



Companies House

**CS01** (ef)

**Confirmation Statement**

Company Name: **ALE Finance Services Limited**

Company Number: **10379989**



Received for filing in Electronic Format on the: **29/09/2022**

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Company Name: **ALE Finance Services Limited**

Company Number: **10379989**

Confirmation **15/09/2022**

Statement date:

# Statement of Capital (Share Capital)

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|                         |                   |                          |                |
|-------------------------|-------------------|--------------------------|----------------|
| <b>Class of Shares:</b> | <b>B</b>          | Number allotted          | <b>8083740</b> |
|                         | <b>PREFERENCE</b> | Aggregate nominal value: | <b>8083740</b> |

Currency: **AUD**

Prescribed particulars

**THE RIGHTS OF THE 8,083,740 "B" CUMULATIVE REDEEMABLE PREFERENCE SHARES OF AUD 1.00 EACH IN THE CAPITAL OF THE COMPANY (THE "B PREFERENCE SHARES") HAVE BEEN VARIED SUCH THAT: (A) THE COMPANY SHALL REDEEM ALL OF THE B PREFERENCE SHARES THEN IN ISSUE ON 1 FEBRUARY 2023 (RATHER THAN ON 1 FEBRUARY 2022); (B) THE PREFERENCE DIVIDEND ON EACH B PREFERENCE SHARE, WHICH IS DUE ON EACH OF 1 FEBRUARY 2022 AND 1 AUGUST 2022: (I) WILL NOT BECOME AUTOMATICALLY DUE AND PAYABLE ON THOSE DATES EVEN IF SUFFICIENT PROFITS ARE THEN AVAILABLE FOR DISTRIBUTION; AND (II) WILL NOT (AND NOR WILL ANY OTHER PREFERENCE DIVIDEND) BE REQUIRED TO BE PAID BY THE COMPANY PRIOR TO 1 FEBRUARY 2023; AND (C) NO HOLDER OF A B PREFERENCE SHARE WILL BE ENTITLED TO REQUIRE REDEMPTION OF ANY B PREFERENCE SHARE PRIOR TO 1 FEBRUARY 2023.**

|                         |                   |                          |                 |
|-------------------------|-------------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>C</b>          | Number allotted          | <b>66029949</b> |
|                         | <b>PREFERENCE</b> | Aggregate nominal value: | <b>66029949</b> |

Currency: **AUD**

Prescribed particulars

**THE RIGHTS OF THE 66,029,949 "C" CUMULATIVE REDEEMABLE PREFERENCE SHARES OF AUD 1.00 EACH IN THE CAPITAL OF THE COMPANY (THE "C PREFERENCE SHARES") HAVE BEEN VARIED SUCH THAT: (A) THE PREFERENCE DIVIDEND ON EACH C PREFERENCE SHARE, WHICH IS DUE ON EACH OF 1 FEBRUARY 2022 AND 1 AUGUST 2022: (I) WILL NOT BECOME AUTOMATICALLY DUE AND PAYABLE ON THOSE DATES EVEN IF SUFFICIENT PROFITS ARE THEN AVAILABLE FOR DISTRIBUTION; AND (II) WILL NOT (AND NOR WILL ANY OTHER PREFERENCE DIVIDEND) BE REQUIRED TO BE PAID BY THE COMPANY PRIOR TO 1 FEBRUARY 2023; AND (B) NO HOLDER OF A C PREFERENCE SHARE WILL BE ENTITLED TO REQUIRE REDEMPTION OF ANY C PREFERENCE SHARE PRIOR TO 1 FEBRUARY 2023.**

|                         |                 |                          |               |
|-------------------------|-----------------|--------------------------|---------------|
| <b>Class of Shares:</b> | <b>DEFERRED</b> | Number allotted          | <b>1</b>      |
| Currency:               | <b>USD</b>      | Aggregate nominal value: | <b>0.0048</b> |

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

|                         |                 |                          |                 |
|-------------------------|-----------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>DEFERRED</b> | Number allotted          | <b>50895110</b> |
| Currency:               | <b>USD</b>      | Aggregate nominal value: | <b>508951.1</b> |

