

SH01

Return of allotment of shares

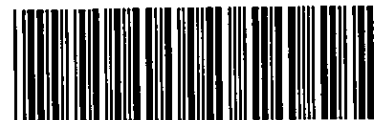


You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

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

WEDNESDAY



A23 16/10/2013 #164
COMPANIES HOUSE

1 Company details

Company number 07123934

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

From Date d 1 d 3 m 0 m 9 y 2 y 0 y 1 y 3

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

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	£	4,585	£0.10	£2.72	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	247,305	£ 24730 50
Series A Preferred	£8 75	Nil	285,713	£ 28571 30
Series B Preferred	£31 50	Nil	317,463	£ 31746 30
Totals			1350481	£ 135048 10

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

³ E.g. Number of shares issued multiplied by
nominal value of each share

² Total number of issued shares in this class

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

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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	Please see continuation sheet
Class of share	Series A Preferred Shares
Prescribed particulars 1	Please see continuation sheet
Class of share	Series B Preferred Shares
Prescribed particulars 1	Please see continuation sheet

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

×  ×

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

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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 7440



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 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 NR 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>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</p> <p>i) first (on a pari passu basis) 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,</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>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 (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</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 Equal rights to receive dividends other than the Preference Dividend</p> <p>There shall be no accrual of the Preference Dividend in respect of the period following 13 September 2013</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 (on a pari passu basis) 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,</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>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, 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) 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 (on a pari passu basis) 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,</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>	