

**Return of Allotment of Shares**Company Name: **SCHRODER FINANCIAL HOLDINGS LIMITED**Company Number: **09698807**Received for filing in Electronic Format on the: **23/03/2017**

X62U7MG1

Shares Allotted (including bonus shares)

| Date or period during which shares are allotted | From |
|--|-------------------|
| | 16/06/2016 |

Class of Shares: ORDINARY**Currency: GBP**Number allotted **1**Nominal value of each share **1**Amount paid: **1**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

| | | | |
|------------------|----------|--------------------------|-----------|
| Class of Shares: | ORDINARY | Number allotted | 191000000 |
| Currency: | GBP | Aggregate nominal value: | 191000000 |

Prescribed particulars

VOTING RIGHTS ALL SHARES RANK EQUALLY FOR VOTING PURPOSES. ON A SHOW OF HANDS EACH MEMBER HAS ONE VOTE AND ON A POLL EACH MEMBER HAS ONE VOTE PER SHARE HELD. DIVIDEND RIGHTS EACH SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. RIGHTS TO CAPITAL EACH SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON A WINDING UP. RIGHTS OF REDEMPTION NO SHARES ARE REDEEMABLE.

Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|------------------|
| Currency: | GBP | Total number of shares: | 191000000 |
| | | Total aggregate nominal value: | 191000000 |
| | | Total aggregate amount unpaid: | 0 |

Authorisation

Authenticated

This form was authorised by one of the following:

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