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IN THE HIGH COURT OF JUSTICE

BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES

COMPANIES COURT (Ch D)

DEPUTY INSOLVENCY AND COMPANIES COURT JUDGE BAISTER

Tuesday 13 October 2020

IN THE MATTER OF ABINGDON HEALTH LTD

AND IN THE MATTER OF THE COMPANIES ACT 2006

CR-2020-003727



CR-2020-003727

ORDER

UPON THE APPLICATION of the above named Abingdon Health Ltd whose registered office is situated at York Biotech Campus, Sand Hutton, York, England, YO41 1LZ.

AND UPON HEARING Andrew Thornton QC, Counsel for the Company, via Skype for Business

AND UPON READING the Claim Form and the evidence

THIS COURT ORDERS that the reduction of the Company's share capital and share premium account resolved on by a special resolution of the Company duly passed be and the same is hereby confirmed in accordance with the provisions of the above mentioned Act

AND THE COURT hereby approves the statement of capital set out in the Schedule hereto

AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that a copy be delivered to him together with a copy of the statement of capital

AND IT IS ORDERED that notice of registration by the Registrar of Companies of this Order and the statement of capital be published once in The Telegraph newspaper within 21 days after such registration.

Service of the order

The court has provided a sealed copy of this order to the serving party:

THURSDAY



A06

A9FPHL4

15/10/2020

COMPANIES HOUSE

#98

SH19

Statement of capital for reduction supported by solvency statement or court order



Companies House

A fee is payable with this form.
Please see 'How to pay' on the last page.

☒ **What this form is for**
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order.

☐ **What this form is NOT for**
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited.

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

Company number 0 6 4 7 5 3 7 9

Company name in full ABINGDON HEALTH LTD

→ **Filling in this form**
Please complete in typescript or in bold black capitals.
All fields are mandatory unless specified or indicated by *

2 Share capital

Complete the table(s) below to show the issued share capital as reduced by the resolution.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
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Currency table A

GBP	Ordinary	11,406,826	£11,406,826	
GBP	A Ordinary	3,916,450	£3,916.45	
Totals		15,323,276	15,323.276	NIL

Currency table B

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
15,323,276	15,323.276	NIL

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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Statement of capital for reduction supported by solvency statement or court order

3

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 2**.

Class of share

[SEE CONTINUATION PAGES]

Prescribed particulars

1

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.

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

Please use a statement of capital continuation page if necessary.

Class of share

Prescribed particulars

1

Class of share

Prescribed particulars

1

4

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, CIC manager.

2 Societas Europaea.

If this 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.

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Statement of capital for reduction supported by solvency statement
or court order**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 **SAMUEL MUNDAY**

Company name **BRISTOWS LLP**

Address **100 VICTORIA EMBANKMENT**

Post town **LONDON**

Country/Region

Postcode **E C 4 Y O D H**

Country

DX

Telephone **020 7400 8488**

**Checklist**

We may return 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 completed the relevant sections of the statement of capital.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.

**Important information**

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

**How to pay**

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House.'

**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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

SH19 - Continuation page

Statement of capital for reduction supported by solvency statement or court order

