

SH01

Return of allotment of shares



Companies House



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☒ **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
shareholders on formation of the company
for an allotment of a new
share by an unlimited company.



A24 24/12/2016 #273

1 Company details

Company number 0 7 7 6 6 3 9 8

Company name in full NOW: Pensions 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

From Date d 2 d 1 m 1 m 2 y 2 y 0 y 1 y 6
To Date d d m m y y y y

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.)

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

Currency	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
£	Class B	88,000	£0.01	£0.01	

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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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
Currency table A				
£	Class A	26,667,666	£26,667,666.00	
£	Class B	88,000	£880.00	
Totals		26,755,666	£26,668,546.00	0

Currency table B				
Totals				

Currency table C				
Totals				

**Totals (including continuation
pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
26,755,666	£26,668,546.00	0

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

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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 share capital tables in Section 4.

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

Class A

Prescribed particulars

1

VOTING RIGHTS - EACH SHARE CARRIES ONE VOTE ON A WRITTEN RESOLUTION, ON A RESOLUTION ON A SHOW OF HANDS AND A RESOLUTION TAKEN BY A POLL.

FOR FURTHER RIGHTS ATTACHING TO THE SHARES PLEASE SEE THE COMPANY'S ARTICLES OF ASSOCIATION AS ADOPTED FROM TIME TO TIME.

Class of share

Class B

Prescribed particulars

1

VOTING RIGHTS - NO VOTING RIGHTS.

FOR FURTHER RIGHTS ATTACHING TO THE SHARES PLEASE SEE THE COMPANY'S ARTICLES OF ASSOCIATION AS ADOPTED FROM TIME TO TIME.

Class of share

Prescribed particulars

1

6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

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.

Person authorised

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

This form may be signed by:

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

3

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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Return of allotment of shares

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)

4

Complete the table below to show the issued share capital. Complete a separate table for each currency.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)	
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium	
Totals					

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

Class of share		
Prescribed particulars		

NOW: Pensions Limited
Company Number 07766398

Circulation date: 21 December 2016

Written resolutions of the shareholder of NOW: Pensions Limited (the Company) for the:

- conversion of the existing ordinary shares of the Company into Class A shares;
- issuance of Class B shares to the shareholder;
- amendment to the Company's articles of association.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are each passed as special resolutions:

SPECIAL RESOLUTIONS

THAT, pursuant to section 21 and Chapter 2 of Part 13 of the Companies Act 2006:

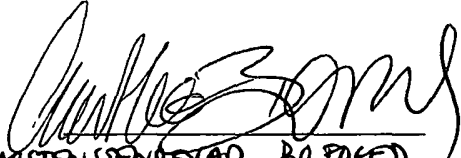
1. the draft articles of association attached to these resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association and that the new articles of association shall be effective from the date of agreement to this resolution.
2. the issued ordinary shares of £1.00 each in the capital of the Company be converted and re-designated as ordinary Class A shares of £1.00 each in the capital of the Company having the rights set out in the articles of association to be adopted pursuant to resolution 1 above;
3. for the purposes of the articles of association of the Company from time to time and for the purposes of section 551 of the Companies Act 2006 and all other purposes whatsoever, the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares to Arbejdsmarkedets Tillaegspension up to an aggregate nominal amount of £880 comprised of 88,000 Class B shares of £0.01 each having the rights set out in the articles of association to be adopted pursuant to resolution 1 above. This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) at the end of five years from the date of the passing of this resolution except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired, and this authority shall be in substitution for all existing authorities to allot to the extent unused.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above resolutions.

We, the undersigned, were at the time the resolutions were circulated entitled to vote on the resolutions and irrevocably agree to the above resolutions.

Signed:


CARL STEN METZDORF BO FØGED
CEO For and on behalf of
Arbejdsmarkedets Tillægspension

Date:

21 December 2016

NOTES

1. You can choose to agree to the above resolutions or not. If you agree, please indicate your agreement by emailing your signed and dated agreement or otherwise confirming in writing and include the date of your agreement. Your agreement can be sent:

By hand: delivering the signed copy to The Company Secretary, NOW: Pensions, 164 Bishopsgate, London EC2M 4LX.

Post: returning the signed copy by post to The Company Secretary, NOW: Pensions Ltd, 164 Bishopsgate, London EC2M 4LX.

E-mail: by responding to the email circulating these resolutions confirming your agreement (and attaching a signed and dated version of above resolutions if possible).

If you do not agree to the resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless, 28 days from the circulation date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

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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	Jamie Warren
Company name	Now: Pensions Limited
Address	3rd Floor
	Bishopsgate
	London
Post town	
County/Region	
Postcode	E C 2 M 4 L X
Country	
DX	
Telephone	

**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 or email 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