

# SH01

## Return of allotment of shares



You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

☒ **What this form is for**  
You may use this form to give  
notice of shares allotted following  
incorporation.

☐ **What this form is for**  
You cannot use this form to give  
notice of shares allotted following  
incorporation. You must use form  
for an allotment of shares by another method.

FRIDAY



A27 \*A57UUQGW\* 27/05/2016 #473  
COMPANIES HOUSE

Please  
go to  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### 1 Company details

Company number 0 3 8 0 2 5 9 3

Company name in full Pharmacy2U Limited

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

### 2 Allotment dates <sup>1</sup>

From Date d<sub>3</sub> d<sub>1</sub> m<sub>0</sub> m<sub>1</sub> y<sub>2</sub> y<sub>0</sub> y<sub>1</sub> y<sub>6</sub>

To Date d d m m y y y y

**1 Allotment date**  
If all shares were allotted on the  
same day enter that date in the  
'from date' box. If shares were  
allotted over a period of time,  
complete both 'from date' and 'to  
date' boxes.

### 3 Shares allotted

Please give details of the shares allotted, including bonus shares.  
(Please use a continuation page if necessary.)

**2 Currency**  
If currency details are not  
completed we will assume currency  
is in pound sterling.

Class of shares (E.g. Ordinary/Preference etc.)	Currency <sup>2</sup>	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
Ordinary Shares	GBP	1,414,537	0.10	0.71	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please  
state the consideration for which the shares were allotted.

**Continuation page**  
Please use a continuation page if  
necessary.

Details of non-cash  
consideration.

If a PLC, please attach  
valuation report (if  
appropriate)



SH01

Return of allotment of shares

**Statement of capital**

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return.

**4****Statement of capital (Share capital in pound sterling (£))**

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary Shares	0.94	0.00	2459256	£ 245,925.70
Ordinary Shares	0.71	0.00	1414537	£ 141,453.70
Preferred Ordinary Shares	0.94	0.00	4613429	£ 461,342.90
A Ordinary Shares	0.0001	0.00	200000	£ 20.00
<b>Totals</b>			<b>8687222</b>	<b>£ 848,742.30</b>

**5****Statement of capital (Share capital in other currencies)**

Please complete the table below to show any class of shares held in other currencies.  
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

**6****Statement of capital (Totals)**

	Please give the total number of shares and total aggregate nominal value of issued share capital.	④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares		
Total aggregate nominal value ④		

① Including both the nominal value and any share premium.

③ E.g. Number of shares issued multiplied by nominal value of each share.

**Continuation Pages**  
Please use a Statement of Capital continuation page if necessary.

② Total number of issued shares in this class.



SH01

Return of allotment of shares

**7****Statement of capital (Prescribed particulars of rights attached to shares)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 4** and **Section 5**.

**1 Prescribed particulars of rights attached to shares**

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

**Continuation page**

Please use a Statement of Capital continuation page if necessary.

Class of share

Ordinary Shares

Prescribed particulars

**1**

Please see the attached continuation page

Class of share

Preferred Ordinary Shares

Prescribed particulars

**1**

Please see the attached continuation page

Class of share

A Ordinary Shares

Prescribed particulars

**1**

Please see the attached continuation page

**8****Signature**

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director **2**, Secretary, Person authorised **3**, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

**2 Societas Europaea**

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

**3 Person authorised**

Under either section 270 or 274 of the Companies Act 2006.



# SH01 - continuation page

## Return of allotment of shares

7

### Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Ordinary Shares	
Prescribed particulars	<p><b>Income</b></p> <p>The Preferred Ordinary Shares and the Ordinary Shares shall rank pari passu in respect of the distribution of profits.</p> <p>Subject to Article 2.7.1, the A Ordinary Shares shall not participate in the distribution of profits.</p> <p><b>Capital</b></p> <p>On a winding up, the assets of the Company available to shareholders shall be applied:-</p> <ul style="list-style-type: none"> <li>(i) Amongst the holders of the Preferred Ordinary Shares and the Ordinary Shares pari passu provided that such distribution results in the holders of the Preferred Ordinary Shares receiving a sum not less than the aggregate subscription price (or in the case of any purchaser of Preferred Ordinary Shares, the purchase price, being the price per share at which those Preferred Ordinary Shares were purchased) of the Preferred Ordinary Shares (inclusive of any premium); or</li> <li>(ii) If the proviso in Article 2.5.1 is not satisfied, shall be applied in the following order of priority:- <ul style="list-style-type: none"> <li>(a) First in paying to each holder of Preferred Ordinary Shares an amount equal to the aggregate subscription price (or in the case of any purchaser of Preferred Ordinary Shares the purchase price, being the price per share at which those Preferred Ordinary Shares were purchased) of the Preferred Ordinary Shares held by him (inclusive of any premium);</li> <li>(b) Secondly, in paying to each holder of the Ordinary Shares an amount equal to the aggregate subscription price (or in the case of any purchaser of Ordinary Shares, the purchase price, being the price per share at which those Ordinary Shares were purchased) of the Ordinary Shares held by him (inclusive of any premium); and</li> <li>(c) Thirdly, in dividing the balance pari passu among the holders of the Preferred Ordinary Shares and Ordinary Shares.</li> </ul> </li> <li>(iii) Amongst the holders of the A Ordinary Shares, where no Exit event has occurred that exceeds the Hurdle Value then the holders shall not participate in the distribution of the capital of the Company.</li> </ul> <p><b>Voting</b></p> <p>The holders of the Preferred Ordinary Shares and the Ordinary Shares shall be entitled to receive notice of and to attend and vote at general meetings of the Company. Subject to Article 2.7.1, the holders of the A Ordinary Shares are not entitled to vote at general meetings of the Company.</p>	



