

RP04

BLUEPRINT

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Second filing of a document previously delivered

☒ **What this form is for**
You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register

☒ **What this form is NOT for**
You cannot use this form to file a second filing of a document under the Companies Act 2006 or the Companies (Northern Ireland) Order 1986 regardless of whether the document was properly delivered

A second filing of a document cannot be filed where it is providing information that was originally properly delivered Form RP04 cannot be used in these circumstances

For further information please



A5M9SRZ6
A23 21/12/2016 #397
COMPANIES HOUSE
A5KZL6GX
A21 02/12/2016 #105
COMPANIES HOUSE

WEDNESDAY 21/12/2016 11:11 AM

1 Company details

Company number 0 9 8 4 6 8 0 4

Company name in full BFINANCE GROUP HOLDINGS LIMITED

→ **Filing in this form**
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

2 Applicable documents

This form only applies to the following forms

- AP01 Appointment of director
- AP02 Appointment of corporate director
- AP03 Appointment of secretary
- AP04 Appointment of corporate secretary
- CH01 Change of director's details
- CH02 Change of corporate director's details
- CH03 Change of secretary's details
- CH04 Change of corporate secretary's details
- TM01 Termination of appointment of director
- TM02 Termination of appointment of secretary
- SH01 Return of allotment of shares
- AR01 Annual Return
- CS01 Confirmation statement (Parts 1-5 only)
- PSC01 Notice of individual person with significant control (PSC)
- PSC02 Notice of relevant legal entity (RLE) with significant control
- PSC03 Notice of other registrable person (ORP) with significant control
- PSC04 Change of details of individual person with significant control (PSC)
- PSC05 Change of details of relevant legal entity (RLE) with significant control
- PSC06 Change of details of other registrable person (ORP) with significant control
- PSC07 Notice of ceasing to be a person with significant control (PSC), relevant legal entity (RLE), or other registrable person (ORP)
- PSC08 Notification of PSC statements
- PSC09 Update to PSC statements

RP04

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3 Description of the original document

Document type ①

SH01 Return of allotment of shares

① Description of the original document

Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day

Date of registration of the original document

d2 d3 m0 m6 y2 y0 y1 y6

4 Section 243 or 790ZF Exemption ②

If you are applying for, or have been granted, exemption under section 243 or 790ZF of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE

② If you are currently in the process of applying for or have been granted a Section 243 or 790ZF exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01)

RP04

Second filing of a document previously delivered



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 Ref CSU/LB

Company name Squire Patton Boggs (UK) LLP

Address Rutland House

148 Edmund Street

Post town Birmingham

County/Region

Postcode B 3 2 J R

Country England

DX 708610 Bham 17

Telephone 0121 222 3000



Checklist

We may return 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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form
- ☐ You have enclosed the second filed document(s)
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing'



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

Section 243 or 790ZF exemption

If you are applying for or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



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

SH01

Return of allotment of shares

laserform



Go online to file this information
www.gov.uk/companieshouse

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

A23 *A5M9SRYY* #396
COMPANIES HOUSE
A21 *A5KZL6JL* #117
COMPANIES HOUSE

1 Company details

Company number 0 9 8 4 6 8 0 4
Company name in full BFINANCE GROUP HOLDINGS LIMITED
(PREVIOUSLY SHAKESPEARE NEWCO 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 ①

From Date d 2 d 9 m 0 m 4 y 2 y 0 y 1 y 6
To Date d d m m y y y y

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

Currency ②	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
	See continuation page				

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)

Some of the allotted shares were issued in part consideration for the
allottees' sale of their shares in bfinance Holdings Limited to
Shakespeare Newco Limited which completed on or around the date of
allotment

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]

SH01

Return of allotment of shares

4

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				
	See continuation page			
	Totals	0		0
Currency table B				
	Totals			
Currency table C				
	Totals			
		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)		18130306	£18,253 82	0

① Please list total aggregate values in different currencies separately
For example £100 + €100 + \$10 etc

4

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

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
£	A Ordinary Shares	65161	65 16	
£	A Preference Shares	11504056	11,504 06	
£	B1 Ordinary Shares	28338	28 34	
£	B2 Ordinary Shares	6500	130 00	
£	B Preference Shares	6503694	6,503 70	
£	C Ordinary Shares	22550	22 55	
£	D Ordinary Shares	7	0 01	
Totals		18130306	18,253 82	

SH01

Return of allotment of shares

5

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**

Class of share

A Ordinary Shares

Prescribed particulars

①

A. One vote attaches to each A ordinary share
 B Other than preference shares, all share classes rank equally in respect of the dividends
 C Other than preference shares, all share classes rank equally on a return on capital.
 D A ordinary shares are non-redeemable

Class of share

A Preference Shares

Prescribed particulars

①

A Preference shares are non-voting
 B Preference shares are entitled to an annual dividend of 10% of the issue price per share
 C. Prior to 31 December 2017, A preference shares rank above all other share classes on a return of capital After 31 December 2017, A preference shares rank equally with B preference shares
 D A preference shares are redeemable in certain circumstances

Class of share

B1 Ordinary Shares

Prescribed particulars

①

A One vote attaches to each B1 ordinary share
 B Other than preference shares, all share classes rank equally in respect of dividends
 C Other than preference shares, all share classes rank equally on a return of capital
 D B1 ordinary shares are non-redeemable

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

A separate table must be used for each class of share

Continuation page

Please use a Statement of Capital continuation page if necessary

6

Signature

I am signing this form on behalf of the company

Signature

Signature

X  X

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

SH01 - continuation page
Return of allotment of shares

5

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

Class of share	B2 Ordinary Shares	
Prescribed particulars	<p>A One vote attaches to each B2 ordinary share</p> <p>B Other than preference shares, all share classes rank equally in respect of dividends</p> <p>C Other than preference shares, all share classes rank equally on a return of capital</p> <p>D B2 ordinary shares are non-redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

5

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

Class of share	B Preference Shares	
Prescribed particulars	<p>A Preference shares are non-voting</p> <p>B Preference shares are entitled to an annual dividend of 8% of the issue price per share</p> <p>C B preference shares rank behind A preference shares but above all other share classes on a return of capital prior to 31 December 2017 After 31 December 2017, A preference shares and B preference shares rank equally and both classes rank above all other share classes</p> <p>D B preference shares are redeemable in certain circumstances.</p>	

SH01 - continuation page
Return of allotment of shares

5

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

Class of share	C Ordinary Shares	
Prescribed particulars	<p>A C ordinary shares are non-voting.</p> <p>B Other than preference shares, all share classes rank equally in respect of dividends</p> <p>C Other than preference shares, all share classes rank equally on a return of capital</p> <p>D C ordinary shares are non-redeemable</p>	

SH01 - continuation page
Return of allotment of shares

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

Class of share	D Ordinary Shares	
Prescribed particulars	<p>A. D ordinary shares are non-voting</p> <p>B. Other than preference shares, all share classes rank equally in respect of dividends</p> <p>C Other than preference shares, all share classes rank equally on a return of capital</p> <p>D. D ordinary shares are non-redeemable</p>	

SH01

Return of allotment of shares



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 LXXB/RS13

Company name Squire Patton Boggs LLP

Address Rutland House

148 Edmund Street

Post town Birmingham

County/Region

Postcode B 3 2 J R

Country

DX DX 707610 BIRMINGHAM

Telephone



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DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
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Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



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



Further information

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