

SH01

Return of allotment of shares



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 new
shares by an unlimited co



A09 17/07/2013 #320
COMPANIES HOUSE

1 Company details

Company number 05498931
Company name in full HEARTWOOD WEALTH GROUP LIMITED

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

2 Allotment dates

From Date 23/05/2013
To Date

1 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)

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency 2	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
A ORDINARY	£	3,750	£0.10	£32.60	NIL
A ORDINARY	£	6,742	£0.10	£21.10	NIL
B ORDINARY	£	92	£0.10	£0.10	NIL

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)

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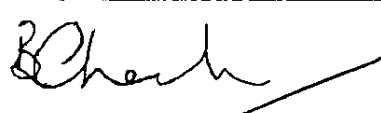
7

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		<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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</p> <p>A separate table must be used for each class of share</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p>
Class of share		
Prescribed particulars 1	SEE CONTINUATION PAGES	
Class of share		
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		

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Signature

I am signing this form on behalf of the company		<p>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</p> <p>3 Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed by Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>	

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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

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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 ¹	Amount (if any) unpaid on each share ¹	Number of shares ²	Aggregate nominal value ³
A ORDINARY	£13.85	NIL	547,388	£ 54738.80
B ORDINARY	£13.85	NIL	168,497	£ 16849.70
B1 ORDINARY	£13.85	NIL	6,075	£ 607.50
C ORDINARY	£0.10	NIL	130,484	£ 13048.40
Totals			852,444	£ 85244.40

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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 ¹	Amount (if any) unpaid on each share ¹	Number of shares ²	Aggregate nominal value ³
Totals				

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ¹	Amount (if any) unpaid on each share ¹	Number of shares ²	Aggregate nominal value ³
Totals				

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Statement of capital (Totals)

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

Total number of shares	852,444
Total aggregate nominal value ⁴	£85,244.40

⁴ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example: £100 + €100 + \$10 etc

¹ Including both the nominal value and any
share premium

² 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

³ Total number of issued shares in this class

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Please give details of the shares allotted, including bonus shares

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

[illegible]

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A ORDINARY	
Prescribed particulars	<p>Voting</p> <p>Each holder of A Ordinary Shares shall be entitled to receive notice of, and to attend and vote at, general meetings of the Company and on a show of hands every holder of A Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll every holder of A Ordinary Shares so present shall have one vote for each A Ordinary Share held by them</p> <p>Income</p> <p>Subject to the rights of the C Ordinary Shares, the profits of the Company available for distribution shall be distributed to the holders of the Ordinary Shares (other than the C Ordinary Shares) as if they constituted one class of Shares, in such amount as the Board may determine from time to time</p> <p>Dividends shall be distributed to the Members in respect of the A Ordinary Shares, the B Ordinary Shares and the B1 Ordinary Shares pro rata to the numbers of such Shares held by them</p> <p>Capital</p> <p>On or after the Final Target Date, the A Ordinary Shares' allocation of the Surplus shall be an amount per A Ordinary Share which results from applying the formula $\text{Surplus} \div X$, where X is the aggregate of (a) the fully diluted number of A Ordinary Shares on the date of the Return of Capital, (b) the fully diluted number of B Ordinary Shares on that date, (c) the fully diluted number of B1 Ordinary Shares on that date, and (d) in the case of each Series of C Ordinary Shares, the number determined by applying that Series's Relevant Proportion to the number of Allocated C Ordinary Shares on that date</p> <p>Before the Final Target Date, the Surplus remaining after the initial distribution to the holders of any Allocated C Ordinary Shares of a Series where the date of the Return of Capital occurs before the Target Date for that Series (the Adjusted Surplus) is allocated amongst the holders of the A Ordinary Shares, the B Ordinary Shares, the B1 Ordinary Shares and the remaining C Ordinary Shares (the Remaining C Ordinary Shares) so that the holder of each A Ordinary Share shall be entitled to receive an amount per A Ordinary Share</p>	

