

# SH01

## Return of allotment of shares



You can use the WebFiling service to file this form online  
Please go to [www.companieshouse.gov.uk](http://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 to give  
notice of shares taken on formation of the company  
for an allotment of shares by an unlimited company

TUESDAY



A31 25/10/2011 380  
COMPANIES HOUSE

ise  
uk

### 1 Company details

Company number 06901909

Company name in full Wealth at Work 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 ①

From Date 19 10 2011  
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
M1 Ordinary		324,021	1.00	1.00	
M1 Ordinary		121,379	1.00	0.00	
M2 Ordinary		59,500	1.00	1.00	see continuation

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)

121,379 of the total number of M1 Ordinary Shares allotted by way of a  
bonus issue by the Company, with the consideration for the bonus issue  
being a capitalisation of the C and D share premium accounts.



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## 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 ①	The holders of A Ordinary shares have the right to receive notice of and to attend, speak and vote at all general meetings in the Company. Votes shall not be cast on a show of hands basis. The voting rights attached to the A Ordinary shares are as follows: every member holding one or more 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 for each A Ordinary share of which he is the holder
Class of share	B Ordinary
Prescribed particulars ①	The holders of the B Ordinary shares shall not be entitled to receive notice of or attend or speak or vote at any general meeting of the Company in respect of their holding of B Ordinary shares.
Class of share	E Ordinary
Prescribed particulars ①	The holders of the E Ordinary shares shall not be entitled to receive notice of or attend or speak or vote at any general meeting of the Company in respect of their holding of E Ordinary shares.

## 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

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## Signature

I am signing this form on behalf of the company

Signature

Signature



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

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## 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 Samaira Ahmed

Company name DLA Piper UK LLP

Address 101 Barbirolli Square

Manchester

Post town

County/Region

Postcode M 2 3 D L

Country

DX DX: 14304 MANCHESTER

Telephone 08700 111 111



### 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](http://www.companieshouse.gov.uk) or email [enquires@companieshouse.gov.uk](mailto:enquires@companieshouse.gov.uk)

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

## Shares allotted

## ② Currency

[illegible]

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

- ① Including both the nominal value and any share premium
- ② Total number of issued shares in this class
- ③ E.g. Number of shares issued multiplied by nominal value of each share

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## Return of allotment of shares

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

Class of share	A Ordinary
Prescribed particulars	<p>Subject to the payment of the Fixed E Dividend (see E Ordinary section for definition), any profits which the Company, on the recommendation of the Directors and subject to the consent of Palatine Private Equity Fund LP ("the Lead Investor"), determines to distribute in respect of any accounting period, shall be applied on a non-cumulative basis between the holders of the A Ordinary shares, B Ordinary shares, M1 Ordinary shares, M2 Ordinary shares, N Ordinary shares, P Ordinary shares, V Ordinary shares, X Ordinary shares and Y Ordinary shares pro rata according to the number of such shares held by each of them respectively, as if they constituted one class of share.</p> <p>On a return of capital, whether on liquidation, capital reduction or otherwise, any surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority: firstly, the payment of the subscription price of the E Ordinary shares; secondly, the payment of all arrears in respect of A Ordinary shares along with B Ordinary shares, M1 Ordinary shares, M2 Ordinary shares, N Ordinary shares, P Ordinary shares, V Ordinary shares, X Ordinary shares and Y Ordinary shares shall be paid, thirdly, payment of the subscription price of the aforementioned shares; fourthly, payment of £0 001 per Deferred Share (an ordinary share in the Company with a nominal value of £0 001 following a redesignation or conversion); and lastly, the balance (if any) of any surplus assets to be distributed to the holders of the aforementioned shares on a pro rata basis.</p> <p>The A Ordinary shares are non-redeemable.</p>

