

SH01

Return of allotment of shares

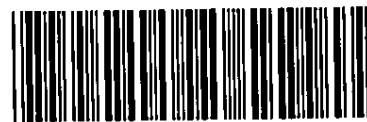


You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

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

✗ **What this form is NOT for**
You cannot use this form to
give notice of shares taken by
you on formation of the company
for an allotment of a new
share by an unlimited company.

TUESDAY



A49 *AG6UFGZK* 303
26/01/2010
COMPANIES HOUSE

1 Company details

Company number 0 6 8 7 6 9 6 0

Company name in full ViiV Healthcare 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 ①

From Date d3 d0 m1 m0 y2 y0 y0 y9
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.

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 ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
Class A ordinary share		6950	104,031.00		0.00
Class B ordinary share		2788	104,031.00		0.00
Class C ordinary share		262	104,031.00		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.

Details of non-cash
consideration.

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

- (a) issue of 6,950 Class A Shares to GlaxoSmithKline Mercury Limited by ViiV Healthcare Limited in exchange for all the issued shares in ViiV Healthcare Company and ViiV Healthcare (No. 2) Limited;
- (b) issue of 2,788 Class B Shares to PHIVCO Luxembourg Sarl by ViiV Healthcare Limited in exchange for all the issued shares in PHIVCO Jersey Limited and PHIVCO UK II Limited; and
- (c) issue of 262 Class C Shares to PHIVCO Corp. by ViiV Healthcare Limited in exchange for all the issued shares in PHIVCO-1 LLC.

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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.

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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 the 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
Class A	£104,031.00		6950	£ 723,015,450.00
Class B	£104,031.00		2788	£ 290,038,428.00
Class C	£104,031.00		262	£ 27,256,122.00
Subscriber share	£1.00		1	£ 1.00
Totals			10001	£ 1,040,310,001.00

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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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

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
Totals				

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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	10001	
Total aggregate nominal value ④	£1,040,310,001.00	

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.

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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**.

Class of share

Class A

Prescribed particulars
1

As specified by board resolution from time to time

Class of share

Class B

Prescribed particulars
1

As specified by board resolution from time to time

Class of share

Class C

Prescribed particulars
1

As specified by board resolution from time to time

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.

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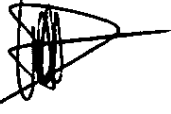
Signature

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, CIO 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

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7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	Subscriber Share	
Prescribed particulars	As specified by board resolution from time to time	

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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 **Victoria Whyte**

Company name
GlaxoSmithKline plc

Address **980 Great West Road**

Post town **Brentford**

County/Region **Middlesex**

Postcode **T W 8 9 G S**

Country **UK**

DX

Telephone



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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
DX 481 N.R. Belfast 1.



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.



Further information

For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email 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