

**Return of Allotment of Shares**Company Name: **GCP STUDENT LIVING PLC**Company Number: **08420243**Received for filing in Electronic Format on the: **29/07/2015**

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Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
30/06/2015

Class of Shares:	C SHARE	Number allotted	120000000
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	109910428
Currency:	GBP	Aggregate nominal value:	1099104.28
		Amount paid per share	0.3734
		Amount unpaid per share	0

Prescribed particulars

EACH ORDINARY SHARE IS ENTITLED TO ONE VOTE. EACH ORDINARY SHARE HAS EQUAL RIGHTS TO DIVIDENDS. EACH ORDINARY SHARE IS ENTITLED AND HAS EQUAL RIGHTS TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY. THE ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	C	Number allotted	120000000
	SHARE	Aggregate nominal value:	1200000
Currency:	GBP	Amount paid per share	0.9785
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF C SHARES SHALL HAVE: - THE RIGHT TO RECEIVE NOTICE OF, AND ATTEND, SPEAK AND VOTE AT CLASS MEETINGS OF C SHAREHOLDERS. EACH HOLDER OF C SHARES WHO IS PRESENT IN PERSON (OR BEING A CORPORATION, BY REPRESENTATIVE), OR BY PROXY AT A CLASS MEETING ON A SHOW OF HANDS HAS ONE VOTE, AND ON A POLL, EVERY SUCH PERSON WHO IS PRESENT IN PERSON (OR BEING A CORPORATION BY REPRESENTATIVE), OR BY PROXY HAS ONE VOTE IN RESPECT OF EACH C SHARE HELD BY HIM; AND - NO RIGHTS TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT GENERAL MEETINGS OF THE COMPANY. THE C SHARES SHALL NOT CARRY THE RIGHT TO RECEIVE ANY PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION WHETHER BY WAY OF INTERIM OR FINAL DIVIDEND. THE NEW ORDINARY SHARES ARISING ON CONVERSION OF C SHARES SHALL RANK PARI PASSU WITH THE ORDINARY SHARES THEN IN ISSUE FOR DIVIDENDS AND DISTRIBUTIONS MADE OR DECLARED BY REFERENCE TO A RECORD DATE FALLING AFTER THE RELEVANT CALCULATION DATE (AS DEFINED IN THE ARTICLES OF ASSOCIATION). ON A WINDING UP OR RETURN OF CAPITAL (OTHERWISE THAN ON A PURCHASE OR REDEMPTION BY THE COMPANY OF ANY C SHARES), THE HOLDERS OF THE C SHARES SHALL BE ENTITLED TO RECEIVE AN AMOUNT PER C SHARE EQUAL TO THE LOWER OF (I) THE AMOUNT SUBSCRIBED FOR THE ISSUE OF EACH C SHARE

AND (II) THE NET ASSET VALUE PER C SHARE, BUT SHALL HAVE NO OTHER RIGHTS TO PARTICIPATE IN THE CAPITAL OF THE COMPANY. C SHARES SHALL RANK ON A WINDING UP IN PRIORITY TO ALL OTHER SHARES OF THE COMPANY FROM TIME TO TIME IN ISSUE. FOR SO LONG AS C SHARES ARE IN ISSUE, AND WITHOUT PREJUDICE TO THE COMPANY'S OBLIGATIONS UNDER THE ACT, THE ASSETS ATTRIBUTABLE TO THE C SHARES SHALL, AT ALL TIMES, BE SEPARATELY IDENTIFIED AND SHALL HAVE ALLOCATED TO THEM SUCH PROPORTION OF THE EXPENSES OR LIABILITIES OF THE COMPANY AS THE DIRECTORS FAIRLY CONSIDER TO BE ATTRIBUTABLE TO THE C SHARES. IT IS THE BOARD'S CURRENT INTENTION THAT ANY COSTS ASSOCIATED WITH THE ACQUISITION OF ASSETS FROM THE NET PROCEEDS OF THE ISSUE WILL BE ATTRIBUTABLE TO THE C SHARES.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	229910428
		Total aggregate nominal value:	2299104.28

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.