

**Return of Allotment of Shares**Company Name: **COOPER GAY SWETT & CRAWFORD LIMITED**Company Number: **07254605**Received for filing in Electronic Format on the: **21/04/2015**

X45TCJWG

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	07/04/2015	14/04/2015

Class of Shares:	NON-	Number allotted	50000
	REDEEMABLE	Nominal value of each share	1
	VOTING	Amount paid:	500
	ORDINARY	Amount unpaid:	0

Currency: **GBP**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	DEFERRED	Number allotted	10730457
Currency:	GBP	Aggregate nominal value:	107304.57
		Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

4.5 THE DEFERRED SHARES SHALL ENTITLE THE DEFERRED SHAREHOLDERS TO THE FOLLOWING RIGHTS: (A) AS REGARDS DIVIDENDS: THE DEFERRED SHAREHOLDERS SHALL NOT BE ENTITLED TO RECEIVE ANY DIVIDENDS FROM THE COMPANY; (B) AS REGARDS CAPITAL: (I) ON A RETURN OF CAPITAL UPON A WINDING UP OR OTHERWISE, THE DEFERRED SHAREHOLDERS SHALL BE ENTITLED, AFTER PAYMENT TO THE HOLDERS OF ORDINARY SHARES OF THE NOMINAL AMOUNT PAID UP ON THE ORDINARY SHARES HELD BY THEM RESPECTIVELY AND THE RECEIPT BY THEM OF A FURTHER £1,000,000 PER ORDINARY SHARE OUT OF ANY SURPLUS ARISING, TO RECEIVE THE SUM OF £0.01 PER DEFERRED SHARE, BUT SHALL NOT OTHERWISE BE ENTITLED TO PARTICIPATE IN ANY OTHER AMOUNT IN ANY SURPLUS SO ARISING. (C) AS REGARDS VOTING IN GENERAL MEETINGS: THE DEFERRED SHAREHOLDERS SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND OR VOTE (WHETHER ON A SHOW OF HANDS OR ON A POLL) AT ANY GENERAL MEETING OF THE COMPANY.

Class of Shares:	NON-REDEEMABLE VOTING ORDINARY	Number allotted	177645620
		Aggregate nominal value:	1776456.2
		Amount paid per share	0.01
		Amount unpaid per share	0
Currency:	GBP		

Prescribed particulars

4.1 THE NON-REDEEMABLE VOTING ORDINARY SHARES SHALL ENTITLE THE NON REDEEMABLE VOTING ORDINARY SHAREHOLDERS TO THE FOLLOWING RIGHTS: (A) AS REGARDS DIVIDENDS: THE NON REDEEMABLE VOTING ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO RECEIVE DIVIDENDS IN RESPECT OF EACH OF THEIR NON REDEEMABLE VOTING ORDINARY SHARES WHEN DECLARED BY THE COMPANY OR THE BOARD AND PAID AND, FOR THE AVOIDANCE OF DOUBT, THE NON-REDEEMABLE VOTING ORDINARY SHARES, THE NON-VOTING ORDINARY SHARES AND THE REDEEMABLE

VOTING ORDINARY SHARES SHALL RANK PARI PASSU AS REGARDS DIVIDENDS. (B) AS REGARDS CAPITAL: ON A RETURN OF CAPITAL UPON A WINDING UP OR OTHERWISE, THE NON-REDEEMABLE VOTING ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO BE PAID THE NOMINAL AMOUNT PAID UP ON THEIR NON-REDEEMABLE VOTING ORDINARY SHARES PARI PASSU WITH THE NON-VOTING ORDINARY SHAREHOLDERS AND THE REDEEMABLE VOTING ORDINARY SHAREHOLDERS AND, SUBJECT TO THE RIGHTS ATTACHING TO THE DEFERRED SHARES AND THE SPECIAL SHARE, BE ENTITLED TO BE PAID THE SURPLUS CAPITAL AVAILABLE FOR DISTRIBUTION PARI PASSU WITH THE NON-VOTING ORDINARY SHAREHOLDERS AND THE REDEEMABLE VOTING ORDINARY SHAREHOLDERS; (C) AS REGARDS VOTING IN GENERAL MEETINGS AND SUBJECT TO ARTICLES 3.4 TO 3.6: (I) EACH NON-REDEEMABLE VOTING ORDINARY SHAREHOLDER SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY; AND (II) EVERY NON-REDEEMABLE VOTING ORDINARY SHAREHOLDER PRESENT IN PERSON OR BY PROXY SHALL (SUBJECT TO ARTICLE 22.3) HAVE ONE VOTE FOR EACH NON-REDEEMABLE VOTING ORDINARY SHARE HELD, PROVIDED THAT A NON-REDEEMABLE VOTING ORDINARY SHARE WILL NOT CARRY ANY RIGHT TO VOTE ON ANY RESOLUTION FOR THE APPOINTMENT OF A DIRECTOR.

