

**Return of Allotment of Shares**Company Name: **FI HOLDINGS LIMITED**Company Number: **10628677**Received for filing in Electronic Format on the: **17/05/2022**

XB46ZW7F

Shares Allotted (including bonus shares)

| Date or period during which shares are allotted | From | To |
|--|-------------------|----|
| | 28/04/2022 | |

| | | | |
|-------------------------|-------------------|-----------------------------|--------------|
| Class of Shares: | D ORDINARY | Number allotted | 7675 |
| Currency: | GBP | Nominal value of each share | 0.001 |
| | | Amount paid: | 0.001 |
| | | Amount unpaid: | 0 |

No shares allotted other than for cash

Statement of Capital (Share Capital)

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|------------------|----------|--------------------------|---------|
| Class of Shares: | A | Number allotted | 335789 |
| | ORDINARY | Aggregate nominal value: | 335.789 |
| Currency: | GBP | | |

Prescribed particulars

VOTING RIGHTS: THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH AND, ON A POLL, HAVE ONE VOTE FOR EACH SUCH SHARE HELD BY THEM, SUBJECT TO THE BELOW. THE HOLDERS OF B ORDINARY SHARES SHALL HAVE 50.1% OF THE VOTING RIGHTS ATTACHING TO THE SHARES FOR SO LONG AS: (A) CHARLES ALEC CARROLL (FOUNDER) AND HIS PERMITTED TRANSFEREES HOLD IN AGGREGATE NOT LESS THAN 40% OF THE TOTAL ISSUED SHARE CAPITAL OF THE COMPANY; AND (B) THE FOUNDER IS THE MANAGING DIRECTOR OF THE CORPORATE GROUP TO WHICH THE COMPANY BELONGS. WHILST (A) AND (B) ABOVE APPLY, THE VOTING RIGHTS ATTACHING TO THE A ORDINARY SHARES SHALL BE REDUCED PRO RATA. DIVIDENDS: A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES SHALL RANK (PRO RATA) EQUALLY FOR ANY DIVIDEND DECLARED BY THE COMPANY. RETURN OF CAPITAL: IN THE EVENT OF A WINDING UP OF THE COMPANY, OR OTHER RETURN OF CAPITAL, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION TO SHAREHOLDERS AFTER PAYMENT OF ANY DEBTS WHICH HAVE BECOME DUE IN RELATION TO DIVIDENDS AND ALL OTHER DEBTS AND LIABILITIES OF THE COMPANY AND OF THE COSTS, CHARGES AND EXPENSES OF ANY SUCH WINDING UP SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: (A) FIRSTLY, AN AMOUNT EQUAL TO THE AGGREGATE NOMINAL VALUE OF THE A ORDINARY SHARES SHALL BE PAID TO THE HOLDERS OF THE A ORDINARY SHARES (PRO RATA TO THEIR RESPECTIVE HOLDINGS); (B) SECONDLY, AN AMOUNT EQUAL TO THE AGGREGATE NOMINAL VALUE OF THE B ORDINARY SHARES AND THE C ORDINARY SHARES SHALL BE PAID TO THE HOLDERS OF THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PRO RATA TO THEIR RESPECTIVE HOLDINGS); (C) THIRDLY, ANY BALANCE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES AND THE D ORDINARY SHARES AS IF THEY WERE ONE CLASS, IN PROPORTION TO THE AMOUNT THAT WAS PAID UP OR TREATED AS PAID UP ON EACH OF THOSE SHARES, BUT EXCLUDING ANY SHARE PREMIUM. REDEMPTION RIGHTS: THE A ORDINARY SHARES ARE NON—REDEEMABLE.

