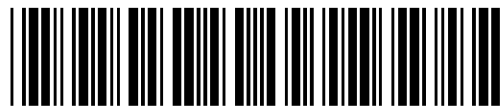


**Return of Allotment of Shares**Company Name: **UTILIGROUP LIMITED**Company Number: **09007042**Received for filing in Electronic Format on the: **22/01/2016**

X4Z59XA1

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
17/11/2015

Class of Shares: D ORDINARYCurrency: **GBP**Number allotted **32**Nominal value of each share **0.01**Amount paid: **0.01**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A1	Number allotted	6272
	ORDINARY	Aggregate nominal value:	62.72
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

EACH A1 ORDINARY SHARE CARRIES ONE VOTE PER SHARE ON A POLL, IS ENTITLED TO A PRO RATA PROPORTION OF ANY DIVIDEND DECLARED (TOGETHER WITH THE HOLDERS OF ALL OTHER CLASSES OF SHARES SAVE FOR THE D ORDINARY SHARES), IS ENTITLED TO RECEIVE THE A1 RETURN IN PRIORITY ON A RETURN OF CAPITAL AND AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES ON A RETURN OF CAPITAL IS ALSO THEN ENTITLED TO: (I) A PRO RATA PROPORTION OF ANY PROCEEDS REMAINING FOR PROCEEDS UP TO £30,445,000 PLUS DIVIDENDS (TOGETHER WITH THE HOLDERS OF B AND C ORDINARY SHARES FOR PROCEEDS UP TO £20,445,000; TOGETHER WITH THE B, C, E, F, AND G ORDINARY SHARES FOR PROCEEDS BETWEEN £20,445,000 AND £30,445,000 PLUS DIVIDENDS); (II) FOR PROCEEDS BEING MORE THAN £30,445,000 PLUS DIVIDENDS BUT EQUAL TO OR LESS THAN £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, E, F, H, AND J ORDINARY SHARES) OF 60% OF THE PROCEEDS REMAINING; AND (III) FOR PROCEEDS ABOVE £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, E, F, AND J ORDINARY SHARES) OF 56.559% OF THE PROCEEDS REMAINING. THE A1 ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	A2	Number allotted	274
	ORDINARY	Aggregate nominal value:	2.74
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

EACH A2 ORDINARY SHARE CARRIES ONE VOTE PER SHARE ON A POLL, IS ENTITLED TO A PRO RATA PROPORTION OF ANY DIVIDEND DECLARED (TOGETHER WITH THE HOLDERS OF ALL OTHER CLASSES OF SHARES SAVE FOR THE D ORDINARY SHARES), ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN TO THE A1 ORDINARY SHARES, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF

THE DEFERRED SHARES IS THEN ENTITLED TO: (I) A PRO RATA PROPORTION OF ANY PROCEEDS REMAINING FOR PROCEEDS UP TO £30,445,000 PLUS DIVIDENDS (TOGETHER WITH THE HOLDERS OF B AND C ORDINARY SHARES FOR PROCEEDS UP TO £20,445,000; TOGETHER WITH THE B, C, E, F, AND G ORDINARY SHARES FOR PROCEEDS BETWEEN £20,445,000 AND £30,445,000 PLUS DIVIDENDS); (II) FOR PROCEEDS BEING MORE THAN £30,445,000 PLUS DIVIDENDS BUT EQUAL TO OR LESS THAN £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, E, F, H, AND J ORDINARY SHARES) OF 60% OF THE PROCEEDS REMAINING; AND (III) FOR PROCEEDS ABOVE £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, E, F, AND J ORDINARY SHARES) OF 2.511% OF THE PROCEEDS REMAINING. THE A2 ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	1613
	ORDINARY	Aggregate nominal value:	16.13
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

EACH B ORDINARY SHARE CARRIES ONE VOTE PER SHARE ON A POLL, IS ENTITLED TO A PRO RATA PROPORTION OF ANY DIVIDEND DECLARED (TOGETHER WITH THE HOLDERS OF ALL OTHER CLASSES OF SHARES SAVE FOR THE D ORDINARY SHARES), ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES IS THEN ENTITLED TO: (I) A PRO RATA PROPORTION OF ANY PROCEEDS REMAINING FOR PROCEEDS UP TO £30,445,000 PLUS DIVIDENDS (TOGETHER WITH THE HOLDERS OF A AND C ORDINARY SHARES FOR PROCEEDS UP TO £20,445,000; TOGETHER WITH THE A, C, E, F, AND G ORDINARY SHARES FOR PROCEEDS BETWEEN £20,445,000 AND £30,445,000 PLUS DIVIDENDS); (II) FOR PROCEEDS BEING MORE THAN £30,445,000 PLUS DIVIDENDS BUT EQUAL TO OR LESS THAN £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE C, E, F, H, AND J ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING; AND (III) FOR PROCEEDS ABOVE £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE C, E, F, AND J ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING. THE B ORDINARY SHARES ARE REDEEMABLE AT ANY TIME AT THE OPTION OF THE HOLDER AT A REDEMPTION PRICE OF £3.77 PER SHARE.