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B Ordinary	
Prescribed particulars	<p>Subject to the payment of the Fixed E Dividend (see E Ordinary section for definition), any profits which the Company, on the recommendation of the Directors and subject to the consent of Palatine Private Equity Fund LP ("<b>Lead Investor</b>"), determines to distribute in respect of any accounting period, shall be applied on a non-cumulative basis between the holders of the B Ordinary shares, A Ordinary shares, M1 Ordinary shares, M2 Ordinary shares, N Ordinary shares, P Ordinary shares, V Ordinary shares, X Ordinary shares and Y Ordinary shares pro rata according to the number of such shares held by each of them respectively, as if they constituted one class of share</p> <p>On a return of capital, whether on liquidation, capital reduction or otherwise, any surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority: firstly, the payment of the subscription price of the E Ordinary shares; secondly, the payment of all arrears in respect of B Ordinary shares along with A Ordinary shares, M1 Ordinary shares, M2 Ordinary shares, N Ordinary shares, P Ordinary shares, V Ordinary shares, X Ordinary shares and Y Ordinary shares shall be paid; thirdly, payment of the subscription price of the aforementioned shares, fourthly, payment of £0.001 per Deferred Share (an ordinary share in the Company with a nominal value of £0.001 following a redesignation or conversion); and lastly, the balance (if any) of any surplus assets to be distributed to the holders of the aforementioned shares on a pro rata basis</p> <p>The B Ordinary shares are non-redeemable.</p>	



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

Class of share	E Ordinary
Prescribed particulars	<p>Subject to the passing of a resolution of the Company in general meeting, but before the application of any profits to reserve or for any other purpose, each holder of E Ordinary shares is entitled to receive a fixed non-cumulative preferential dividend at the annual rate of 8% of the issue price per share ("<b>Fixed E Dividend</b>") which shall be paid on 31 March in each year and to the person registered as the holder of such E Ordinary shares at that date and which shall be calculated in respect of the period to such date on a daily basis assuming a 365 day year. Any Fixed E Dividend shall be satisfied by the allotment by the Company of additional E Ordinary shares ("<b>New E Ordinary Shares</b>") which are credited as fully paid up</p> <p>If, on a return of capital, whether on liquidation, capital reduction or otherwise, there are any surplus assets of the Company remaining after the payment of its liabilities, the subscription price of the E Ordinary shares shall be paid to the holders of the E Ordinary shares</p> <p>Subject to the provisions of the Companies Act 2006, the Company may with the consent of the holder(s) of not less than 50% of the V Ordinary shares ("<b>Investor Majority</b>"), redeem all or some of the E Ordinary shares upon the occurrence of a winding up. On the dates fixed for redemption, the Company shall pay to each registered holder of E Ordinary shares an amount equal to the subscription price</p>

