



Second Filing of a Previously Filed Document

Company Name: **PROPEL FINANCE GROUP HOLDINGS LIMITED**

Company Number: **08661542**



Received for filing in Electronic Format on the: **01/02/2022**

XAWYFGOW

Description of the original document

Document type: **Return of Allotment of Shares
SH01**

*Date of registration of
original document:* **31/01/2022**

**Return of Allotment of Shares**Company Name: **PROPEL FINANCE GROUP HOLDINGS LIMITED**Company Number: **08661542**Received for filing in Electronic Format on the: **01/02/2022****Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	26/01/2022	

Class of Shares:	PREFERENCE	Number allotted	1650000
Currency:	GBP	Nominal value of each share	1
		Amount paid:	1650000
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	A ORDINARY	Number allotted	10998
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	109.98
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	"A"	Number allotted	313266
	ORDINARY	Aggregate nominal value:	3132.66
	SHARES		

Currency: **GBP**

Prescribed particulars

A - VOTING RIGHTS - EACH HOLDER OF "A" SHARES SHALL BE ENTITLED TO ONE VOTE FOR EACH "A" SHARE HELD B - DIVIDEND RIGHTS - THE PROFITS SHALL BE DISTRIBUTED AMONGST THE "A" SHAREHOLDERS AND "C" SHAREHOLDERS IN THE PROPORTION WHICH THE AMOUNT PAID UP OR CREDITED AS PAID UP ON THE "A" SHARES BEARS TO THE AMOUNT PAID UP OR CREDITED AS PAID UP ON THE "C" SHARES C - CAPITAL DISTRIBUTION RIGHTS - AS PER DETAILED IN COMPANY'S ARTICLES D - "A" SHARES ARE NOT REDEEMABLE

Class of Shares:	"B"	Number allotted	8000
	ORDINARY	Aggregate nominal value:	80
	SHARES		

Currency: **GBP**

Prescribed particulars

A - VOTING RIGHTS - HOLDERS OF "B" SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF OR ATTEND ANY GENERAL MEETINGS OF THE COMPANY OR TO VOTE ON ANY RESOLUTION THEREAT B - DIVIDEND RIGHTS - OTHER THAN ANY PROFITS RESULTING FROM A REALISATION, AS DEFINED IN COMPANY'S ARTICLES, WHICH ARE DISTRIBUTABLE TO THE "B" SHAREHOLDERS IN ACCORDANCE WITH THE ARTICLES, THE "B" SHAREHOLDERS SHALL NOT BE ENTITLED TO ANY DIVIDEND OR OTHER DISTRIBUTION C - CAPITAL DISTRIBUTION RIGHTS - AS DETAILED PER COMPANY'S ARTICLES D - "B" SHARES ARE NOT REDEEMABLE

Class of Shares:	"C"	Number allotted	3066
	ORDINARY	Aggregate nominal value:	30.66
	SHARES		

Currency: **GBP**

Prescribed particulars

A - VOTING RIGHTS - HOLDERS OF "C" SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND ANY GENERAL MEETINGS OF THE COMPANY BUT SHALL NOT BE ENTITLED TO VOTE ON ANY RESOLUTION THEREAT
B - DIVIDEND RIGHTS - THE PROFITS SHALL BE DISTRIBUTED AMONGST THE "A" SHAREHOLDERS AND THE "C" SHAREHOLDERS IN THE PROPORTION WHICH THE AMOUNT PAID UP OR CREDITED AS PAID UP ON THE "A" SHARES BEARS TO THE AMOUNT PAID UP OR CREDITED AS PAID UP ON THE "C" SHARES
C - CAPITAL DISTRIBUTION RIGHTS - AS DETAILED IN THE COMPANY'S ARTICLES
D - "C" SHARES ARE NOT REDEEMABLE

Class of Shares:	"D"	Number allotted	44750
	ORDINARY	Aggregate nominal value:	447.5
	SHARES		

Currency: **GBP**

Prescribed particulars

A - VOTING RIGHTS - EACH HOLDER OF "D" SHARES SHALL BE ENTITLED TO TWO (2) VOTES FOR EACH "D" SHARE HELD
B - DIVIDEND RIGHTS - THE "D" SHAREHOLDERS SHALL NOT BE ENTITLED TO ANY DIVIDEND OR DISTRIBUTION
C - CAPITAL DISTRIBUTION RIGHTS - DETAILED AS PER COMPANY'S ARTICLES
D - "D" SHARES ARE NOT REDEEMABLE

Class of Shares:	"E"	Number allotted	1000
	ORDINARY	Aggregate nominal value:	10
	SHARES		

Currency: **GBP**

Prescribed particulars

A - VOTING RIGHTS - HOLDERS OF "E" SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF OR TO ATTEND ANY GENERAL MEETINGS OF THE COMPANY OR TO VOTE ON ANY RESOLUTION THEREAT
B - DIVIDEND RIGHTS - OTHER THAN THE PROFITS RESULTING FROM A REALISATION WHICH ARE DISTRIBUTABLE TO THE "E" SHAREHOLDERS IN ACCORDANCE WITH ARTICLE 5, THE "E" SHAREHOLDERS SHALL NOT BE ENTITLED TO ANY DIVIDEND OR OTHER DISTRIBUTION
C - CAPITAL DISTRIBUTION RIGHTS - AS DETAILED IN THE COMPANY'S ARTICLES
D - "E" SHARES ARE NOT REDEEMABLE