Class of Shares:	C	Number allotted	1233
	ORDINARY	Aggregate nominal value:	12.33
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

EACH C ORDINARY SHARE CARRIES ONE VOTE PER SHARE ON A POLL, IS ENTITLED TO A PRO RATA PROPORTION OF ANY DIVIDEND DECLARED (TOGETHER WITH THE HOLDERS OF ALL OTHER CLASSES OF SHARES SAVE FOR THE D ORDINARY SHARES), ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES IS THEN ENTITLED TO: (I) A PRO RATA PROPORTION OF ANY PROCEEDS REMAINING FOR PROCEEDS UP TO £30,445,000 PLUS DIVIDENDS (TOGETHER WITH THE HOLDERS OF A AND B ORDINARY SHARES FOR PROCEEDS UP TO £20,445,000; TOGETHER WITH THE A, B, E, F, AND G ORDINARY SHARES FOR PROCEEDS BETWEEN £20,445,000 AND £30,445,000 PLUS DIVIDENDS); (II) FOR PROCEEDS BEING MORE THAN £30,445,000 PLUS DIVIDENDS BUT EQUAL TO OR LESS THAN £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, E, F, H, AND J ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING; AND (III) FOR PROCEEDS ABOVE £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, E, F, AND J ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING. THE C ORDINARY SHARES ARE REDEEMABLE AT ANY TIME AT THE OPTION OF THE HOLDER AT A REDEMPTION PRICE OF £10.55 PER SHARE.

Class of Shares:	D	Number allotted	545
	ORDINARY	Aggregate nominal value:	5.45
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

EACH D ORDINARY SHARE CARRIES ONE VOTE PER SHARE ON A POLL, IS ENTITLED TO A PRO RATA PROPORTION OF ANY DIVIDEND EQUAL TO 0.1% OF ANY ORDINARY DIVIDEND (BEING THE AGGREGATE DIVIDEND AMOUNT PAID TO THE OTHER CLASSES OF SHARES OF THE COMPANY), ON A RETURN OF CAPITAL AFTER THE PAYMENT OF THE A1 RETURN IS ENTITLED TO 2 TIMES ITS ISSUE PRICE. THE D ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	E	Number allotted	95
	ORDINARY	Aggregate nominal value:	0.95
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

EACH E ORDINARY SHARE CARRIES ONE VOTE PER SHARE ON A POLL, IS ENTITLED TO A PRO RATA PROPORTION OF ANY DIVIDEND DECLARED (TOGETHER WITH THE HOLDERS OF ALL OTHER CLASSES OF SHARES SAVE FOR THE D ORDINARY SHARES), ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES IS THEN ENTITLED TO: (I) A PRO RATA PROPORTION OF ANY PROCEEDS REMAINING FOR PROCEEDS UP TO £30,445,000 PLUS DIVIDENDS (TOGETHER WITH THE HOLDERS OF A, B, AND C ORDINARY SHARES FOR PROCEEDS UP TO £20,445,000; TOGETHER WITH THE A, B, C, F, AND G ORDINARY SHARES FOR PROCEEDS BETWEEN £20,445,000 AND £30,445,000 PLUS DIVIDENDS); (II) FOR PROCEEDS BEING MORE THAN £30,445,000 PLUS DIVIDENDS BUT EQUAL TO OR LESS THAN £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, F, H, AND J ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING; AND (III) FOR PROCEEDS ABOVE £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, F, AND J ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING. THE E ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	F	Number allotted	125
	ORDINARY	Aggregate nominal value:	1.25
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

EACH F ORDINARY SHARES CARRY NO ENTITLEMENT TO VOTE OR TO PARTICIPATE IN ANY FUTURE PRE-EMPTIVE SHARE ISSUES AND NOR DO THEY HAVE ANY ENTITLEMENT TO PARTICIPATE IN ANY DIVIDENDS. ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES, THE ISSUE PRICE OF THE DEFERRED SHARES AND £20,445,000 TO THE HOLDERS OF A, B, C, AND E ORDINARY SHARES THEN IS ENTITLED TO: (I) A PRO RATA PROPORTION OF ANY PROCEEDS BETWEEN £20,445,000 AND £30,445,000 PLUS DIVIDENDS (TOGETHER WITH A, B, C, E, AND G ORDINARY SHARES); (II) FOR PROCEEDS OF BETWEEN £30,445,000 PLUS DIVIDENDS AND £80,445,000 A PRO RATA PROPORTION OF 40% OF THE PROCEEDS

(TOGETHER WITH THE B, C, E, H, AND J ORDINARY SHARES); AND (III) FOR PROCEEDS ABOVE £80,445,000 A PRO RATA PROPORTION OF 40% OF THE PROCEEDS (TOGETHER WITH THE B, C, E, AND J ORDINARY SHARES).