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## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	M1 Ordinary	
Prescribed particulars	<p>The holders of M1 Ordinary shares have the right to receive notice of and to attend, speak and vote at all general meetings in the Company. Votes shall not be cast on a show of hands basis. The voting rights attached to the M1 Ordinary shares are as follows: every member holding one or more M1 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 for each M1 Ordinary share of which he is the holder.</p> <p>Subject to the payment of the Fixed E Dividend (see E Ordinary section for definition), any profits which the Company, on the recommendation of the Directors and subject to the consent of Palatine Private Equity Fund LP ("<b>Lead Investor</b>"), determines to distribute in respect of any accounting period, shall be applied on a non-cumulative basis between the holders of the M1 Ordinary shares, A Ordinary shares, B Ordinary shares, M2 Ordinary shares, N Ordinary shares, P Ordinary shares, V Ordinary shares, X Ordinary shares and Y Ordinary shares pro rata according to the number of such shares held by each of them respectively, as if they constituted one class of share.</p> <p>On a return of capital, whether on liquidation, capital reduction or otherwise, any surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority: firstly, the payment of the subscription price of the E Ordinary shares, secondly, the payment of all arrears in respect of M1 Ordinary shares along with A Ordinary shares, B Ordinary shares, M2 Ordinary shares, N Ordinary shares, P Ordinary shares, V Ordinary shares, X Ordinary shares and Y Ordinary shares shall be paid, thirdly, payment of the subscription price of the aforementioned shares, fourthly, payment of £0.001 per Deferred Share (an ordinary share in the Company with a nominal value of £0.001 following a redesignation or conversion), and lastly, the balance (if any) of any surplus assets to be distributed to the holders of the aforementioned shares on a pro rata basis.</p> <p>The M1 Ordinary shares are non-redeemable.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	M2 Ordinary	
Prescribed particulars	<p>The holders of M2 Ordinary shares have the right to receive notice of and to attend, speak and vote at all general meetings in the Company. Votes shall not be cast on a show of hands basis. The voting rights attached to the M2 Ordinary shares are as follows: every member holding one or more M2 Ordinary shares, who is present in person or by proxy shall have two votes for each M2 Ordinary share of which he is the holder.</p> <p>Subject to the payment of the Fixed E Dividend (see E Ordinary section for definition), any profits which the Company, on the recommendation of the Directors and subject to the consent of Palatine Private Equity Fund LP ("<b>Lead Investor</b>"), determines to distribute in respect of any accounting period, shall be applied on a non-cumulative basis between the holders of the M2 Ordinary shares, A Ordinary shares, B Ordinary shares, M1 Ordinary shares, N Ordinary shares, P Ordinary shares, V Ordinary shares, X Ordinary shares and Y Ordinary shares pro rata according to the number of such shares held by each of them respectively, as if they constituted one class of share</p> <p>On a return of capital, whether on liquidation, capital reduction or otherwise, any surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority: firstly, the payment of the subscription price of the E Ordinary shares; secondly, the payment of all arrears in respect of M2 Ordinary shares along with A Ordinary shares, B Ordinary shares, M1 Ordinary shares, N Ordinary shares, P Ordinary shares, V Ordinary shares, X Ordinary shares and Y Ordinary shares shall be paid; thirdly, payment of the subscription price of the aforementioned shares; fourthly, payment of £0 001 per Deferred Share (an ordinary share in the Company with a nominal value of £0 001 following a redesignation or conversion); and lastly, the balance (if any) of any surplus assets to be distributed to the holders of the aforementioned shares on a pro rata basis</p> <p>The M2 Ordinary shares are non-redeemable</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	N Ordinary	
Prescribed particulars	<p>The holders of the N Ordinary shares shall not be entitled to receive notice of or attend or speak or vote at any general meeting of the Company in respect of their holding of N Ordinary shares</p> <p>Subject to the payment of the Fixed E Dividend (see E Ordinary section for definition), any profits which the Company, on the recommendation of the Directors and subject to the consent of Palatine Private Equity Fund LP ("<b>Lead Investor</b>"), determines to distribute in respect of any accounting period, shall be applied on a non-cumulative basis between the holders of the N Ordinary shares, A Ordinary shares, B Ordinary shares, M1 Ordinary shares, M2 Ordinary shares, P Ordinary shares, V Ordinary shares, X Ordinary shares and Y Ordinary shares pro rata according to the number of such shares held by each of them respectively, as if they constituted one class of share</p> <p>On a return of capital, whether on liquidation, capital reduction or otherwise, any surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority: firstly, the payment of the subscription price of the E Ordinary shares, secondly, the payment of all arrears in respect of N Ordinary shares along with A Ordinary shares, B Ordinary shares, M1 Ordinary shares, M2 Ordinary shares, P Ordinary shares, V Ordinary shares, X Ordinary shares and Y Ordinary shares shall be paid, thirdly, payment of the subscription price of the aforementioned shares; fourthly, payment of £0.001 per Deferred Share (an ordinary share in the Company with a nominal value of £0.001 following a redesignation or conversion), and lastly, the balance (if any) of any surplus assets to be distributed to the holders of the aforementioned shares on a pro rata basis</p> <p>The N Ordinary shares are non-redeemable</p>	

