

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online.

Please go to 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 subscription formation of the company or for an allotment of a new class of shares by an unlimited company

TUESDAY



A31 03/04/2012 #290
COMPANIES HOUSE

1 Company details

Company number 0 7 1 2 3 9 3 4

Company name in full Funding Circle 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 Allotment dates ¹

From Date 2 8 0 3 2 0 1 2
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 ²	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
Series B Preferred Shares		301,589	£0.10	£31.50	Nil

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)

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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)
Ordinary	£0.10	Nil	500,000	£ 50000 00
Ordinary	£2 72	Nil	242,720	£ 24272 00
Series A Preferred	£8.75	Nil	285,713	£ 28571 30
Series B Preferred	£31 50	Nil	301,589	£ 30158 90
Totals			1330022	£ 133002 20

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				
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)
Totals				

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)
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	
Total aggregate nominal value (4)	

4 Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc

1 Including both the nominal value and any share premium

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

Continuation Pages

Please use a Statement of Capital continuation page if necessary

2 Total number of issued shares in this class

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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 Shares
Prescribed particulars 1	<p>a) Each Ordinary Share is entitled to one vote in any circumstances</p> <p>b) Equal rights to receive dividends other than the Preference Dividend.</p> <p>c) On a distribution of assets on a liquidation or a return of capital, the surplus assets of the Company shall be distributed as follows: (continued on first continuation sheet)</p>
Class of share	Series A Preferred Shares
Prescribed particulars 1	<p>a) The Series A Preferred Shares shall carry the right to one vote per share unless, at the relevant time, the issued and outstanding Series A Preferred Shares are convertible into a greater number of Ordinary Shares or the holders of the Series A Preferred Shares are entitled to Series A Anti-Dilution Shares pursuant to Article 10 of the articles of association of the Company ("Article 10") which have not yet been issued, in which case, each holder of Series A Preferred Shares shall be entitled (continued on second continuation sheet).</p>
Class of share	Series B Preferred Shares
Prescribed particulars 1	<p>a) The Series B Preferred Shares shall carry the right to one vote per share unless, at the relevant time, the issued and outstanding Series B Preferred Shares are convertible into a greater number of Ordinary Shares or the holders of the Series B Preferred Shares are entitled to Series B Anti-Dilution Shares pursuant to Article 10 which have not yet been issued, in which case, each holder of Series B Preferred Shares shall be entitled (continued on third continuation sheet).</p>

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

This form may be signed by
Director 2 Secretary, Person authorised 3 Administrator, Administrative receiver,
Receiver, Receiver manager, CIC manager

X

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	Jenny Reid
Company name	Osborne Clarke
Address	1 London Wall
London	
Post town	
County/Region	
Postcode	E C 2 Y 5 E B
Country	
DX	DX 466 LDE
Telephone	+44 (0) 20 7105 7000
	Checklist
We may return forms completed incorrectly or with information missing.	
Please make sure you have remembered the following:	
<input type="checkbox"/> The company name and number match the information held on the public Register	
<input type="checkbox"/> You have shown the date(s) of allotment in section 2	
<input type="checkbox"/> You have completed all appropriate share details in section 3	
<input type="checkbox"/> You have completed the appropriate sections of the Statement of Capital	
<input type="checkbox"/> 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 or email enquiries@companieshouse.gov.uk	
This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares	
Prescribed particulars	<p>i) first, each Series A Preferred Share shall attract an amount equivalent to £8.75 plus an amount equal to the Preference Dividend, plus arrears and each Series B Preferred Share shall attract an amount equivalent to £31.50 plus arrears, on a pari passu basis,</p> <p>ii) second, in paying to any holders of Deferred Shares a total of £1 for the entire class of Deferred Shares, and</p> <p>iii) the balance to be distributed amongst holders of Ordinary Shares, Series A Preferred Shares and Series B Preferred Shares pari passu and pro rata to their shareholding.</p> <p>d) No right to redemption</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Series A Preferred Shares	
Prescribed particulars	<p>(in respect of the Series A Preferred Shares held) to exercise such number of votes as is equal to the number of Ordinary Shares of which he would be the holder assuming (a) he had been issued the maximum number of Series A Anti-Dilution Shares to which he is or was entitled to pursuant to Article 10, and (b) all of the Series A Preferred Shares of which he is (or would be, including any Series A Anti-Dilution Shares he is entitled to pursuant to Article 10) the holder were converted into Ordinary Shares at the then applicable Conversion Rate</p> <p>b) Each Series A Preferred Share has the right to receive a fixed cumulative cash preferential dividend (the "Preference Dividend") at the annual rate of 8% of £8 75.</p> <p>Equal rights to receive dividends other than the Preference Dividend.</p> <p>c) On a distribution of assets on a liquidation or a return of capital, the surplus assets of the Company shall be distributed as follows:</p> <p>i) first, each Series A Preferred Share shall attract an amount equivalent to £8 75 plus an amount equal to the Preference Dividend, plus arrears and each Series B Preferred Share shall attract an amount equivalent to £31.50 plus arrears, on a pari passu basis;</p> <p>ii) second, in paying to any holders of Deferred Shares a total of £1 for the entire class of Deferred Shares; and</p> <p>iii) the balance to be distributed amongst holders of Ordinary Shares, Series A Preferred Shares and Series B Preferred Shares pari passu and pro rata to their shareholding.</p> <p>d) No right to redemption.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Series B Preferred Shares	
Prescribed particulars	<p>(in respect of the Series B Preferred Shares held) to exercise such number of votes as is equal to the number of Ordinary Shares of which he would be the holder assuming (a) he had been issued the maximum number of Series B Anti-Dilution Shares to which he is or was entitled to pursuant to Article 10, and (b) all of the Series B Preferred Shares of which he is (or would be, including any Series B Anti-Dilution Shares he is entitled to pursuant to Article 10) the holder were converted into Ordinary Shares at the then applicable Conversion Rate</p> <p>b) Equal right to receive dividends other than the Preference Dividend</p> <p>c) On a distribution of assets on a liquidation or a return of capital, the surplus assets of the Company shall be distributed as follows:</p> <p>i) first, each Series A Preferred Share shall attract an amount equivalent to £8.75 plus an amount equal to the Preference Dividend, plus arrears and each Series B Preferred Share shall attract an amount equivalent to £31.50 plus arrears, on a pari passu basis;</p> <p>ii) second, in paying to any holders of Deferred Shares a total of £1 for the entire class of Deferred Shares; and</p> <p>iii) the balance to be distributed amongst holders of Ordinary Shares, Series A Preferred Shares and Series B Preferred Shares pari passu and pro rata to their shareholding.</p> <p>d) No right to redemption</p>	