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

Class of share	A ORDINARY	
Prescribed particulars	<p>(the Adjusted A/B Ordinary Share Entitlement) which results from applying the formula Adjusted Surplus - Y, where Y is equal to the aggregate of (i) the fully diluted number of A Ordinary Shares on the date of the Return of Capital, (ii) the fully diluted number of B Ordinary Shares on that date, (iii) the fully diluted number of B1 Ordinary Shares on that date, and (iv) in the case of each Series of Remaining C Ordinary Shares, the number determined by applying that Series's Relevant Proportion to the number of Allocated C Ordinary Shares of that Series</p> <p>Redemption</p> <p>There are no particular rights of redemption attached to the A Ordinary Shares</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B ORDINARY	
Prescribed particulars	<p>Voting</p> <p>Each holder of B Ordinary Shares shall be entitled to receive notice of, and to attend and vote at, general meetings of the Company and on a show of hands every holder of B Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll every holder of B Ordinary Shares so present shall have one vote for each B Ordinary Share held by them</p> <p>Income</p> <p>Subject to the rights of the C Ordinary Shares, the profits of the Company available for distribution shall be distributed to the holders of the Ordinary Shares (other than the C Ordinary Shares) as if they constituted one class of Shares, in such amount as the Board may determine from time to time</p> <p>Dividends shall be distributed to the Members in respect of the A Ordinary Shares, the B Ordinary Shares and the B1 Ordinary Shares pro rata to the numbers of such Shares held by them</p> <p>Capital</p> <p>On or after the Final Target Date, the B Ordinary Shares' allocation of the Surplus shall be an amount per B Ordinary Share which results from applying the formula $\text{Surplus} \div X$, where X is the aggregate of (a) the fully diluted number of A Ordinary Shares on the date of the Return of Capital, (b) the fully diluted number of B Ordinary Shares on that date, (c) the fully diluted number of B1 Ordinary Shares on that date, and (d) in the case of each Series of C Ordinary Shares, the number determined by applying that Series's Relevant Proportion to the number of Allocated C Ordinary Shares of that Series</p> <p>Before the Final Target Date, the Surplus remaining after the initial distribution to the holders of any Allocated C Ordinary Shares of a Series where the date of the Return of Capital occurs before the Target Date for that Series (the Adjusted Surplus) is allocated amongst the holders of the A Ordinary Shares, the B Ordinary Shares, the B1 Ordinary Shares and the remaining C Ordinary Shares (the Remaining C Ordinary Shares) so that the holder of each B Ordinary Share shall be entitled to receive an amount per B Ordinary Share</p>	