Class of Shares:	G	Number allotted	122
	ORDINARY	Aggregate nominal value:	1.22
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

THE G ORDINARY SHARES CARRY NO ENTITLEMENT TO RECEIVE NOTICE OF, ATTEND, OR VOTE AT ANY GENERAL MEETING OF THE COMPANY, NOR TO PARTICIPATE IN ANY FUTURE PRE-EMPTIVE SHARE ISSUES. G ORDINARY SHAREHOLDERS DO NOT HAVE ANY ENTITLEMENT TO PARTICIPATE IN DIVIDENDS. ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES IS THEN ENTITLED TO A PRO RATA PROPORTION OF ANY PROCEEDS REMAINING FOR PROCEEDS UP TO £30,445,000 PLUS DIVIDENDS (TOGETHER WITH THE HOLDERS OF A, B, AND C ORDINARY SHARES FOR PROCEEDS UP TO £20,445,000; TOGETHER WITH THE A, B, C, E, AND F ORDINARY SHARES FOR PROCEEDS BETWEEN £20,445,000 AND £30,445,000 PLUS DIVIDENDS). THE G ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	H	Number allotted	72
	ORDINARY	Aggregate nominal value:	0.72
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

THE H ORDINARY SHARES CARRY NO ENTITLEMENT TO RECEIVE NOTICE OF, ATTEND, OR VOTE AT ANY GENERAL MEETING OF THE COMPANY, NOR TO PARTICIPATE IN ANY FUTURE PRE-EMPTIVE SHARE ISSUES. H ORDINARY SHAREHOLDERS DO NOT HAVE ANY ENTITLEMENT TO PARTICIPATE IN DIVIDENDS. ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES IS THEN ENTITLED TO A PRO RATA PROPORTION OF 40% OF THE PROCEEDS REMAINING FOR PROCEEDS BEING MORE THAN

£30,445,000 PLUS DIVIDENDS BUT EQUAL TO OR LESS THAN £80,445,000 (TOGETHER WITH THE B, C, E, AND J ORDINARY SHARES). THE H ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	I	Number allotted	100
	ORDINARY	Aggregate nominal value:	1
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

THE I ORDINARY SHARES CARRY NO ENTITLEMENT TO RECEIVE NOTICE OF, ATTEND, OR VOTE AT ANY GENERAL MEETING OF THE COMPANY, NOR TO PARTICIPATE IN ANY FUTURE PRE-EMPTIVE SHARE ISSUES. I ORDINARY SHAREHOLDERS DO NOT HAVE ANY ENTITLEMENT TO PARTICIPATE IN DIVIDENDS. ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES IS THEN ENTITLED TO A PRO RATA PROPORTION OF 0.93% OF THE PROCEEDS REMAINING FOR PROCEEDS ABOVE £80,445,000. THE I ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	J	Number allotted	73
	ORDINARY	Aggregate nominal value:	0.073
Currency:	GBP	Amount paid per share	0.001
		Amount unpaid per share	0

Prescribed particulars

THE J ORDINARY SHARES CARRY NO ENTITLEMENT TO RECEIVE NOTICE OF, ATTEND, OR VOTE AT ANY GENERAL MEETING OF THE COMPANY, NOR TO PARTICIPATE IN ANY FUTURE PRE-EMPTIVE SHARE ISSUES. J ORDINARY SHAREHOLDERS DO NOT HAVE ANY ENTITLEMENT TO PARTICIPATE IN DIVIDENDS. ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES IS THEN ENTITLED TO: (I) FOR PROCEEDS BEING MORE THAN £30,445,000 PLUS DIVIDENDS BUT EQUAL TO OR LESS THAN £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, F, AND H ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING; AND (II) FOR PROCEEDS ABOVE £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, AND F ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING. THE J ORDINARY SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	10524
		Total aggregate nominal value:	104.583

Authorisation

Authenticated

This form was authorised by one of the following:

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



Companies House

COMPANY NAME: UTILIGROUP LIMITED

COMPANY NUMBER: 09007042

A second filed SH01 was registered on 08/02/2016