

SH01

Return of allotment of shares

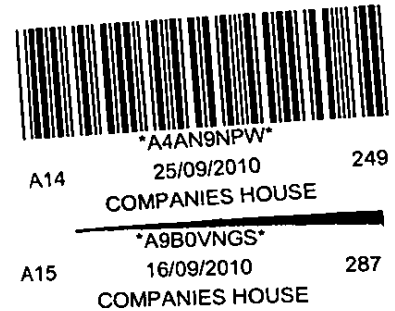


You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

☒ **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 subsc
on formation of the company o
for an allotment of a new class
shares by an unlimited company

THI SATURDAY



1 Company details

Company number 5 5 6 4 4 3 9
Company name in full MERLIN CLAIMS SERVICES 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 1 5 0 9 2 0 1 0
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

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)	Amount (if any) unpaid (including share premium)
B3 ORDINARY SHARES	GBP	224,490,000	£0 00001	£2 25	

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

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
A1 ORDINARY	£1 00		1,103,692	£ 1,103,692
A2 ORDINARY	£0 00000001		8,690,000,000	£ 86 90
B1 ORDINARY	£1 00		245,000	£ 245,000
B2 ORDINARY	£0 00000001		2,310,000,000	£ 23 10
Totals			Continued on	£ cont sheet 1

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 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 11,234,838,692

Total aggregate nominal value ④ £1,348,804 34

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

③ Total number of issued shares in this class

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

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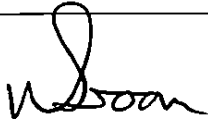
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Statement of capital (Prescribed particulars of rights attached to shares)

	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	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
Class of share	A1 ORDINARY SHARES OF £1 00	
Prescribed particulars 1	Voting Rights One vote for each A1 Ordinary Share held Dividends Available Profits resolved by the Board (with Lead Investor Consent) to be distributed shall be distributed amongst holders of A Ordinary Shares and B Ordinary Shares pari passu as if they were one class of share pro rata according to the number of shares held by each such holder (Please see continuation sheet Cont A1)	
Class of share	A2 ORDINARY SHARES OF £0 000001	
Prescribed particulars 1	Voting Rights One vote for each A2 Ordinary Share held Dividends Available Profits resolved by the Board (with Lead Investor Consent) to be distributed shall be distributed amongst holders of A Ordinary Shares and B Ordinary Shares pari passu as if they were one class of share pro rata according to the number of shares held by each such holder (Please see continuation sheet Cont A2)	
Class of share	B1 ORDINARY SHARES OF £1 00	
Prescribed particulars 1	Voting Rights One vote for each B1 Ordinary Share held Dividends Available Profits resolved by the Board (with Lead Investor Consent) to be distributed shall be distributed amongst holders of A Ordinary Shares and B Ordinary Shares pari passu as if they were one class of share pro rata according to the number of shares held by each such holder (Please see continuation sheet Cont B1 for remaining share rights)	