Prescribed particulars

**1.1 THE DEFERRED SHARES CONFER THE RIGHT ON A RETURN OF CAPITAL ON A WINDING UP OR OTHERWISE ONLY TO THE REPAYMENT OF THE AMOUNTS PAID UP ON THE DEFERRED SHARES AFTER PAYMENT OF ALL AMOUNTS PAYABLE IN RELATION TO THE PREFERENCE SHARES AND THE SUM OF £1,000 BILLION ON EACH ORDINARY SHARE. THE DEFERRED SHARES DO NOT CONFER THE RIGHT TO BE PAID A DIVIDEND OR TO RECEIVE NOTICE OF OR TO ATTEND OR VOTE AT A GENERAL MEETING. THE BOARD MAY AT ANY TIME: 1.1.1 APPOINT A PERSON TO EXECUTE ON BEHALF OF EACH HOLDER OF DEFERRED SHARES AN INSTRUMENT OF TRANSFER FOR OR AN AGREEMENT TO TRANSFER (OR BOTH) ALL OR SOME OF THE DEFERRED SHARES, WITHOUT MAKING A PAYMENT TO THE HOLDER, TO SUCH PERSON AS THE BOARD MAY DECIDE, AS CUSTODIAN; AND 1.1.2 TO PURCHASE ALL OR SOME OF THE DEFERRED SHARES (SUBJECT TO THE PROVISIONS OF THE ACTS) FOR A PRICE OF USD 1.00 FOR ALL THE DEFERRED SHARES PURCHASED, WITHOUT OBTAINING THE SANCTION OF THE HOLDER. 1.2 PENDING THE TRANSFER OR PURCHASE THE COMPANY MAY RETAIN THE CERTIFICATES FOR THE DEFERRED SHARES. THE COMPANY MAY AT ITS OPTION (EXERCISABLE BY RESOLUTION OF THE BOARD) AT ANY TIME REDEEM ALL OR ANY OF THE DEFERRED SHARES THEN IN ISSUE FOR USD 1.00 FOR ALL THE DEFERRED SHARES REDEEMED WITHOUT NOTICE.**

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|-------------------------|-------------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>GBP</b>        | Number allotted          | <b>35000000</b> |
|                         | <b>PREFERENCE</b> | Aggregate nominal value: | <b>45314500</b> |

Currency: **USD**

Prescribed particulars

**2.1.1 HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO RECEIVE NOTICE OF BUT NOT TO ATTEND OR VOTE AT A SHAREHOLDER MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES THE CONSIDERATION OF A RESOLUTION FOR THE WINDING UP OR DISSOLUTION OF THE COMPANY OR A RESOLUTION DIRECTLY OR ADVERSELY VARYING ANY OF THE SPECIAL RIGHTS ATTACHING TO THE PREFERENCE SHARES.**

**2.1.2 IF A HOLDER OF A PREFERENCE SHARE IS ENTITLED TO ATTEND AND VOTE PURSUANT TO PARAGRAPH 2.1.1: (A) ON A SHOW OF HANDS, EACH HOLDER OF A PREFERENCE SHARE PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) BY REPRESENTATIVE AND ENTITLED TO VOTE AT THE MEETING HAS ONE VOTE; (B) ON A POLL, EACH HOLDER OF A PREFERENCE SHARE PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) BY REPRESENTATIVE AND ENTITLED TO VOTE AT THE MEETING, IS ENTITLED TO ONE VOTE FOR EACH PREFERENCE SHARE HELD; AND (C) EACH SUCH HOLDER OF A PREFERENCE SHARE SHALL BE AN ELIGIBLE MEMBER ENTITLED TO VOTE ON A WRITTEN RESOLUTION PURSUANT TO SECTION 289 OF THE ACT, PROVIDED THAT IF A HOLDER OF A PREFERENCE SHARE IS ENTITLED TO ATTEND AND VOTE AS A RESULT OF PARAGRAPH 2.1.1 ONLY, THAT HOLDER MAY VOTE ONLY IN RESPECT OF A RESOLUTION REFERRED TO IN PARAGRAPH 2.1.1.**

**2.2 DIVIDENDS 2.2.1 A FIXED, CUMULATIVE, PREFERENTIAL DIVIDEND SHALL ACCRUE ON EACH PREFERENCE SHARE ON A DAILY BASIS FROM THE ISSUE DATE AND SHALL COMPOUND SEMI-ANNUALLY ON 20 APRIL AND 20 OCTOBER IN EACH YEAR AT THE RATE PER ANNUM WHICH IS THE SUM OF THE APPLICABLE RATE AND THE MARGIN ON THE RELEVANT AMOUNT (THE "PREFERENCE DIVIDEND") ON THE BASIS OF A 360 DAY YEAR CONSISTING OF 12 (TWELVE) 30 DAY MONTHS AND THE NUMBER OF DAYS ELAPSED (EXCLUDING THE ISSUE DATE AND INCLUDING THE REDEMPTION DATE).**