3	Prescribed particulars of rights attached to shares	
Class of share	Ordinary	
Prescribed particulars 1	<p>All Ordinary Shares and A Ordinary Shares rank equally for voting purposes. On a show of hands each holder of Ordinary Shares has one vote and on a poll each holder of Ordinary Shares has one vote per Ordinary Share held. Prior to 1 March 2023, the profits of the Company in respect of each financial year (the "Profits") shall be distributed amongst the holders of Ordinary Shares and A Ordinary Shares (as if such shares constituted a single class) in proportion to the number of such shares held by them. On or after 1 March 2023, the Profits shall be distributed amongst the holders of Ordinary Shares and A Ordinary Shares as follows: firstly, an aggregate sum which, if the date of distribution is on or after 1 March 2023 and before 1 January 2024, is equal to 10% of EBIT for the financial year ending 31 December 2023, shall be paid to the holders of A Ordinary Shares in proportion to the number of A Ordinary Shares held by them. The aggregate sum that shall be paid to the holders of A Ordinary Shares in each subsequent financial year increases by 2.5% of EBIT for the preceding financial year up to the financial year ending 31 December 2027, such that if the date of distribution is on or after 1 January 2027 and before 1 January 2028, the aggregate amount to be distributed shall be equal to 20% of EBIT for the financial year ending 31 December 2027; secondly, the remaining amount shall be paid in cash to the holders of the Ordinary Shares and the A Ordinary Shares (as if such shares constituted a single class) in proportion to the number of such shares held by them. On a return of assets on liquidation or otherwise (except on a redemption of shares of any class or the purchase by the Company of its own shares) the assets of the Company remaining after the payment of its liabilities (the "Surplus") shall be distributed amongst the holders of the Ordinary Shares and the A Ordinary Shares as follows: firstly, to the holders of A Ordinary Shares, a sum equal to the amounts paid up or credited as paid up (including any premium) on such shares held by them (and pro-rata according to such amounts) together with a sum equal to any arrears or accruals of the dividends on such A Ordinary Shares calculated down to the date of the return of capital to the holders of the A Ordinary Shares; and secondly, the remaining amount of the Surplus (if any) shall be paid to the holders of the Ordinary Shares and the A Ordinary Shares (as if such shares constituted a single class) in proportion to the number of such shares held by them. The Ordinary Shares are not redeemable.</p>	<p>1 Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

SH19 - Continuation page

Statement of capital for reduction supported by solvency statement or court order

3 Prescribed particulars of rights attached to shares

Class of share	A Ordinary	
Prescribed particulars 1	<p>All Ordinary Shares and A Ordinary Shares rank equally for voting purposes. On a show of hands each holder of A Ordinary Shares has one vote and on a poll each holder of A Ordinary Shares has one vote per A Ordinary Share held. Prior to 1 March 2023, the profits of the Company in respect of each financial year (the "Profits") shall be distributed amongst the holders of Ordinary Shares and A Ordinary Shares (as if such shares constituted a single class) in proportion to the number of such shares held by them. On or after 1 March 2023, the Profits shall be distributed amongst the holders of Ordinary Shares and A Ordinary Shares as follows: firstly, an aggregate sum which, if the date of distribution is on or after 1 March 2023 and before 1 January 2024, is equal to 10% of EBIT for the financial year ending 31 December 2023, shall be paid to the holders of A Ordinary Shares in proportion to the number of A Ordinary Shares held by them. The aggregate sum that shall be paid to the holders of A Ordinary Shares in each subsequent financial year increases by 2.5% of EBIT for the preceding financial year up to the financial year ending 31 December 2027, such that if the date of distribution is on or after 1 January 2027 and before 1 January 2028, the aggregate amount to be distributed shall be equal to 20% of EBIT for the financial year ending 31 December 2027; secondly, the remaining amount shall be paid in cash to the holders of the Ordinary Shares and the A Ordinary Shares (as if such shares constituted a single class) in proportion to the number of such shares held by them. On a return of assets on liquidation or otherwise (except on a redemption of shares of any class or the purchase by the Company of its own shares) the assets of the Company remaining after the payment of its liabilities (the "Surplus") shall be distributed amongst the holders of the Ordinary Shares and the A Ordinary Shares as follows: firstly, to the holders of A Ordinary Shares, a sum equal to the amounts paid up or credited as paid up (including any premium) on such shares held by them (and pro-rata according to such amounts) together with a sum equal to any arrears or accruals of the dividends on such A Ordinary Shares calculated down to the date of the return of capital to the holders of the A Ordinary Shares; and secondly, the remaining amount of the Surplus (if any) shall be paid to the holders of the Ordinary Shares and the A Ordinary Shares (as if such shares constituted a single class) in proportion to the number of such shares held by them. The A Ordinary Shares are not redeemable.</p>	<p>1 Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>