

SH01

Return of allotment of shares



Companies House

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
on formation of the company
for an allotment of a new class of
shares by an unlimited company.

WEDNESDAY



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24/12/2014

#482

COMPANIES HOUSE

1 Company details

Company number 0 7 1 2 3 9 3 4

Company name in full Funding Circle Holdings 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

From Date ^d0 ^d2 ^m0 ^m7 ^y2 ^y0 ^y1 ^y4
To Date ^d2 ^d0 ^m1 ^m1 ^y2 ^y0 ^y1 ^y4

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
Ordinary Shares	Sterling	12,648	£2.72	34,402.56	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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
As per continuation sheet(s)				£
				£
				£
				£
Totals				£

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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 ❹	

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

❶ Including both the nominal value and any share premium.

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

❸ Total number of issued shares in this class.

Continuation Pages
Please use a Statement of Capital continuation page if necessary.


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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 .	<p>Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary.</p>
Class of share	Ordinary Shares	
Prescribed particulars ①	Please see continuation page	
Class of share	Series A Preferred Shares	
Prescribed particulars ①	Please see continuation page	
Class of share	Series B Preferred Shares	
Prescribed particulars ①	Please see continuation page	

8 Signature

	I am signing this form on behalf of the company.	<p>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.</p> <p>Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>
Signature	<p>Signature</p> <p>X  X</p>	
	<p>This form may be signed by:</p> <p>Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p>	

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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 **Simone Bryant**

Company name **Funding Circle Limited**

Address **3 Dorset Rise**

Post town **London**

County/Region

Postcode **E C 4 Y 8 E N**

Country **UK**

DX

Telephone **02036672268**

**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 appropriate sections of the Statement of Capital.
- ☐ 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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Statement of capital

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

Currency		Sterling		
Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary	£0.10	nil	412,684	41,268.40
Ordinary	£2.72	nil	245,552	24,555.20
Ordinary	£77.27	nil	60,872	6,087.20
Ordinary	£3.20	nil	452	45.20
Ordinary	£3.10	nil	1,835	183.50
Ordinary	£7.61	nil	38	3.80
Series A Preferred Shares	£8.75	nil	285,713	28,571.30
Series B Preferred Shares	£31.50	nil	316,199	31,619.90
Series C Preferred Shares	£77.27	nil	266,120	26,612.00
Series C Preferred Shares	£0.10	nil	43,587	4,358.70
Series C Preferred Shares	£2.72	nil	16,527	1,652.70
Series D Preferred Shares	£185.79	nil	188,869	18,887
Totals			1,838,448	183844.80

❶ Including both the nominal value and any share premium.

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

❸ Total number of issued shares in this class.

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares	
Prescribed particulars	<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: 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; II) SECOND, IN PAYING TO ANY HOLDERS OF DEFERRED SHARES A TOTAL OF £1 FOR THE ENTIRE CLASS OF DEFERRED SHARES; AND 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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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Series A Preferred Shares	
Prescribed particulars	<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 WHICH HAVE NOT YET BEEN ISSUED, IN WHICH CASE, EACH HOLDER OF SERIES A PREFERRED SHARES SHALL BE ENTITLED (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; AND</p> <p>(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) THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE THEN APPLICABLE CONVERSION RATE. 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. 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: 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; II) SECOND, IN PAYING TO ANY HOLDERS OF DEFERRED SHARES A TOTAL OF £1 FOR THE ENTIRE CLASS OF DEFERRED SHARES; AND 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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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Series B Preferred Shares	
Prescribed particulars	<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 WHICH HAVE NOT YET BEEN ISSUED, IN WHICH CASE, EACH HOLDER OF SERIES B PREFERRED SHARES SHALL BE ENTITLED (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; AND</p> <p>(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) THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE THEN APPLICABLE CONVERSION RATE. 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: 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; II) SECOND, IN PAYING TO ANY HOLDERS OF DEFERRED SHARES A TOTAL OF £1 FOR THE ENTIRE CLASS OF DEFERRED SHARES; AND 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 C Preferred Shares	
Prescribed particulars	<p>A)THE SERIES C PREFERRED SHARES SHALL CARRY THE RIGHT TO ONE VOTE PER SHARE UNLESS, AT THE RELEVANT TIME, THE ISSUED AND OUTSTANDING SERIES C PREFERRED SHARES ARE CONVERTIBLE INTO A GREATER NUMBER OF ORDINARY SHARES OR THE HOLDERS OF THE SERIES C PREFERRED SHARES ARE ENTITLED TO SERIES C ANTI-DILUTION SHARES WHICH HAVE NOT YET BEEN ISSUED, IN WHICH CASE, EACH HOLDER OF SERIES C PREFERRED SHARES SHALL BE ENTITLED (IN RESPECT OF THE SERIES C 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 C ANTI-DILUTION SHARES TO WHICH HE IS OR WAS ENTITLED TO; AND</p> <p>(B) ALL OF THE SERIES C PREFERRED SHARES OF WHICH HE IS (OR WOULD BE, INCLUDING ANY SERIES C ANTI-DILUTION SHARES HE IS ENTITLED TO) THE HOLDER WERE CONVERTED INTO ORDINARY SHARES AT THE THEN APPLICABLE CONVERSION RATE 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: I) FIRST (ON A PARI PASSU BASIS): EACH SERIES C PREFERRED SHARE SHALL ATTRACT AN AMOUNT EQUIVALENT TO £77.27 PLUS ARREARS; EACH SERIES B PREFERRED SHARE SHALL ATTRACT AN AMOUNT EQUIVALENT TO £31.50 PLUS ARREARS; EACH SERIES A PREFERRED SHARE SHALL ATTRACT AN AMOUNT EQUIVALENT TO £8.75 PLUS ARREARS; AND AN AMOUNT EQUAL TO THE PREFERENCE DIVIDEND SHALL BE PAID TO THE HOLDERS OF SERIES A PREFERRED SHARES; II) SECOND, IN PAYING TO ANY HOLDERS OF DEFERRED SHARES A TOTAL OF £1 FOR THE ENTIRE CLASS OF DEFERRED SHARES; AND III) THE BALANCE TO BE DISTRIBUTED AMONGST HOLDERS OF ORDINARY SHARES, SERIES A PREFERRED SHARES, SERIES B PREFERRED SHARES AND SERIES C 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 D Preferred Shares	
Prescribed particulars	<p>THE SERIES D PREFERRED SHARES HAVE ATTACHED TO THEM:</p> <p>A) FULL VOTING RIGHTS;</p> <p>B) EQUAL RIGHTS TO RECEIVE DIVIDEND OTHER THAN THE PREFERENCE DIVIDEND;</p> <p>C) PREFERENCE ON DISTRIBUTION OF CAPITAL TO ANY OTHER CLASS OF SHARE FOR AN AMOUNT EQUIVALENT TO £185.79 PER SERIES D PREFERRED SHARES PLUS ARREARS;</p> <p>D) NO REDEMPTION RIGHTS</p>	