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Signature

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

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Cont A1 Ordinary Shares	
Prescribed particulars	<p>provided that, should the Board (having obtained Lead Investor Consent) so determine, the Preference Shares may also be entitled to participate in any dividend payment on a pro rata basis once the aggregate of the dividends paid on all of the A Ordinary Shares and B Ordinary Shares then in issue in any given financial year of the Company exceeds £1,000,000</p> <p>Rights to Capital On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be distributed to the holders of A1 Ordinary Shares only after payments of £1 00 per Preference Share held by each such holder have been made after which the balance of such surplus assets shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of shares) pro rata according to the number of A Ordinary Shares and B Ordinary Shares held by each such holder</p> <p>Redemption The A1 Ordinary Shares are not redeemable</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Cont A2 Ordinary Shares	
Prescribed particulars	<p>provided that, should the Board (having obtained Lead Investor Consent) so determine, the Preference Shares may also be entitled to participate in any dividend payment on a pro rata basis once the aggregate of the dividends paid on all of the A Ordinary Shares and B Ordinary Shares then in issue in any given financial year of the Company exceeds £1,000,000</p> <p>Rights to Capital</p> <p>On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be distributed to the holders of A2 Ordinary Shares only after payments of £1 00 per Preference Share held by each such holder have been made after which the balance of such surplus assets shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of shares) pro rata according to the number of A Ordinary Shares and B Ordinary Shares held by each such holder</p> <p>Redemption</p> <p>The A2 Ordinary Shares are not redeemable</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Cont B1 Ordinary Shares	
Prescribed particulars	<p>provided that, should the Board (having obtained Lead Investor Consent) so determine, the Preference Shares may also be entitled to participate in any dividend payment on a pro rata basis once the aggregate of the dividends paid on all of the A Ordinary Shares and B Ordinary Shares then in issue in any given financial year of the Company exceeds £1,000,000</p> <p>Rights to Capital On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be distributed to the holders of B1 Ordinary Shares only after payments of £1 00 per Preference Share held by each such holder have been made after which the balance of such surplus assets shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of shares) pro rata according to the number of A Ordinary Shares and B Ordinary Shares held by each such holder</p> <p>Redemption The B1 Ordinary Shares are not redeemable</p> <p>B2 ORDINARY SHARES OF £0 00000001</p> <p>Voting Rights One vote for each B2 Ordinary Share held</p> <p>Dividends Available Profits resolved by the Board (with Lead Investor Consent) to be distributed shall be distributed amongst holders of A Ordinary Shares and B Ordinary Shares pari passu as if they were one class of share pro rata according to the number of shares held by each such holder provided that, should the Board (having obtained Lead Investor Consent) so determine, the Preference Shares may also be entitled to participate in any dividend payment on a pro rata basis once the aggregate of the dividends paid on all of the A Ordinary Shares and B Ordinary Shares then in issue in any given financial year of the Company exceeds £1,000,000</p> <p>Rights to Capital On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be distributed to the holders of B2 Ordinary Shares only after payments of £1 00 per Preference Share held by each such holder</p> <p>(Please see continuation sheet Cont B2 for remaining B2 share rights, Preference Share rights and B3 share rights)</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Cont B2 Ordinary Shares	
Prescribed particulars	<p>have been made after which the balance of such surplus assets shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of shares) pro rata according to the number of A Ordinary Shares and B Ordinary Shares held by each such holder</p> <p>Redemption The B2 Ordinary Shares are not redeemable</p> <p>PREFERENCE SHARES OF £0 00000001</p> <p>Voting Rights The Preference Shares shall entitle the holders to receive notice of and to attend and speak but not vote at any general meeting of the Company and a member who holds Preference Shares shall not count as a qualifying person for the purposes of section 318 of the Companies Act 2006</p> <p>Dividends Should the Board (having obtained Lead Investor Consent) so determine, the Preference Shares may be entitled to participate in any dividend payment on a pro rata basis once the aggregate of the dividends paid on all of the A Ordinary Shares and B Ordinary Shares then in issue in any given financial year of the Company exceeds £1,000,000</p> <p>Rights to Capital On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be distributed in paying to the holders of the Preference Shares £1 00 per Preference Share held by each such holder in priority to any payments to be made to the holders of A Ordinary Shares or B Ordinary Shares</p> <p>Redemption The Preference Shares are not redeemable</p> <p>B3 ORDINARY SHARES</p> <p>Voting Rights The B3 Ordinary Shares are non-voting</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Cont B3 ORDINARY SHARES	
Prescribed particulars	<p>Dividends Available Profits resolved by the Board (with Lead Investor Consent) to be distributed shall be distributed amongst holders of A Ordinary Shares and B Ordinary Shares pari passu as if they were one class of share pro rata according to the number of shares held by each such holder provided that, should the Board (having obtained Lead Investor Consent) so determine, the Preference Shares may also be entitled to participate in any dividend payment on a pro rata basis once the aggregate of the dividends paid on all of the A Ordinary Shares and B Ordinary Shares then in issue in any given financial year of the Company exceeds £1,000,000</p> <p>Rights to capital On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be distributed to the holders of B2 Ordinary Shares only after payments of £1 00 per Preference Share held by each such holder have been made after which the balance of such surplus assets shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of shares) pro rata according to the number of A Ordinary Shares and B Ordinary Shares held by each such holder</p> <p>Redemption The B3 Ordinary Shares are not redeemable</p> <p>GENERAL The above comprises a summary and the full provisions of the Articles prevail and reflect the definitive position The Articles also contain provisions dealing, inter alios, with variations of class rights, transfers, tag along rights and come along rights</p> <p>DEFINITIONS Terms shall have the meanings as set out in the Articles</p>	

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

GBP

- ➊ Including both the nominal value and any share premium
- ➋ Total number of issued shares in this class
- ➌ E.g. Number of shares issued multiplied by nominal value of each share

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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 **TARA MANTON**

Company name **HAMMONDS LLP**

Address **7 DEVONSHIRE SQUARE**

Post town **LONDON**

County/Region

Postcode **E C 2 M 4 Y H**

Country

DX **136546 BISHOPSGATE 2**

Telephone **0207 655 1208**

**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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
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