Class of Shares: PREFERENCE

Number allotted

17150000

Currency: **GBP**

Aggregate nominal value:

17150000

Prescribed particulars

PREFERENCE SHARES MAY ONLY BE ISSUED WITH AN "A" SHAREHOLDERS CONSENT. HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND ANY GENERAL MEETINGS OF THE COMPANY BUT SHALL NOT BE ENTITLED TO VOTE ON ANY RESOLUTION THEREAT. THE FOLLOWING PROVISIONS SHALL, SUBJECT TO THE PROVISIONS OF THE COMPANIES ACT, HAVE EFFECT WITH REGARD TO THE REDEMPTION OF THE PREFERENCE SHARES:

5.2.1 THE COMPANY MAY (WITH THE CONSENT OF THE "A" SHAREHOLDERS) AT ANY TIME REDEEM ALL OR SOME OF THE PREFERENCE SHARES THEN IN ISSUE PURSUANT TO A NOTICE GIVEN IN ACCORDANCE WITH ARTICLE 5.2.2, PROVIDED THAT THE COMPANY SHALL NOT REDEEM ANY OF THE PREFERENCE "B" SHARES WHILE THERE REMAIN IN ISSUE ANY PREFERENCE "A" SHARES.

5.2.2 NOTICE OF REDEMPTION ("REDEMPTION NOTICE") OF ANY SHARES TO BE REDEEMED PURSUANT TO THIS ARTICLE 5.2 SHALL BE GIVEN BY THE COMPANY AND MUST BE IN WRITING, IDENTIFY THE PREFERENCE SHARES TO BE REDEEMED AND NAME THE PLACE FOR PAYMENT OF THE REDEMPTION MONEYS AND FOR DELIVERY TO THE COMPANY OF THE CERTIFICATE RELATING TO SUCH SHARES.

5.2.3 ON THE DATE FOR REDEMPTION OF ANY PREFERENCE SHARES ("REDEMPTION DATE") THE COMPANY SHALL REDEEM THE PREFERENCE SHARES TO BE REDEEMED ON SUCH DATE AND THE RELEVANT PREFERENCE SHAREHOLDER SHALL DELIVER TO THE COMPANY AT THE PLACE NAMED BY THE COMPANY IN THE REDEMPTION NOTICE OR, IN THE CASE OF A REDEMPTION NOTICE FROM A PREFERENCE SHAREHOLDER, NOMINATED BY THE COMPANY (AND, IF THERE IS NONE, AT THE REGISTERED OFFICE OF THE COMPANY) THE CERTIFICATE (IF ANY) FOR HIS/HER PREFERENCE SHARES.

5.2.4 THERE SHALL BE PAID ON EACH PREFERENCE SHARE REDEEMED: (A) THE AMOUNT PAID UP ON SUCH PREFERENCE SHARE (EXCLUDING ANY PREMIUM OVER ITS NOMINAL VALUE); AND (B) IN THE CASE OF EACH PREFERENCE "A" SHARE, BUT NOT IN THE CASE OF EACH PREFERENCE "B" SHARE, A SUM THAT PROVIDES FOR AN 11% PER ANNUM RETURN (COMPOUNDING ANNUALLY ON 31 DECEMBER) ON THE AMOUNT PAID UP ON SUCH PREFERENCE "A" SHARE (EXCLUDING ANY PREMIUM OVER ITS NOMINAL VALUE), ACCRUING DAILY ON THE BASIS OF A 365-DAY YEAR.

5.2.5 THE COMPANY SHALL BE AUTHORISED TO MAKE A PAYMENT IN RESPECT OF THE REDEMPTION OR PURCHASE OF ANY OF ITS OWN SHARES OTHERWISE THAN OUT OF DISTRIBUTABLE PROFITS OF THE COMPANY OR THE PROCEEDS OF A FRESH ISSUE OF SHARES TO THE EXTENT PERMITTED BY LAW.

5.2.6 ALL REFERENCES TO PAYMENTS IN THIS ARTICLE 5.2 ARE INCLUSIVE OF ANY ASSOCIATED TAX CREDIT. IN THE EVENT OF A REDUCTION OR RETURN OF CAPITAL OF THE COMPANY, OR A BUY BACK OF SHARES BY THE COMPANY, AFTER PAYMENT OF THE COSTS, CHARGES AND EXPENSES OF SUCH REDUCTION, RETURN OR BUY BACK, THE PROCEEDS OF SUCH REDUCTION OR RETURN

OF CAPITAL OF THE COMPANY, OR BUY BACK OF SHARES BY THE COMPANY ARE TO BE APPLIED: (I)FIRST, IN REDEEMING THE PREFERENCE “A” SHARES IN ACCORDANCE WITH ARTICLE 5.2; (II)SECOND, IN REDEEMING THE PREFERENCE “B” SHARES IN ACCORDANCE WITH ARTICLE 5.2;AND (III) THIRD, IN ACCORDANCE WITH ARTICLES 5.3.2 TO 5.3.6.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	17520082
		Total aggregate nominal value:	17153700.82
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

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