

SH01

Return of allotment of shares



Companies House



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☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is for**
You cannot use this form to give
notice of shares allotted following
formation of the company or for an allotment
of shares by an unlimited company.

WEDNESDAY



A77JDZ81
A22 06/06/2018 #245
COMPANIES HOUSE

Please
house

1 Company details

Company number 0 3 1 9 4 4 7 6

Company name in full CHARLES TAYLOR PLC

→ **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 ¹

From Date d 0 8 m 0 5 y 2 0 y 1 8

To Date d 3 1 m 0 5 y 2 0 y 1 8

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.

Currency ²	Class of shares (E.g. Ordinary/Preference etc.)	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
GBP	ORDINARY	6,770,800	0.01	2.600	0.00
GBP	ORDINARY	940,201*	0.01	2.697*	0.00
GBP	ORDINARY	34,761	0.01	1.692991	0.00

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)

* VALUATION REPORT ATTACHED

Shares allotted

② Currency

If currency details are not completed we will assume currency is in pound sterling.

[illegible]

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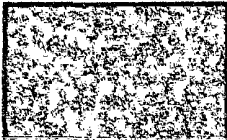
4

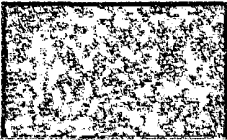
Statement of capital

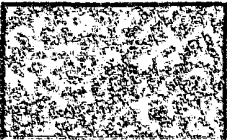
Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	ORDINARY	77,227,747	772,277.47	
Totals		77,227,747	772,277.47	0.00

Currency table B				
				
Totals				

Currency table C				
				
Totals				

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
	77,227,747	772,277.47	0.00

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

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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 share capital tables in **Section 4**.

Class of share

ORDINARY

Prescribed particulars
1

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.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Class of share

Prescribed particulars
1

Class of share

Prescribed particulars
1


6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X  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.

This form may be signed by:

~~Director~~ 2 Secretary, ~~Person authorised~~ 3 Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	ORDINARY	
Prescribed particulars	<p>Subject to the CA 2006 relating to authority, pre-emption rights and otherwise and of any resolution of in general meeting passed pursuant thereto, all unissued shares shall be at the disposal of the directors and they may allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper. Subject to the CA 2006 and without prejudice to any rights or privileges attached to any class of shares forming part of the capital for the time being, issue any share with such preferred, deferred or other special rights or privileges, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the directors may determine; subject to the CA 2006 and without prejudice to any rights or privileges attached to any class forming part of the capital for the time being, issue shares of any class which are to be redeemed or are liable to be redeemed at the option of the holder or on such terms and in such manner by special resolution determine; subject to and in accordance with the CA 2006, purchase, or enter into a contract under which it will or may purchase, any of its own shares of any class (including redeemable shares) at any price (whether at par or above or below par) and any shares to be so purchased may be selected in any matter whatsoever but so that if there shall be in issue any shares which are admitted to the official list of the UK Listing Authority and which are convertible into equity share capital shall not purchase, or enter into a contract under which it will or may purchase, such equity shares unless either: (A) the terms of issue of such convertible shares include provisions permitting to purchase its own equity shares or providing for adjustment to the conversion terms upon such a purchase; or (B) the purchase, or the contract, has first been approved by a special resolution passed at a separate meeting of the holders of such convertible shares. Exercise all powers conferred or permitted by the 2006 Act of paying commission or brokerage. Subject to CA 2006, commission or brokerage may be satisfied by the payment of cash or the allotment of fully or partly paid shares or the grant of an option to call for an allotment of shares or by any combination of these methods. Except as required by law or as provided by these articles, shall not be bound by or recognize any trust upon which a share is held or any interest in a share except the absolute right of the registered holder to the entirety thereof. The directors may at any time after the allotment of a share but before a person has been entered in the register as the holder of the share recognise a renunciation of the share by the allottee in favour of another person and may grant to an allottee a right to effect a renunciation on the terms and conditions it thinks fit. Variation of rights. Subject to CA 2006, the rights attached to a class of shares may be varied whether or not it is being wound up in such manner (if any) as may be provided by those rights, or in the absence of provision, either with the consent in writing of the holders of at least three-fourths of the nominal amount of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class validly held in accordance with the article , but not otherwise . The rights attached to a class of shares are not, unless otherwise expressly provided in the rights attaching to those shares, deemed to be varied by:</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	ORDINARY	
Prescribed particulars	The creation, allotment or issue of further shares ranking pari passu with or subsequent to them; or by the purchase or redemption by its own shares in accordance with CA 2006 and article 6(3); or resolving that a class of shares shall become, or the operator of the relevant system permitting such class of shares to be, a participating security.	

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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	JOANNA SMITH									
Company name	CHARLES TAYLOR PLC									
Address	THE MINSTER BUILDING									
21 MINCING LANE										
Post town	LONDON									
County/Region										
Postcode	E	C	3	R		7	A	G		
Country										
DX										
Telephone	020 3320 2234									

**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 relevant 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse



INDEPENDENT ACCOUNTANTS' REPORT TO CHARLES TAYLOR PLC FOR THE PURPOSES OF SECTION 593 OF THE COMPANIES ACT 2006

This report is made solely to Charles Taylor plc ("the Company") for the purposes of Section 593 of the Companies Act 2006. Our work has been undertaken so that we might state to the Company those matters that we are required to state to it in an accountants' report under that section and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the opinions that we have formed.

Charles Taylor InsureTech Ltd (UK) and Charles Taylor Insurance Services Ltd (UK), two wholly owned subsidiaries of the Company, are pursuing a transaction that will involve them acquiring:

- a) the shares of Inworx Argentina S.A., Softseg S.A. and Inworx Peru SAC; and
- b) the trade and assets of Inworx S.A. de CV, Inworx IT Solutions LLC and Inworx S.A. (collectively referred to as "Inworx").

The purchase consideration for the acquisition of Inworx will comprise the payment of cash (\$19 million payable upfront and deferred consideration estimated to be \$21 million payable over four years following completion of the acquisition) and the allotment of 940,201 ordinary shares in the Company. These shares with a nominal value of 1 pence each and to be issued at a premium of 268.7 pence per share will represent in aggregate a value of 269.7 pence per share and a total value for the shares to be allotted as purchase consideration of \$3.5 million. The entire nominal value and share premium is to be treated as fully paid up capital by the consideration.

We report on the value of the consideration to be received by Charles Taylor InsureTech Ltd (UK) and Charles Taylor Insurance Services Ltd (UK), in exchange for the allotment of the ordinary shares in the Company, to the selling shareholders of Inworx.

Basis of Opinion

The valuation methodology used by the Company to assess the fair value of the consideration received in exchange for the allotment of shares in the Company was primarily based on the Capitalised Earnings Approach. We relied on these workings and other information provided by the Company in performing our work. In particular, we considered the total fair value of the assets received in exchange for the total purchase consideration as at 1 May 2018 in order to arrive at our opinion.

Opinion

In our opinion, the value of the consideration received in exchange for the allotment of shares in the Company is not less than the aggregate nominal value and any premium on each of the shares, which are to be treated as fully paid up by the consideration.

BDO LLP

BDO LLP
8 May 2018