of your original R1 Manager Team Member Preference Shares ("the Relevant Portion").

Under Article 3.4, the consideration for the acquisition of the Exchange Shares under the Exchange Option shall be the issue by PCH of such number of ordinary shares, credited as fully paid ("Consideration Shares"), as shall have an aggregate value equal to the relevant Preference Share Calculation Amount. Each such ordinary share shall have a value determined in accordance with Article 3.5A.

In accordance with Article 3.2 of the Articles, we hereby give notice that the consideration for the acquisition of the Exchange Shares shall be the issue of ordinary shares of PCH, credited as fully paid, as set out below.

- The aggregate number of ordinary shares of PCH to be issued will be calculated using the following methodology:

The aggregate value of the Preference Share Calculation Amount, as calculated in accordance with Part V of the Articles, divided by the deemed value of each ordinary share as determined in accordance with Article 3.5A.

The attached calculation shows the maximum number of Consideration Shares which may be issued subject to recalculation in accordance with Articles 3.6A and 3.6B.

- The timetable for the acquisition of the Exchange Shares will be as follows:



10% of the Exchange Shares will be acquired in consideration of the issue of 10% of the Consideration Shares, subject to receipt of a stock transfer form.

In accordance with Articles 3.6A and 3.6B on each of the second redemption date, third redemption date and fourth redemption date; being 31 March 2020, 31 March 2021 and 31 March 2022 respectively:

After 31 March 2020 30% of the Exchange Shares will be acquired in consideration of the issue of 30% of the Revised Consideration Shares.

After 31 March 2021 30% of the Exchange Shares will be acquired in consideration of the issue of 30% of the Revised Consideration Shares.

After 31 March 2022 30% of the Exchange Shares will be acquired in consideration of the issue of 30% of the Revised Consideration Shares.

In accordance with Article 3.15, on each of the Redemption Dates you will be asked to warrant that, at that date, the Exchange Shares are free of any charges, liens, equity etc. as required by Article 3.15.2. You will need to instruct PCH, as depository, to release to you the Share Certificate in respect of the Exchange Shares to be acquired by PCH.

Share certificates will be issued to you in respect of the Consideration Shares to be issued at each Redemption Date or as soon as possible thereafter.

If you disagree with any of the calculations that have been sent to you by the Company with the letter dated 19 November 2019, you must notify the Company within 7 days of the date of this letter.

For and on behalf of Polar Capital Holdings PLC

J B Mansell  
Director

CC: [REDACTED]