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| Class of Shares: | B | Number allotted | 205412 |
| | ORDINARY | Aggregate nominal value: | 205.412 |
| Currency: | GBP | | |

Prescribed particulars

VOTING RIGHTS: THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH AND, ON A POLL, HAVE ONE VOTE FOR EACH SUCH SHARE HELD BY THEM, SUBJECT TO THE BELOW. THE HOLDERS OF B ORDINARY SHARES SHALL HAVE 50.1% OF THE VOTING RIGHTS ATTACHING TO THE SHARES FOR SO LONG AS (A) CHARLES ALEC CARROLL (FOUNDER) AND HIS PERMITTED TRANSFEREES HOLD IN AGGREGATE NOT LESS THAN 40% OF THE TOTAL ISSUED SHARE CAPITAL OF THE COMPANY; AND (B) THE FOUNDER IS THE MANAGING DIRECTOR OF THE CORPORATE GROUP TO WHICH THE COMPANY BELONGS.

DIVIDENDS: ALL A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES SHALL RANK (PRO RATA) EQUALLY FOR ANY DIVIDEND DECLARED BY THE COMPANY.

RETURN OF CAPITAL: IN THE EVENT OF A WINDING UP OF THE COMPANY, OR OTHER RETURN OF CAPITAL, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION TO SHAREHOLDERS AFTER PAYMENT OF ANY DEBTS WHICH HAVE BECOME DUE IN RELATION TO DIVIDENDS AND ALL OTHER DEBTS AND LIABILITIES OF THE COMPANY AND OF THE COSTS, CHARGES AND EXPENSES OF ANY SUCH WINDING UP SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: (A) FIRSTLY, AN AMOUNT EQUAL TO THE AGGREGATE NOMINAL VALUE OF THE A ORDINARY SHARES SHALL BE PAID TO THE HOLDERS OF THE A ORDINARY SHARES (PRO RATA TO THEIR RESPECTIVE HOLDINGS); (B) SECONDLY, AN AMOUNT EQUAL TO THE AGGREGATE NOMINAL VALUE OF THE B ORDINARY SHARES AND THE C ORDINARY SHARES SHALL BE PAID TO THE HOLDERS OF THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PRO RATA TO THEIR RESPECTIVE HOLDINGS); C) THIRDLY, ANY BALANCE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES AND THE D ORDINARY SHARES AS IF THEY WERE ONE CLASS, IN PROPORTION TO THE AMOUNT THAT WAS PAID UP OR TREATED AS PAID UP ON EACH OF THOSE SHARES, BUT EXCLUDING ANY SHARE PREMIUM.

REDEMPTION RIGHTS: THE B ORDINARY SHARES ARE NON-REDEEMABLE.

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| Class of Shares: | C | Number allotted | 31378 |
| | ORDINARY | Aggregate nominal value: | 31.378 |
| Currency: | GBP | | |