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

Class of share	P Ordinary	
Prescribed particulars	<p>The holders of the P Ordinary shares shall not be entitled to receive notice of or attend or speak or vote at any general meeting of the Company in respect of their holding of P Ordinary shares</p> <p>Subject to the payment of the Fixed E Dividend (see E Ordinary section for definition), any profits which the Company, on the recommendation of the Directors and subject to the consent of Palatine Private Equity Fund LP ("<b>Lead Investor</b>"), determines to distribute in respect of any accounting period, shall be applied on a non-cumulative basis between the holders of the P Ordinary shares, A Ordinary shares, B Ordinary shares, M1 Ordinary shares, M2 Ordinary shares, N Ordinary shares, V Ordinary shares, X Ordinary shares and Y Ordinary shares pro rata according to the number of such shares held by each of them respectively, as if they constituted one class of share.</p> <p>On a return of capital, whether on liquidation, capital reduction or otherwise, any surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority firstly, the payment of the subscription price of the E Ordinary shares, secondly, the payment of all arrears in respect of P Ordinary shares along with A Ordinary shares, B Ordinary shares, M1 Ordinary shares, M2 Ordinary shares, N Ordinary shares, V Ordinary shares, X Ordinary shares and Y Ordinary shares shall be paid, thirdly, payment of the subscription price of the aforementioned shares, fourthly, payment of £0.001 per Deferred Share (an ordinary share in the Company with a nominal value of £0.001 following a redesignation or conversion), and lastly, the balance (if any) of any surplus assets to be distributed to the holders of the aforementioned shares on a pro rata basis.</p> <p>The P Ordinary shares are non-redeemable.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	V Ordinary	
Prescribed particulars	<p>The holders of V Ordinary shares have the right to receive notice of and to attend, speak and vote at all general meetings in the Company. Votes shall not be cast on a show of hands basis. The voting rights attached to the V Ordinary shares are as follows: every member holding one or more V 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 for each V Ordinary share of which he is the holder.</p> <p>Subject to the payment of the Fixed E Dividend (see E Ordinary section for definition), any profits which the Company, on the recommendation of the Directors and subject to the consent of Palatine Private Equity Fund LP ("<b>Lead Investor</b>"), determines to distribute in respect of any accounting period, shall be applied on a non-cumulative basis between the holders of the V Ordinary shares, A Ordinary shares, B Ordinary shares, M1 Ordinary shares, M2 Ordinary shares, N Ordinary shares, P Ordinary shares, X Ordinary shares and Y Ordinary shares pro rata according to the number of such shares held by each of them respectively, as if they constituted one class of share.</p> <p>On a return of capital, whether on liquidation, capital reduction or otherwise, any surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority: firstly, the payment of the subscription price of the E Ordinary shares; secondly, the payment of all arrears in respect of V Ordinary shares along with A Ordinary shares, B Ordinary shares, M1 Ordinary shares, M2 Ordinary shares, N Ordinary shares, P Ordinary shares, X Ordinary shares and Y Ordinary shares shall be paid; thirdly, payment of the subscription price of the aforementioned shares; fourthly, payment of £0.001 per Deferred Share (an ordinary share in the Company with a nominal value of £0.001 following a redesignation or conversion); and lastly, the balance (if any) of any surplus assets to be distributed to the holders of the aforementioned shares on a pro rata basis.</p> <p>The V Ordinary shares are non-redeemable.</p>	

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Class of share	X Ordinary	
Prescribed particulars	<p>The holders of the X Ordinary shares shall not be entitled to receive notice of or attend or speak or vote at any general meeting of the Company in respect of their holding of X Ordinary shares.</p>	
	<p>Subject to the payment of the Fixed E Dividend (see E Ordinary section for definition), any profits which the Company, on the recommendation of the Directors and subject to the consent of Palatine Private Equity Fund LP ("<b>Lead Investor</b>"), determines to distribute in respect of any accounting period, shall be applied on a non-cumulative basis between the holders of the X Ordinary shares, A Ordinary shares, B Ordinary shares, M1 Ordinary shares, M2 Ordinary shares, N Ordinary shares, P Ordinary shares, V Ordinary shares and Y Ordinary shares pro rata according to the number of such shares held by each of them respectively, as if they constituted one class of share</p>	
	<p>On a return of capital, whether on liquidation, capital reduction or otherwise, any surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority: firstly, the payment of the subscription price of the E Ordinary shares; secondly, the payment of all arrears in respect of X Ordinary shares along with A Ordinary shares, B Ordinary shares, M1 Ordinary shares, M2 Ordinary shares, N Ordinary shares, P Ordinary shares, V Ordinary shares and Y Ordinary shares shall be paid; thirdly, payment of the subscription price of the aforementioned shares; fourthly, payment of £0 001 per Deferred Share (an ordinary share in the Company with a nominal value of £0 001 following a redesignation or conversion), and lastly, the balance (if any) of any surplus assets to be distributed to the holders of the aforementioned shares on a pro rata basis</p>	
	<p>The X Ordinary shares are non-redeemable</p>	