4.2 THE NON-VOTING ORDINARY SHARES SHALL ENTITLE THE NON-VOTING SHAREHOLDERS TO THE FOLLOWING RIGHTS: (A) AS REGARDS DIVIDENDS: (I) SUBJECT TO THE TERMS OF THE NEW EMPLOYEE INCENTIVE SCHEME, THE NON-REDEEMABLE VOTING ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO RECEIVE DIVIDENDS IN RESPECT OF EACH OF THEIR NON-VOTING ORDINARY SHARES WHEN DECLARED OR PAID BY THE COMPANY OR THE BOARD AND FOR THE AVOIDANCE OF DOUBT THE NON-REDEEMABLE VOTING ORDINARY SHARES, THE NON-VOTING ORDINARY SHARE AND THE REDEEMABLE VOTING SHARES SHALL RANK PARI PASSU AS REGARDS DIVIDENDS; (B) AS REGARDS CAPITAL: (I) ON A RETURN OF CAPITAL UPON A WINDING UP OR OTHERWISE, THE NON-VOTING ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO BE PAID THE NOMINAL AMOUNT PAID UP ON THEIR NON-VOTING ORDINARY SHARES PARI PASSU WITH THE NON-REDEEMABLE VOTING ORDINARY SHAREHOLDERS AND THE REDEEMABLE VOTING ORDINARY SHAREHOLDERS AND, SUBJECT TO THE RIGHTS ATTACHING TO THE DEFERRED SHARES AND THE SPECIAL SHARE, BE ENTITLED TO BE PAID THE SURPLUS CAPITAL AVAILABLE FOR DISTRIBUTION PARI PASSU WITH THE NON-REDEEMABLE VOTING ORDINARY SHAREHOLDERS AND THE REDEEMABLE VOTING ORDINARY SHAREHOLDERS; (C) AS REGARDS VOTING IN GENERAL MEETINGS: (I) EACH NON-VOTING ORDINARY SHAREHOLDER SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND SPEAK AT GENERAL MEETINGS OF THE COMPANY BUT SHALL NOT BE ENTITLED TO VOTE AT ANY GENERAL MEETING OF THE COMPANY.

Class of Shares:	REDEEMABLE	Number allotted	17142857
	VOTING	Aggregate nominal value:	171428.57
	ORDINARY	Amount paid per share	0.01
Currency:	GBP	Amount unpaid per share	0