**2.2.2 SUBJECT TO SUFFICIENT PROFITS BEING AVAILABLE FOR DISTRIBUTION, THE PREFERENCE DIVIDEND IS DUE AND PAYABLE AUTOMATICALLY ON 20 APRIL AND 20 OCTOBER IN EACH YEAR (EACH A "PREFERENCE DIVIDEND PAYMENT DATE") (AND IF ANY SUCH PREFERENCE DIVIDEND PAYMENT DATE IS NOT A BUSINESS DAY, ON THE NEXT BUSINESS DAY). FOR THE AVOIDANCE OF DOUBT, WHERE THE PREFERENCE DIVIDEND IS DUE AND PAYABLE IN RESPECT OF PREFERENCE SHARES WHICH ARE DUE TO BE REDEEMED ON A PARTICULAR PREFERENCE DIVIDEND PAYMENT DATE, SUCH PREFERENCE DIVIDEND SHALL BE PAID IMMEDIATELY PRIOR TO REDEMPTION.**

**2.2.3 SUBJECT TO SUFFICIENT PROFITS BEING AVAILABLE FOR DISTRIBUTION, ON EACH PREFERENCE DIVIDEND PAYMENT DATE, THE AMOUNT OF THE PREFERENCE DIVIDEND SHALL, WITHOUT ANY RESOLUTION OF THE DIRECTORS OR OF THE MEMBERS, BECOME A DEBT DUE FROM AND IMMEDIATELY PAYABLE BY THE COMPANY.**

**2.2.4 THE AMOUNT**

OF ANY PREFERENCE DIVIDEND THAT THE COMPANY IS UNABLE TO PAY IN FULL ON A PREFERENCE DIVIDEND PAYMENT DATE SHALL BE PAID BY THE COMPANY AS SOON AFTER THE PREFERENCE DIVIDEND PAYMENT DATE AS IT LAWFULLY CAN. 2.2.5 THE PREFERENCE SHARES AND EACH OTHER CLASS OF PREFERENCE SHARES SHALL RANK PARI PASSU WITH EACH OTHER AND IN PRIORITY TO ORDINARY SHARES IN RELATION TO DIVIDENDS, PROVIDED THAT A DIVIDEND IN RESPECT OF ORDINARY SHARES MAY BE DECLARED AND, HAVING BEEN DECLARED, MAY BE PAID UNLESS AT THE TIME OF SUCH DECLARATION OR PAYMENT A DIVIDEND ON ANY PREFERENCE SHARES OR ANY OTHER CLASS OF PREFERENCE SHARES HAS BECOME DUE AND PAYABLE BUT FOR ANY REASON REMAINS UNPAID. 2.3 RETURN OF CAPITAL 2.3.1 ON A RETURN OF CAPITAL ON WINDING UP OR OTHERWISE (BUT EXCLUDING ANY CONVERSION, REDENOMINATION, REDUCTION OF CAPITAL IN CONNECTION WITH REDENOMINATION, REDEMPTION OR PURCHASE BY THE COMPANY OF SHARES), THE COMPANY'S ASSETS AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE APPLIED, SUBJECT TO THE RIGHTS OF ANY OTHER CLASS OF SHARE, IN REPAYING TO THE HOLDER OF EACH PREFERENCE SHARE THE FOLLOWING AMOUNTS PARI PASSU WITH A REPAYMENT TO THE HOLDERS OF ANY OTHER CLASS OF PREFERENCE SHARES (WHETHER OR NOT REDEEMABLE) AND IN PRIORITY TO A REPAYMENT TO THE HOLDERS OF THE ORDINARY SHARES: (A) THE AMOUNT OF ANY ACCRUALS OF THE PREFERENCE DIVIDEND RELATING TO THE PREFERENCE SHARE,

|                  |          |                          |            |
|------------------|----------|--------------------------|------------|
| Class of Shares: | ORDINARY | Number allotted          | 737364691  |
| Currency:        | USD      | Aggregate nominal value: | 7373646.91 |

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

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### Statement of Capital (Totals)

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|           |     |                                |           |
|-----------|-----|--------------------------------|-----------|
| Currency: | AUD | Total number of shares:        | 74113689  |
|           |     | Total aggregate nominal value: | 74113689  |
|           |     | Total aggregate amount unpaid: | 0         |
| Currency: | USD | Total number of shares:        | 823259802 |

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Total aggregate nominal value: **53197098.0148**

Total aggregate amount **0**

unpaid:

## **Confirmation Statement**

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

# Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,  
Judicial Factor