

**Return of Allotment of Shares**Company Name: **Bupa Care Homes (ANS) Limited**Company Number: **01960990**

X5MDDSBM

Received for filing in Electronic Format on the: **22/12/2016****Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>29/11/2016</b>	<b>29/11/2016</b>

**Class of Shares: ORDINARY**Number allotted **1**Currency: **GBP**Nominal value of each share **1**Amount paid: **0.0**Amount unpaid: **0.0**

Non-cash consideration

**IN ACCORDANCE WITH THE TRANSFER OF OWNERSHIP OF BUPA CARE HOMES  
(BEDFORDSHIRE) LIMITED PER THE SHARE PURCHASE AGREEMENT DATED 29.11.16**

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## Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>140000101</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>140000101</b>

Prescribed particulars

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

<b>Class of Shares:</b>	<b>SPECIAL</b>	Number allotted	<b>1</b>
	<b>SHARE</b>	Aggregate nominal value:	<b>1</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**(1) THE HOLDER OF THE SPECIAL SHARE SHALL HAVE THE RIGHT TO APPOINT AND REMOVE THE MAJORITY OF THE DIRECTORS IN ACCORDANCE WITH ARTICLE 23. (2) THE SPECIAL SHARE DOES NOT ENTITLE THE HOLDER TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT, ANY GENERAL MEETING. (3) THE SPECIAL SHARE DOES NOT ENTITLE ITS HOLDER TO RECEIVE ANY DIVIDEND OR OTHER DISTRIBUTION DECLARED, MADE OR PAID OR ANY RETURN OF CAPITAL AND DOES NOT ENTITLE ITS HOLDER TO ANY FURTHER OR OTHER RIGHT OF PARTICIPATION IN THE ASSETS OF THE COMPANY (SUBJECT TO (4) BELOW). (4) THE SPECIAL SHARE ENTITLES ITS HOLDER TO PARTICIPATE ON A RETURN OF ASSETS ON A WINDING-UP OF THE COMPANY (BUT NOT OTHERWISE), SUCH ENTITLEMENT TO BE LIMITED TO THE REPAYMENT OF THE AMOUNT PAID-UP OR CREDITED AS PAID-UP ON THE SPECIAL SHARE AND SHALL BE PAID ONLY AFTER THE HOLDERS OF ANY AND ALL ORDINARY SHARES THEN IN ISSUE HAVE RECEIVED: (I) PAYMENT IN RESPECT OF SUCH AMOUNT AS IS PAID-UP OR CREDITED AS PAID-UP ON THOSE ORDINARY SHARES HELD BY THEM AT THAT TIME; PLUS (II) THE PAYMENT IN CASH OR IN SPECIE OF £10,000,000 ON EACH SUCH ORDINARY SHARE. (5) THE SPECIAL SHARE SHALL, UPON NOTICE IN WRITING FROM THE COMPANY TO THE HOLDER OF THE SPECIAL SHARE, BE REDEEMED AT THE AMOUNT PAID-UP OR CREDITED AS PAID-UP ON THE SPECIAL SHARE (INCLUDING THE NOMINAL VALUE AND ANY PREMIUM) AND ANY SUCH REDEMPTION SHALL CANCEL ANY OBLIGATION OR UNDERTAKING TO PAY UP ANY SPECIAL SHARE THEN OUTSTANDING. (6) THE SPECIAL SHARE SHALL NOT BE TRANSFERABLE AT ANY TIME OTHER THAN WITH THE PRIOR WRITTEN CONSENT OF THE DIRECTORS.**



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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>140000102</b>
		Total aggregate nominal value:	<b>140000102</b>
		Total aggregate amount unpaid:	<b>0</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.