VOTING RIGHTS: THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH AND, ON A POLL, HAVE ONE VOTE FOR EACH SUCH SHARE HELD BY THEM, SUBJECT TO THE BELOW THE HOLDERS OF B ORDINARY SHARES SHALL HAVE 50.1% OF THE VOTING RIGHTS ATTACHING TO THE SHARES FOR SO LONG AS: (A) CHARLES ALEC CARROLL (FOUNDER) AND HIS PERMITTED TRANSFEREES HOLD IN AGGREGATE NOT LESS THAN 40% OF THE TOTAL ISSUED SHARE CAPITAL OF THE COMPANY; AND (B) THE FOUNDER IS THE MANAGING DIRECTOR OF THE CORPORATE GROUP TO WHICH THE COMPANY BELONGS. WHILST (A) AND (B) ABOVE APPLY, THE VOTING RIGHTS ATTACHING TO THE C ORDINARY SHARES SHALL BE REDUCED PRO RATA. **DIVIDENDS:** A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES SHALL RANK (PRO RATA) EQUALLY FOR ANY DIVIDEND DECLARED BY THE COMPANY. **RETURN OF CAPITAL:** IN THE EVENT OF A WINDING UP OF THE COMPANY, OR OTHER RETURN OF CAPITAL, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION TO SHAREHOLDERS AFTER PAYMENT OF ANY DEBTS WHICH HAVE BECOME DUE IN RELATION TO DIVIDENDS AND ALL OTHER DEBTS AND LIABILITIES OF THE COMPANY AND OF THE COSTS, CHARGES AND EXPENSES OF ANY SUCH WINDING UP SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: (A) FIRSTLY, AN AMOUNT EQUAL TO THE AGGREGATE NOMINAL VALUE OF THE A ORDINARY SHARES SHALL BE PAID TO THE HOLDERS OF THE A ORDINARY SHARES (PRO RATA TO THEIR RESPECTIVE HOLDINGS); (B) SECONDLY, AN AMOUNT EQUAL TO THE AGGREGATE NOMINAL VALUE OF THE B ORDINARY SHARES AND THE C ORDINARY SHARES SHALL BE PAID TO THE HOLDERS OF THE B ORDINARY SHARES AND THE C ORDINARY (PRO RATA TO THEIR RESPECTIVE HOLDINGS); (C) THIRDLY, ANY BALANCE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY AND THE D ORDINARY SHARES AS IF THEY WERE ONE CLASS, IN PROPORTION TO THE AMOUNT THAT WAS PAID UP OR TREATED AS PAID UP ON EACH OF THOSE SHARES, BUT EXCLUDING ANY SHARE PREMIUM. **REDEMPTION RIGHTS:** THE C ORDINARY SHARES ARE NON—REDEEMABLE.

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| Class of Shares: | D | Number allotted | 233631 |
| | ORDINARY | Aggregate nominal value: | 233.631 |
| Currency: | GBP | | |

VOTING RIGHTS: THE HOLDERS OF D ORDINARY SHARES SHALL NOT HAVE ANY VOTING RIGHTS. DIVIDENDS: THE HOLDERS OF D ORDINARY SHARES ARE NOT ENTITLED TO RECEIVE ANY DIVIDEND. RETURN OF CAPITAL: IN THE EVENT OF A WINDING UP OF THE COMPANY, OR OTHER RETURN OF CAPITAL, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION TO SHAREHOLDERS AFTER PAYMENT OF ANY DEBTS WHICH HAVE BECOME DUE IN RELATION TO DIVIDENDS AND ALL OTHER DEBTS AND LIABILITIES OF THE COMPANY AND OF THE COSTS, CHARGES AND EXPENSES OF ANY SUCH WINDING UP SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: (A) FIRSTLY, AN AMOUNT EQUAL TO THE AGGREGATE NOMINAL VALUE OF THE A ORDINARY SHARES SHALL BE PAID TO THE HOLDERS OF THE A ORDINARY SHARES (PRO RATA TO THEIR RESPECTIVE HOLDINGS); (B) SECONDLY, AN AMOUNT EQUAL TO THE AGGREGATE NOMINAL VALUE OF THE B ORDINARY SHARES AND THE C ORDINARY SHARES SHALL BE PAID TO THE HOLDERS OF THE B ORDINARY SHARES AND THE C ORDINARY (PRO RATA TO THEIR RESPECTIVE HOLDINGS); (C) THIRDLY, ANY BALANCE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY AND THE D ORDINARY SHARES AS IF THEY WERE ONE CLASS, IN PROPORTION TO THE AMOUNT THAT WAS PAID UP OR TREATED AS PAID UP ON EACH OF THOSE SHARES, BUT EXCLUDING ANY SHARE PREMIUM. REDEMPTION RIGHTS: THE D ORDINARY SHARES ARE NON—REDEEMABLE.

Statement of Capital (Totals)

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| Currency: | GBP | Total number of shares: | 806210 |
| | | Total aggregate nominal value: | 806.21 |
| | | 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.



Companies House

COMPANY NAME: FI HOLDINGS LIMITED

COMPANY NUMBER: 10628677

A second filed SH01 was registered on 27/05/2022.