

SH01

Return of allotment of shares

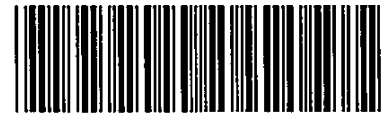


You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

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

☐ **What this form is NOT for**
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 cc

WEDNESDAY



A09 *A155TNEP* #81
21/03/2012
COMPANIES HOUSE

1 Company details

Company number 6 5 2 7 8 4 2
Company name in full CLIMATE CHANGE CAPITAL 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 ①

From Date d1 d9 m0 m3 y2 y0 y1 y2
To Date d d m m y y y y

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
B ORDINARY		27289530	0.01	0.1281	0.00
B ORDINARY		1	0.01	0.2070	0.00

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)

SH01

Return of allotment of shares

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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
A ORDINARY	0 01	0 99	61095	£ 610 95
B ORDINARY	1 00	0 00	102228822	£ 1,022,288 22
B ORDINARY	0 1281	0 00	27289530	£ 272,895 30
B ORDINARY	0 2070	0 00	1	£ 0 01
Totals			129579448	£ 1,295,794 48

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 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				

6 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	④ Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares		
Total aggregate nominal value ④		

① Including both the nominal value and any share premium.

③ E g Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

SH01

Return of allotment of shares

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

A ORDINARY

Prescribed particulars

SEE ATTACHED CONTINUATION SHEET

1

Class of share

B ORDINARY

Prescribed particulars

SEE ATTACHED CONTINUATION SHEET

1

Class of share

Prescribed particulars

1

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 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  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

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 Simon Robert-Tissot

Company name Climate Change Capital

Address 3 More London Riverside

Post town Southwark

County/Region London

Postcode S E 1 2 A Q

Country UK

Dx

Telephone 020 79395000

**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,
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

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary	
Prescribed particulars	<p>1 Prior to an Exit Conversion "A" shareholders may receive of a distribution of Available Profits after distribution to "B" Shareholders of 12% of the original subscription price in any financial year After an Exit Conversion a distribution of Available Profits will be distributed pari passu to all "A" and "B" shareholders</p> <p>2 Upon a return of capital on liquidation prior to an Exit Conversion "A" shareholders may receive, after payment to the "B" Shareholders of such amount as is required to ensure that the Interim Cashflows received in aggregate by the "B" Shareholders immediately following such payment are equal to the Unadjusted Benchmark Value, an amount per "A" ordinary share equal to the subscription price paid per "A" ordinary share, and after payment to "C" shareholders of £1, such amount per "A" ordinary share as pays the "A" shareholders 30% of the remaining value</p> <p>Upon a return of capital on liquidation after an Exit Conversion in respect of any financial year "A" shareholders shall receive an amount equal to the subscription price paid per "A" ordinary share (as shall "B" shareholders) After payments have been made to "C" shareholders of £1 "A" shareholders shall receive a proportionate share of the remaining value provided pari passu to "A" and "B" shareholders</p> <p>3 "A" shareholders are entitled to receive notice of, attend and speak at any general meeting of the Company but, prior to an Exit Conversion, shall not be entitled to vote at any such meeting After an Exit Conversion "A" Shareholders are entitled to vote at all general meetings of the Company, and each "A" Share shall carry one vote</p> <p>An "Exit Conversion" is a change of control or listing of the company.</p> <p>"Unadjusted Bench Mark Value" means the target return on the "B" Shares, being the aggregate sum of Subscription Monies paid for each "B" Ordinary Share, in each case increased compendiously at the Annual Hurdle Rate (12% per annum), during the period from the date of issue of the "B" Share to the Exit Date</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B Ordinary	
Prescribed particulars	<p>1 Prior to an Exit Conversion "B" shareholders receive from any distribution, 12% of the original share subscription price in respect of each financial year, followed by 70% of Available Profits After an Exit Conversion any distribution of Available Profits will be made pari passu to all "B" and "A" shareholders</p> <p>2 Upon a return of capital on liquidation prior to an Exit Conversion "B" shareholders receive payment of such amount as is required to ensure that the Interim Cashflows received in aggregate by the "B" Shareholders immediately following such payment are equal to the Unadjusted Benchmark Value Payments will then be made to "A" shareholders of an amount per "A" ordinary share equal to the subscription price paid per "A" ordinary share After payments have been made to "C" shareholders of £1 "B" shareholders receive an amount equal to 70% of the remaining value</p> <p>Upon a return of capital on liquidation after an Exit Conversion in respect of any financial year, "B" and "A" shareholders, receive an amount equal to the subscription price paid per "A" and "B" ordinary share, paid pro rata if required After payments have been made to "C" shareholders of £1, a pari passu distribution in proportion to the number of shares held, will be made to all "A" and "B" shareholders</p> <p>3 "B" shareholders are entitled to receive notice of and to attend, speak and vote at all general meetings of the Company, and each "B" Share shall carry one vote</p> <p>An "Exit Conversion" is a change of control or listing of the company</p> <p>"Unadjusted Bench Mark Value" means the target return on the "B" Shares, being the aggregate sum of Subscription Monies paid for each "B" Ordinary Share, in each case increased compendiously at the Annual Hurdle Rate (12% per annum), during the period from the date of Issue of the "B" Share to the Exit Date</p>	