

# 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 by sub  
on formation of the company  
for an allotment of a new class  
shares by an unlimited company

MONDAY



LD7 29/06/2015 #154  
COMPANIES HOUSE

### 1 Company details

Company number 08898250  
Company name in full TCI Fund Management 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 29/06/2015  
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 <b>2</b>	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
Ordinary A	USD	10000	1.50	1.50	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)

The ordinary A shares were allotted by TCI Fund Management Limited in  
consideration for the transfer by The Children's Investment Fund (UK) LLP  
of certain assets and liabilities under a business transfer agreement  
entered into between the parties on 29 June 2015 (the "Business Transfer  
Agreement"). The premium payable on the shares allotted will reflect the  
value of the assets and liabilities transferred, to be determined in  
accordance with the purchase price adjustment provisions of the Business  
Transfer Agreement.

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**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	Ordinary A
Prescribed particulars ①	(a) On a show of hands every member shall have one vote and on a poll every member shall have one vote for every share of which he is a holder, (b) The company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors, (c) If the company is wound up, the liquidator may divide among the members in specie the whole or any part of the assets of the company, (d) The shares are not issued as redeemable other than pursuant to Chapter 5 of Part 18 to the Companies Act 2006

Class of share	Ordinary B
Prescribed particulars ①	(a) The Ordinary B shares do not carry any voting rights, unless there are no Ordinary A shares in issue in which case on a show of hands every holder of Ordinary B shares shall have one vote and on a poll every holder of Ordinary B shares shall have one vote for every Ordinary B share of which he is a holder (b) The holders of Ordinary B shares shall have not right to participate in any dividends of the Company (c) If the company is wound up, the liquidator may divide among the members in specie the whole or any part of the assets of the company (d) The shares are not issued as redeemable and are not redeemable other than pursuant to Chapter 5 of Part 18 of the Companies Act 2006

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

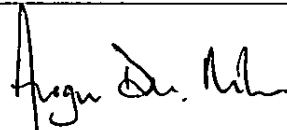
A separate table must be used for each class of share

**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
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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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### 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 NXO

Company name Baker & McKenzie LLP

Address 100 New Bridge St

Post town London

County/Region

Postcode E C 4 V 6 J A

Country

DX

Telephone + 44 20 7919 1000



### 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)

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## 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
				£
				£
				£
				£
<b>Totals</b>				£

#### 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	United States Dollars			
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
Ordinary A	1 50	0 00	10000	15,000 00
Ordinary B	1 50	0 00	1	1 50
<b>Totals</b>			10001	15,001 50

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
<b>Totals</b>				

#### 6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital		① Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc.
Total number of shares	10,001	
Total aggregate nominal value ④	\$15,001 50	

① Including both the nominal value and any share premium

② E.g. Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

#### Continuation Pages

Please use a Statement of Capital continuation page if necessary