SH01 - continuation page  
Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Preferred Ordinary Shares	
Prescribed particulars	Income	
	The Preferred Ordinary Shares and the Ordinary Shares shall rank pari passu in respect of the distribution of profits.	
	Subject to Article 2.7.1, the A Ordinary Shares shall not participate in the distribution of profits.	
	Capital	
	On a winding up, the assets of the Company available to shareholders shall be applied:-	
	(i) Amongst the holders of the Preferred Ordinary Shares and the Ordinary Shares pari passu provided that such distribution results in the holders of the Preferred Ordinary Shares receiving a sum not less than the aggregate subscription price (or in the case of any purchaser of Preferred Ordinary Shares, the purchase price, being the price per share at which those Preferred Ordinary Shares were purchased) of the Preferred Ordinary Shares (inclusive of any premium); or	
	(ii) If the proviso in Article 2.5.1 is not satisfied, shall be applied in the following order of priority:-	
	(a) First in paying to each holder of Preferred Ordinary Shares an amount equal to the aggregate subscription price (or in the case of any purchaser of Preferred Ordinary Shares the purchase price, being the price per share at which those Preferred Ordinary Shares were purchased) of the Preferred Ordinary Shares held by him (inclusive of any premium);	
	(b) Secondly, in paying to each holder of the Ordinary Shares an amount equal to the aggregate subscription price (or in the case of any purchaser of Ordinary Shares, the purchase price, being the price per share at which those Ordinary Shares were purchased) of the Ordinary Shares held by him (inclusive of any premium); and	
	(c) Thirdly, in dividing the balance pari passu among the holders of the Preferred Ordinary Shares and Ordinary Shares.	
	(iii) Amongst the holders of the A Ordinary Shares, where no Exit event has occurred that exceeds the Hurdle Value then the holders shall not participate in the distribution of the capital of the Company.	
	Voting	
	The holders of the Preferred Ordinary Shares and the Ordinary Shares shall be entitled to receive notice of and to attend and vote at general meetings of the Company. Subject to Article 2.7.1, the holders of the A Ordinary Shares are not entitled to vote at general meetings of the Company.	



# SH01 - continuation page

## Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary Shares	
Prescribed particulars	<p data-bbox="341 524 421 546"><b>Income</b></p> <p data-bbox="341 568 1066 624">The Preferred Ordinary Shares and the Ordinary Shares shall rank pari passu in respect of the distribution of profits.</p> <p data-bbox="341 647 1066 703">Subject to Article 2.7.1, the A Ordinary Shares shall not participate in the distribution of profits.</p> <p data-bbox="341 725 421 748"><b>Capital</b></p> <p data-bbox="341 770 1066 826">On a winding up, the assets of the Company available to shareholders shall be applied:-</p> <ul style="list-style-type: none"> <li data-bbox="373 848 1066 1039">(i) Amongst the holders of the Preferred Ordinary Shares and the Ordinary Shares pari passu provided that such distribution results in the holders of the Preferred Ordinary Shares receiving a sum not less than the aggregate subscription price (or in the case of any purchaser of Preferred Ordinary Shares, the purchase price, being the price per share at which those Preferred Ordinary Shares were purchased) of the Preferred Ordinary Shares (inclusive of any premium); or</li> <li data-bbox="373 1061 1066 1117">(ii) If the proviso in Article 2.5.1 is not satisfied, shall be applied in the following order of priority:- <ul style="list-style-type: none"> <li data-bbox="373 1128 1066 1274">(a) First in paying to each holder of Preferred Ordinary Shares an amount equal to the aggregate subscription price (or in the case of any purchaser of Preferred Ordinary Shares the purchase price, being the price per share at which those Preferred Ordinary Shares were purchased) of the Preferred Ordinary Shares held by him (inclusive of any premium);</li> <li data-bbox="373 1296 1066 1442">(b) Secondly, in paying to each holder of the Ordinary Shares an amount equal to the aggregate subscription price (or in the case of any purchaser of Ordinary Shares, the purchase price, being the price per share at which those Ordinary Shares were purchased) of the Ordinary Shares held by him (inclusive of any premium); and</li> <li data-bbox="373 1464 1066 1520">(c) Thirdly, in dividing the balance pari passu among the holders of the Preferred Ordinary Shares and Ordinary Shares.</li> </ul> </li> <li data-bbox="373 1543 1066 1644">(iii) Amongst the holders of the A Ordinary Shares, where no Exit event has occurred that exceeds the Hurdle Value then the holders shall not participate in the distribution of the capital of the Company.</li> </ul> <p data-bbox="341 1666 421 1688"><b>Voting</b></p> <p data-bbox="341 1711 1066 1812">The holders of the Preferred Ordinary Shares and the Ordinary Shares shall be entitled to receive notice of and to attend and vote at general meetings of the Company. Subject to Article 2.7.1, the holders of the A Ordinary Shares are not entitled to vote at general meetings of the Company.</p>	



SH01

Return of allotment of shares



### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Ref: TDO

Company name Pinsent Masons LLP

Address 1 Park Row

Posttown Leeds

County/Region

Postcode L S 1 5 A B

Country

DX 26440 Leeds 28

Telephone 0113 244 5000 Doc: 71641116



### Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the appropriate sections of the Statement of Capital.
- ☐ You have signed the form.



### Important information

Please note that all information on this form will appear on the public record.



### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.



### Further information

For further information please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)