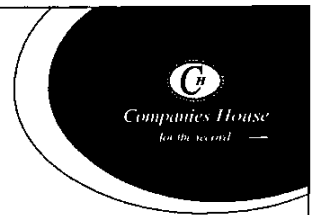


SH01

Return of allotment of shares

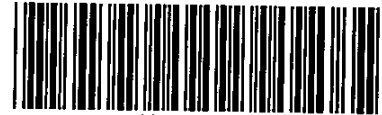


You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **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
notice of shares taken by
on formation of the comp
for an allotment of a new
shares by an unlimited co

THURSDAY



A30 *A11D91DF* 26/01/2012 #55
COMPANIES HOUSE

1 Company details

Company number 07064312

Company name in full esure Group 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 ¹

From Date d 2 d 1 m 1 m 2 y 2 y 0 y 1 y 1
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
B Ordinary	British pounds	70,462	£0 01	£0 01	-

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)

SH01

Return of allotment of shares

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
Please see continuation page				£
				£
				£
				£
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 ❸

❸ 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

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

British pounds

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

SH01

Return of allotment of shares

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

Please see continuation page

Prescribed particulars

①

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

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

Susan Macdonald

X

This form may be signed by
Director ②, Secretary, Person authorised ②, 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

SH01 - continuation page
Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary	
Prescribed particulars	<p>The shares have attached to them full voting rights, dividend rights of any further profits available after the payments to the Priority Return Shareholders pro-rata to the paid up amount upon each such share held provided that (before a listing, sale or liquidation) any profits distributed in respect of these shares shall be allocated amongst the holders of these shares at 30% of sum available to the A Shareholders pro-rata to the number of A Ordinary Shares held by each A Shareholder save that should the bad leaver provision apply such that certain A Ordinary Shares are not entitled to receive any profits then such profits that would otherwise be distributed to the holders of such A Ordinary Shares but for that provision shall be distributed amongst the other holders of A Ordinary Shares, return of capital rights of any further amounts available after payments to the priority Return Shareholders pro-rata to the paid up amount upon each such share held provided that (before a listing, sale or liquidation) any profits distributed in respect of these shares shall be allocated amongst the holders of these shares at 30% of sum available to the A Shareholders pro-rata to the number of A Ordinary Shares held by each A Shareholder save that should the bad leaver provision apply such that certain A Ordinary Shares are not entitled to receive any profits then such profits that would otherwise be distributed to the holders of such A Ordinary Shares but for that provision shall be distributed amongst the other holders of A Ordinary Shares, they do not confer any rights of redemption</p>	

SH01 - continuation page
Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B Ordinary	
Prescribed particulars	<p>The shares have attached to them full voting rights, dividend rights of any further profits available after the payments to the Priority Return Shareholders pro-rata to the paid up amount upon each such share held provided that (before a listing, sale or liquidation) any profits distributed in respect of these shares shall be allocated amongst the holders of these shares at 10% of sum available to the B Shareholders pro-rata to the number of a Ordinary Shares held by each B Shareholder, return of capital rights of any further amounts available after payments to the Priority Return Shareholders pro-rata to the paid up amount upon each such share held provided that (before a listing, sale or liquidation) any profits distributed in respect of these shares shall be allocated amongst the holders of these shares at 10% of sum available to the B Shareholders pro-rata to the number of B Ordinary Shares held by each B Shareholder, they do not confer any rights of redemption</p>	

SH01 - continuation page
Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	C Ordinary
Prescribed particulars	<p>The shares have attached to them full voting rights, dividend rights of any further profits available after the payments to the Priority Return Shareholders pro-rata to the paid up amount upon each such share held provided that (before a listing, sale or liquidation) any profits distributed in respect of these shares shall be allocated amongst the holders of these shares at 60% of sum available to the C Shareholders pro-rata to the number of C Ordinary Shares held by each C Shareholder, return of capital rights of any further amounts available after payments to the Priority Return Shareholders pro-rata to the paid up amount upon each such share held provided that (before a listing, sale or liquidation) any profits distributed in respect of these shares shall be allocated amongst the holders of these shares at 60% of sum available to the C Shareholders pro-rata to the number of C Ordinary Shares held by each C Shareholder, they do not confer any rights of redemption</p>

SH01 - continuation page
Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	Ordinary	
Prescribed particulars	<p>The shares have attached to them no voting rights unless the business of any general meeting or class meeting of the holders of Ordinary Shares includes a resolution for the winding up of the Company, or for the appointment of an administrator or the approval of a voluntary arrangement, or a reduction in the capital of the Company and/or a resolution altering, varying or abrogating any of the special rights and/or privileges attaching to the Ordinary Shares, dividend rights of any further profits available after the payments to the Priority Return Shareholders pro-rata to the paid up amount upon each such share, return of capital rights of any further amounts available after payments to the Priority Return Shareholders pro rata to the paid up amount upon each such share held, they do not confer any rights of redemption</p>	

SH01 - continuation page
Return of allotment of shares

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

Class of share	Redeemable Priority Return	
Prescribed particulars	<p>The shares have attached to them no voting rights unless the business of any general meeting or class meeting of the holders of the Priority Return Shares includes a resolution for the winding up of the Company, or for the appointment of an administrator or the approval of a voluntary arrangement, or a reduction in the capital of the Company and/or a resolution altering, varying or abrogating any of the special rights and/or privileges attaching to the Priority Return Shares, dividend rights the priority payment of an amount equal to the priority return on each Priority Return Share held by them less any part of the priority return previously paid in respect of each such share by the distribution of profits, capital distribution (including on winding up) rights of priority payment of an amount equal to the priority return on each Priority Return Share held by them less any part of the priority return previously paid in respect of each such share by the distribution of profits or a return of capital, they confer rights of redemption of an amount equal to the priority return in respect of each such share less any part of the priority return previously paid in respect of each such share by the distribution of profits or a return of capital</p>	

SH01

Return of allotment of shares



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	Sue MacDonald
Company name	esure Group Holdings Limited
Address	The Observatory
	Castlefield Road
Post town	Reigate
County/Region	Surrey
Postcode	R H 2 0 S G
Country	
DX	
Telephone	



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