Prescribed particulars

4.3 THE REDEEMABLE VOTING ORDINARY SHARES SHALL ENTITLE THE REDEEMABLE VOTING ORDINARY SHAREHOLDERS TO THE FOLLOWING RIGHTS: (A) AS REGARDS DIVIDENDS: THE REDEEMABLE VOTING ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO RECEIVE DIVIDENDS IN RESPECT OF EACH OF THEIR REDEEMABLE VOTING ORDINARY SHARES WHEN DECLARED BY THE COMPANY OR THE BOARD AND PAID AND, FOR THE AVOIDANCE OF DOUBT, THE NON-REDEEMABLE VOTING ORDINARY SHARES, THE NON-VOTING ORDINARY SHARES AND THE REDEEMABLE VOTING ORDINARY SHARES SHALL RANK PARI PASSU AS REGARDS DIVIDENDS. (B) AS REGARDS CAPITAL: ON A RETURN OF CAPITAL UPON A WINDING UP OR OTHERWISE, THE REDEEMABLE VOTING ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO BE PAID THE NOMINAL AMOUNT PAID UP ON THEIR REDEEMABLE VOTING ORDINARY SHARES PARI PASSU WITH THE VOTING ORDINARY SHAREHOLDERS AND THE NON-VOTING ORDINARY SHAREHOLDERS AND, SUBJECT TO THE RIGHTS ATTACHING TO THE DEFERRED SHARES AND THE SPECIAL SHARE, BE ENTITLED TO BE PAID THE SURPLUS CAPITAL AVAILABLE FOR DISTRIBUTION PARI PASSU WITH THE VOTING ORDINARY SHAREHOLDERS AND THE NON-VOTING ORDINARY SHAREHOLDERS; (C) AS REGARDS VOTING IN GENERAL MEETINGS AND SUBJECT TO ARTICLES 3.4 TO 3.6: (I) EACH REDEEMABLE VOTING ORDINARY SHAREHOLDER SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY; AND (II) EVERY REDEEMABLE VOTING ORDINARY SHAREHOLDER PRESENT IN PERSON OR BY PROXY SHALL (SUBJECT TO ARTICLE 22.3) HAVE ONE VOTE FOR EACH REDEEMABLE SHARE HELD, (D) AS REGARDS REDEMPTION: (I) ON A RATCHET EVENT (AS DEFINED IN SCHEDULE 2) TAKING PLACE, SUBJECT TO AND IN ACCORDANCE WITH SCHEDULE 2, THE AGGREGATE NUMBER OF REDEEMABLE VOTING ORDINARY SHARES CALCULATED IN ACCORDANCE WITH PARAGRAPH 2.2 OF SCHEDULE 2 (SUCH AGGREGATE NUMBER, THE REDEEMED SHARES) SHALL BE REDEEMED BY THE COMPANY FOR A TOTAL AMOUNT OF £1.00 FOR ALL OF THE REDEEMED SHARES (THE REDEMPTION AMOUNT); (II) ON THE DATE OF THE RATCHET EVENT (AS DEFINED IN SCHEDULE 2): (AA) IF THERE IS MORE THAN ONE REDEEMABLE VOTING ORDINARY SHAREHOLDER AND NOT ALL OF THE REDEEMABLE

VOTING ORDINARY SHARES ARE REDEEMED SHARES, THE REDEEMED SHARES SHALL BE REDEEMED IN PROPORTION AS NEARLY AS POSSIBLE TO THE EXISTING HOLDINGS OF REDEEMABLE VOTING ORDINARY SHARES OF ALL REDEEMABLE VOTING ORDINARY SHAREHOLDERS; (BB) EACH REDEEMABLE VOTING ORDINARY SHAREHOLDER SHALL SURRENDER TO THE COMPANY THE SHARE CERTIFICATE FOR ITS REDEEMABLE VOTING ORDINARY SHARES WHICH ARE BEING REDEEMED (OR AN INDEMNITY IN A FORM REASONABLY SATISFACTORY TO THE BOARD IN RESPECT OF ANY LOST SHARE CERTIFICATE); AND (CC) THE COMPANY SHALL PAY THE REDEMPTION AMOUNT TO THE REDEEMABLE VOTING ORDINARY SHAREHOLDER WHO HOLDS THE LARGEST NUMBER OF REDEEMABLE SHARES; (III) IF THE COMPANY IS UNABLE ON THE DATE OF THE RATCHET EVENT TO REDEEM THE REDEEMED SHARES, THE REDEEMED SHARES SHALL AUTOMATICALLY BE CONVERTED AND REDESIGNATED AS DEFERRED SHARES ON A ONE FOR ONE BASIS; AND (IV) FOLLOWING A RATCHET EVENT TAKING PLACE WHICH COMPRISES AN EXIT OR AS A RESULT OF WHICH NO INVESTOR AFFILIATE REMAINS THE HOLDER OF ANY VOTING ORDINARY SHARES AND AFTER THE REDEMPTION OF THE REDEEMED SHARES OR THEIR CONVERSION AND REDESIGNATION AS DEFERRED SHARES IN ACCORDANCE WITH THIS ARTICLE 4.3(D), ANY REDEEMABLE SHARES WHICH HAVE NOT EITHER BEEN REDEEMED OR CONVERTED AND REDESIGNATED SHALL AUTOMATICALLY BE CONVERTED AND REDESIGNATED AS NON REDEEMABLE VOTING ORDINARY SHARES ON A ONE FOR ONE BASIS AND SHALL CEASE TO BE REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	205518934
		Total aggregate nominal value:	2055189.34

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.