

**Return of Allotment of Shares**Company Name: **SMARTFOCUS HOLDINGS LIMITED**Company Number: **07588241**Received for filing in Electronic Format on the: **26/08/2015**

X4EKN36G

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	31/07/2015	31/07/2015

Class of Shares:	€0.01	Number allotted	130711059
	ORDINARY	Nominal value of each share	0.01
Currency:	GBP	Amount paid:	0.01
		Amount unpaid:	0

Non-cash consideration

**ON 31 JULY 2015 THE SHAREHOLDERS RESOLVED TO CONVERTED EACH €1.00
ORDINARY SHARE INTO ONE €0.01 ORDINARY SHARE AND ONE €0.99 DEFERRED SHARE.**

Class of Shares:	€0.99	Number allotted	130711059
	DEFERRED	Nominal value of each share	0.99
	SHARES	Amount paid:	0.99
Currency:	GBP	Amount unpaid:	0

Non-cash consideration

**ON 31 JULY 2015 THE SHAREHOLDERS RESOLVED TO CONVERTED EACH €1.00
ORDINARY SHARE INTO ONE €0.01 ORDINARY SHARE AND ONE €0.99 DEFERRED SHARE.**

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	130711059
Currency:	EUR	Aggregate nominal value:	130711059
		Amount paid per share	1
		Amount unpaid per share	0

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON A WINDING UP; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	PREFERRED	Number allotted	12574868
	ORDINARY	Aggregate nominal value:	12574868
Currency:	EUR	Amount paid per share	1
		Amount unpaid per share	0

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS WHICH RANK EQUALLY WITH THE ORDINARY SHARES (NOT ON AN “AS CONVERTED” BASIS), FULL DIVIDEND RIGHTS WHICH RANK EQUALLY WITH THE ORDINARY SHARES EXCEPT THAT THE SHARES HAVE PREFERENTIAL RIGHTS TO ANY DIVIDEND TO BE PAID DIRECTLY OR INDIRECTLY OUT OF THE PROCEEDS OF THE SALE OR DISPOSAL OF ALL OR SUBSTANTIALLY ALL OF THE COMPANY’S ASSETS AND UNDERTAKING AND PREFERENTIAL CAPITAL DISTRIBUTION RIGHTS ON A WINDING UP; THEY CONFER RIGHTS OF REDEMPTION TO THE HOLDER IN CONNECTION WITH THE ADMISSION OF THE COMPANY’S SHARES TO TRADING ON ANY MARKET OPERATED BY THE LONDON STOCK EXCHANGE IN LONDON, OR BY NYSE GROUP OR NASDAQ IN NEW YORK, IN ORDER TO RAISE (WHETHER BY ALLOTMENT OF NEW SHARES OR THE SALE OF EXISTING SHARES) AT LEAST \$50 MILLION BEFORE EXPENSES (OR ITS EQUIVALENT IN EURO OR STERLING AT THEN PREVAILING SPOT RATES OF EXCHANGE). THE SHARES SHALL CONVERT INTO ORDINARY SHARES IN CERTAIN CIRCUMSTANCES AT A CONVERSION RATIO WHICH MAY ADJUST ON THE OCCURRENCE OF CERTAIN EVENTS.

Class of Shares:	€0.01	Number allotted	130711059
	ORDINARY	Aggregate nominal value:	1307110.59
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

ON A POLL, EACH ORDINARY SHARE SHALL CARRY THE RIGHT TO ONE VOTE. THE ORDINARY SHARES AND A ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS AS REGARDS THEIR ENTITLEMENT TO DIVIDENDS (OTHER THAN IN A WINDING UP, IN RELATION TO WHICH ARTICLE 30A.16 SHALL APPLY). IN A WINDING UP, THE ENTITLEMENTS OF THE HOLDERS OF THE ORDINARY SHARES SHALL BE DETERMINED IN ACCORDANCE WITH ARTICLE 30A.16. ON A SALE, THE ENTITLEMENTS OF THE HOLDERS OF THE ORDINARY SHARES SHALL BE DETERMINED IN ACCORDANCE WITH ARTICLE 30A.15

Class of Shares:	€0.99	Number allotted	130711059
	DEFERRED	Aggregate nominal value:	129403948.41
	SHARES	Amount paid per share	0.99
Currency:	GBP	Amount unpaid per share	0

Prescribed particulars

THE COMPANY IS IRREVOCABLY AUTHORISED AT ANY TIME TO APPOINT ANY PERSON TO EXECUTE ON BEHALF OF THE HOLDERS OF THE DEFERRED SHARES WITHOUT OBTAINING THE SANCTION OF THE HOLDERS THEREOF A TRANSFER THEREOF AND/OR AN AGREEMENT TO TRANSFER THE SAME, WITHOUT MAKING ANY PAYMENT TO THE HOLDERS THEREOF, TO SUCH PERSONS AS THE COMPANY MAY DETERMINE AND/OR TO CANCEL THE SAME WITHOUT MAKING ANY PAYMENT TO THE HOLDERS THEREOF AND WITHOUT OBTAINING THE SANCTION OF THE HOLDERS THEREOF AND/OR ACQUIRE THE SAME (IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT 2006) WITHOUT MAKING ANY PAYMENT TO OR OBTAINING THE SANCTION OF THE HOLDERS THEREOF. THE DEFERRED SHARES SHALL NOT HAVE ANY RIGHT TO RECEIVE NOTICE OF, ATTEND OR VOTE AT ANY MEETING OF THE SHAREHOLDERS, NOR TO RECEIVE A PROPOSED WRITTEN RESOLUTION, SAVE FOR ANY CLASS RESOLUTIONS. NO DIVIDEND SHALL BE PAYABLE WITH RESPECT TO THE DEFERRED SHARES AND THE DEFERRED SHARES SHALL HAVE NO RIGHT TO PARTICIPATE IN THE PROFITS OF THE COMPANY OR (SAVE AS SET OUT IN ARTICLE 30A.16) IN ANY OF ITS SURPLUS ASSETS IN A WINDING UP. IN A WINDING UP, THE ENTITLEMENTS OF THE HOLDERS OF THE DEFERRED SHARES SHALL

BE DETERMINED IN ACCORDANCE WITH ARTICLE 30A.16. ON A SALE, THE ENTITLEMENTS OF THE HOLDERS OF THE DEFERRED SHARES SHALL BE DETERMINED IN ACCORDANCE WITH ARTICLE 30A.15.

Statement of Capital (Totals)

Currency:	EUR	Total number of shares:	143285927
		Total aggregate nominal value:	143285927
Currency:	GBP	Total number of shares:	261422118
		Total aggregate nominal value:	130711059

Authorisation

Authenticated

This form was authorised by one of the following:

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