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

Class of share	B ORDINARY	
Prescribed particulars	<p>(the Adjusted A/B Ordinary Share Entitlement) which results from applying the formula Adjusted Surplus - Y, where Y is equal to the aggregate of (i) the fully diluted number of A Ordinary Shares on the date of the Return of Capital, (ii) the fully diluted number of B Ordinary Shares on that date, (iii) the fully diluted number of B1 Ordinary Shares on that date, and (iv) in the case of each Series of Remaining C Ordinary Shares, the number determined by applying that Series's Relevant Proportion to the number of Allocated C Ordinary Shares of that Series</p> <p>Redemption</p> <p>There are no particular rights of redemption attached to the A Ordinary Shares</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B1 ORDINARY	
Prescribed particulars	<p>Voting</p> <p>Each holder of B1 Ordinary Shares shall be entitled to receive notice of, and to attend and vote at, general meetings of the Company and on a show of hands every holder of A Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll every holder of B1 Ordinary Shares so present shall have one vote for each B1 Ordinary Share held by them</p> <p>Non-Participating Shares (being B1 Ordinary Shares held by directors/employees of the Company who leave in certain circumstances) shall not entitle the holders to receive notice of or attend or vote at any general meeting of the Company</p> <p>Income</p> <p>Subject to the rights of the C Ordinary Shares, the profits of the Company available for distribution shall be distributed to the holders of the Ordinary Shares (other than the C Ordinary Shares) as if they constituted one class of Shares, in such amount as the Board may determine from time to time</p> <p>Dividends shall be distributed to the Members in respect of the A Ordinary Shares, the B Ordinary Shares and the B1 Ordinary Shares pro rata to the numbers of such Shares held by them</p> <p>Capital</p> <p>On or after the Final Target Date, the B1 Ordinary Shares' allocation of the Surplus shall be an amount per B1 Ordinary Share which results from applying the formula $\text{Surplus} \div X$, where X is the aggregate of (a) the fully diluted number of A Ordinary Shares on the date of the Return of Capital, (b) the fully diluted number of B Ordinary Shares on that date, (c) the fully diluted number of B1 Ordinary Shares on that date, and (d) in the case of each Series of C Ordinary Shares, the number determined by applying that Series's Relevant Proportion to the number of Allocated C Ordinary Shares of that Series.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B1 ORDINARY SHARES	
Prescribed particulars	<p>Before the Final Target Date, the Surplus remaining after the initial distribution to the holders of any Allocated C Ordinary Shares of a Series where the date of the Return of Capital occurs before the Target Date for that Series (the Adjusted Surplus) is allocated amongst the holders of the A Ordinary Shares, the B Ordinary Shares, the B1 Ordinary Shares and the remaining C Ordinary Shares (the Remaining C Ordinary Shares) so that the holder of each B1 Ordinary Share shall be entitled to receive an amount per B1 Ordinary Share (the Adjusted A/B Ordinary Share Entitlement) which results from applying the formula $\text{Adjusted Surplus} - Y$, where Y is equal to the aggregate of (i) the fully diluted number of A Ordinary Shares on the date of the Return of Capital, (ii) the fully diluted number of B Ordinary Shares on that date, (iii) the fully diluted number of B1 Ordinary Shares on that date, and (iv) in the case of each Series of Remaining C Ordinary Shares, the number determined by applying that Series's Relevant Proportion to the number of Allocated C Ordinary Shares of that Series</p> <p>Redemption</p> <p>There are no particular rights of redemption attached to the A Ordinary Shares</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY	
Prescribed particulars	<p>Voting</p> <p>No right to receive notice of or attend or vote at general meetings prior to relevant Maturity Date. On or after the relevant Maturity Date, each holder of an Allocated C Ordinary Share (being a share not held on behalf, or for the benefit, of the EBT) shall be entitled to receive notice of, and to attend and vote at, general meetings of the Company and on a show of hands every such person who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll the number of votes entitled to be cast by each such person in respect of a holding of Allocated C Ordinary Shares of the relevant Series is his proportion of the total number of votes available to such Series, calculated according to the formula $V = P \times Q$, where V is the total number of votes available to such Series of C Ordinary Shares, P is the Relevant Proportion for the relevant Series, and Q is the number of Allocated C Ordinary Shares in the relevant Series in issue on the date of the relevant resolution. However, Non-Participating Shares (being C Ordinary Shares held by directors/employees of the Company who leave in certain circumstances) shall not entitle the holders to receive notice of or attend or vote at any general meeting of the Company.</p> <p>Income</p> <p>No dividends payable prior to the Maturity Date. On or after the relevant Maturity Date, a dividend is payable on each Allocated C Ordinary Share at the same time as the dividend is paid on the B Ordinary Shares equal to $X \times Y$, where X is the Relevant Proportion for the Relevant Series, and Y is the amount of the dividend paid on a B Ordinary Share.</p> <p>Capital</p> <p>On or after the Final Target Date, the C Ordinary Shares' allocation of the Surplus shall be (i) in respect of Unallocated C Ordinary Shares (being a share held on behalf, or for the benefit of, the EBT), 0.0001p per Unallocated C Ordinary Share and (ii) in respect of Allocated C Ordinary Shares, holders of each Series shall be entitled to that Series's Relevant Proportion of the entitlement of the A/B Ordinary Share Entitlement (being the amount that each A Ordinary Share, B Ordinary Share</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C ORDINARY	
Prescribed particulars	<p>and B1 Ordinary Share is entitled to) Before the Final Target Date, the C Ordinary Shares' allocation of the Surplus shall be (i) in respect of Unallocated C Ordinary Shares, 0.0001p per Unallocated C Ordinary Share and (ii) in respect of Allocated C Ordinary Shares, shall be determined as follows</p> <p>1 the amount (which shall in no case be less than zero) distributed amongst the holders of any Allocated C Ordinary Shares of a Series where the date of the Return of Capital occurs before the Target Date for that Series is determined by applying the formula $(A-B) \times (PP \times C/D)$, where A is the amount of the Surplus, B is the Threshold Amount applicable to the relevant Series of C Ordinary Shares, C is the number of Allocated C Ordinary Shares of the relevant Series, D is the total number of C Ordinary Shares of the relevant Series issued from time to time (including any Unallocated C Ordinary Shares in that Series), and PP is the Participation Percentage applicable to the Series of C Ordinary Shares, and</p> <p>2 the balance remaining (the Adjusted Surplus) is then allocated amongst the holders of the A Ordinary Shares, the B Ordinary Shares, the B1 Ordinary Shares and the remaining C Ordinary Shares (the Remaining C Ordinary Shares) as follows</p> <p>2.1 the holder of each A Ordinary Share, the holder of each B Ordinary Share and the holder of each B1 Ordinary Share shall be entitled to receive an amount per A Ordinary Share, B Ordinary Share or B1 Ordinary Share (as the case may be) (the Adjusted A/B Ordinary Share Entitlement) which results from applying the formula $\text{Adjusted Surplus} - Y$, where Y is equal to the aggregate of (i) the fully diluted number of A Ordinary Shares on the date of the Return of Capital (ii) the fully diluted number of B Ordinary Shares on that date (iii) the fully diluted number of B1 Ordinary Shares on that date, and (iv) in the case of each Series of Remaining C Ordinary Shares, the number determined by applying that Series's Relevant Proportion to the number of Allocated C Ordinary Shares of that Series, and</p> <p>2.2 the holder of each of the Allocated Remaining C Ordinary Shares of each Series shall be entitled to that Series's Relevant Proportion of the Adjusted A/B Ordinary Share Entitlement</p> <p>Redemption</p> <p>There are no particular rights of redemption attached to the C Ordinary Shares</p>	

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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

Lianne Chin

Company name

Speechly Bircham LLP

Address

6 New Street Square

London

Post town

County/Region

Postcode

E C 4 A 3 L X

Country

DX

Chancery Lane - DX54

Telephone

0207-427-6400

**Checklist**

We may return 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,
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.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