



**Return of Allotment of Shares**

Company Name: **SHAWBROOK BANK LIMITED**

Company Number: **00388466**



X3BBH4JN

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## Shares Allotted (including bonus shares)

Date or period during which shares are allotted                      From  
**09/06/2014**

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>6158774</b>
	<b>SHARES</b>	Nominal value of each share	<b>1</b>
Currency:	<b>GBP</b>	Amount paid:	<b>1</b>
		Amount unpaid:	<b>0</b>

Non-cash consideration

**THE SHARES ARE ALLOTTED TO CABOT SQUARE CAPITAL NOMINEE LIMITED AS NON-CASH CONSIDERATION - AS PART OF THE CONSIDERATION FOR THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF CENTRIC GROUP HOLDINGS LIMITED.**

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## Statement of Capital (Share Capital)

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Class of Shares:	<b>ORDINARY</b>	Number allotted	<b>135148640</b>
	<b>SHARES</b>	Aggregate nominal value:	<b>135148640</b>
Currency:	<b>GBP</b>	Amount paid per share	<b>1</b>
		Amount unpaid per share	<b>0</b>

Prescribed particulars

**4. (A) SUBJECT TO THE PROVISIONS OF ANY AGREEMENT BINDING ON THE COMPANY, AND IN CASE OF SHARES OTHER THAN THOSE CONSTITUTING THE ORIGINAL CAPITAL OF THE COMPANY SUBJECT TO ANY DIRECTIONS CONTAINED IN THE RESOLUTION OF THE COMPANY CREATING THE SAME, THE SHARES OF THE COMPANY, WHETHER FORMING PART OF THE ORIGINAL CAPITAL OF THE COMPANY OR SUBSEQUENTLY CREATED, SHALL BE UNDER THE CONTROL OF THE DIRECTORS WHO MAY ALLOT AND DISPOSE OF OR GRANT OPTIONS OVER THEM TO SUCH PERSON AND ON SUCH TERMS AS THE DIRECTORS THINK FIT. IN ACCORDANCE WITH SECTION 91(1) OF THE COMPANIES ACT 1985, SECTIONS 39(1) AND 90 (1) TO (6) (INCLUSIVE) SHALL NOT APPLY TO ANY ALLOTMENT OF EQUITY SECURITIES (AS SHOWN IN SECTION 94 OF THE SAID ACT) IN THE COMPANY. (B) THE LIEN CONFERRED BY CLAUSE 11 OF PART I OF TABLE A SHALL EXTEND TO FULLY PAID SHARES, AND TO ALL SHARES REGISTERED IN THE NAME OF ANY PERSON INDEBTED OR UNDER LIABILITY TO THE COMPANY, WHETHER HE SHALL BE THE SOLE REGISTERED HOLDER THEREOF OR SHALL BE ONE OF SEVERAL JOINT HOLDERS. 14. A MEMBER OR MEMBERS HOLDING A MAJORITY IN NOMINAL VALUE OF THE ISSUED ORDINARY SHARES FOR THE TIME BEING IN THE COMPANY SHALL HAVE POWER FROM TIME TO TIME AND AT ANY TIME TO APPOINT ANY PERSON OR PERSONS AS A DIRECTOR OR DIRECTORS EITHER AS AN ADDITIONAL DIRECTOR OR TO ANY VACANCY AND TO REMOVE FROM OFFICE ANY DIRECTOR HOWSOEVER APPOINTED. ANY SUCH APPOINTMENT OR REMOVAL SHALL BE EFFECTED BY AN INSTRUMENT IN WRITING SIGNED BY THE MEMBER OR MEMBERS MAKING THE SAME OR IN THE CASE OF A MEMBER BEING A COMPANY SIGNED BY ONE OF IT DIRECTORS ON ITS BEHALF, AND SHALL TAKE EFFECT UPON LODGEMENT AT THE REGISTERED OFFICE OF THE COMPANY.**

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>135148640</b>
		Total aggregate nominal value:	<b>135148640</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

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