



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **TURNSTONE EQUITYCO 1 LIMITED**

Company Number: **07496756**



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Company Name: **TURNSTONE EQUITYCO 1 LIMITED**

Company Number: **07496756**

Confirmation **18/01/2018**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A1	Number allotted	1681763
	ORDINARY	Aggregate nominal value:	16817.63
Currency:	GBP		

Prescribed particulars

EACH SHARE CARRIES THE RIGHT TO ONE VOTE ON A POLL. THE RIGHT TO VOTE IS DETERMINED BY REFERENCE TO THE REGISTER OF MEMBERS AT A TIME SPECIFIED IN THE NOTICE OF MEETING, BEING NOT MORE THAN 48 HOURS (DISREGARDING NON-WORKING DAYS) BEFORE THE GENERAL MEETING IN QUESTION. ALL DIVIDENDS SHALL BE DECLARED AND PAID ACCORDING TO THE AMOUNTS PAID UP ON THE SHARES. THE SHARES DO NOT CARRY ANY RIGHTS AS RESPECTS CAPITAL TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING-UP) OTHER THAN THOSE THAT EXIST AS A MATTER OF LAW. THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	A2	Number allotted	18236
	ORDINARY	Aggregate nominal value:	729.44
Currency:	GBP		

Prescribed particulars

EACH SHARE CARRIES THE RIGHT TO ONE VOTE ON A POLL. THE RIGHT TO VOTE IS DETERMINED BY REFERENCE TO THE REGISTER OF MEMBERS AT A TIME SPECIFIED IN THE NOTICE OF MEETING, BEING NOT MORE THAN 48 HOURS (DISREGARDING NON-WORKING DAYS) BEFORE THE GENERAL MEETING IN QUESTION. ALL DIVIDENDS SHALL BE DECLARED AND PAID ACCORDING TO THE AMOUNTS PAID UP ON THE SHARES. THE SHARES DO NOT CARRY ANY RIGHTS AS RESPECTS CAPITAL TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING-UP) OTHER THAN THOSE THAT EXIST AS A MATTER OF LAW. THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	300000
	ORDINARY	Aggregate nominal value:	12000
Currency:	GBP		

Prescribed particulars

EACH SHARE CARRIES THE RIGHT TO ONE VOTE ON A POLL. THE RIGHT TO VOTE IS DETERMINED BY REFERENCE TO THE REGISTER OF MEMBERS AT A TIME SPECIFIED IN THE NOTICE OF MEETING, BEING NOT MORE THAN 48 HOURS (DISREGARDING NON-WORKING DAYS) BEFORE THE GENERAL MEETING IN QUESTION. ALL DIVIDENDS SHALL

BE DECLARED AND PAID ACCORDING TO THE AMOUNTS PAID UP ON THE SHARES. ON ANY SALE, LIQUIDATION, OR IPO OF THE COMPANY PRIOR TO 11 MAY 2014, IF THE AGGREGATE AMOUNT TO WHICH THE HOLDERS OF THE SHARES WILL BE ENTITLED PURSUANT THERETO IS LESS THAN A THRESHOLD AMOUNT (BEING £10 MILLION IN YEAR 3), THE SHARES ARE ENTITLED TO RECEIVE (IN AGGREGATE) AN AMOUNT EQUAL TO SUCH THRESHOLD AMOUNT PRIOR TO ANY DISTRIBUTION TO THE HOLDERS OF A1 ORDINARY SHARES AND A2 ORDINARY SHARES. IN ALL OTHER CIRCUMSTANCES, THE SHARES DO NOT CARRY ANY RIGHTS AS RESPECTS CAPITAL TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING-UP) OTHER THAN THOSE THAT EXIST AS A MATTER OF LAW. THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	E1	Number allotted	82559
	ORDINARY	Aggregate nominal value:	8255.9
	SHARES		

Currency: GBP

Prescribed particulars

EACH SHARE CARRIES, AT A GENERAL MEETING, THE RIGHT TO ONE VOTE ON A POLL. THE RIGHT TO VOTE IS DETERMINED BY REFERENCE TO THE REGISTER OF MEMBERS. SUBJECT TO S.289 AND 290 OF THE COMPANIES ACT 2006 THE EL ORDINARY SHAREHOLDERS PRESENT SHALL HAVE SUCH NUMBER OF VOTES SO AS TO EXERCISE FIVE PER CENT OF THE VOTES ON ANY WRITTEN RESOLUTION OR RESOLUTION TO BE PASSED AT A GENERAL MEETING. WHERE ANY SHAREHOLDER A RESOLUTION IS TO BE PASSED WITH A MINIMUM THRESHOLD OF VOTES AND THE MANAGER SHAREHOLDERS (AS DEFINED IN THE ARTICLES OF ASSOCIATION> VOTE IN SUCH A WAY AS TO PREVENT THAT THRESHOLD BEING MET, THE LEAD INVESTORS (AS DEFINED IN THE ARTICLES OF ASSOCIATION> SHALL BE GIVEN SUCH ADDITIONAL NUMBER OF VOTES IN RESPECT OF THAT PARTICULAR RESOLUTION TO ENSURE THAT THE REQUISITE THRESHOLD IS MET. ALL DIVIDENDS SHALL BE DECLARED AND PAID ACCORDING TO EACH SHAREHOLDER'S HOLDING OF SHARES ON THE DATE OF THE RESOLUTION OR DECISION TO DECLARE OR PAY IT END SHALL BE CONSISTENT WITH THE ALLOCATION OF ASSETS PROVIDED FOR BELOW IN (I) AND (II> ANY PROCEEDS RECEIVED ON AN EXIT (BEING AN IPO OR A SALE OF THE MAJORITY OF THE SHARES OR THE ASSETS OF THE GROUP (AS DEFINED IN THE ARTICLES OF ASSOCIATION> SHALL ALSO BE ALLOCATED ON THE BASIS OF THE BELOW AT (I> AND (II> (I> ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE (OTHER THAN ON A REDEMPTION OR PURCHASE OF SHARES OF THE COMPANY> ASSETS AVAILABLE FOR DISTRIBUTION TO

THE SHAREHOLDERS (EXCLUDING ANY ASSETS OF THE COMPANY THAT ARE RECEIVED BY IT IN RESPECT OF ITS HOLDING OF E ORDINARY SHARES IN TURNSTONE MIDCO 1 LIMITED>, AFTER PAYMENT OF THE COMPANY'S LIABILITIES AND ALL PAYMENTS TO BE MADE IN PRIORITY, SHALL BE APPLIED TO THE HOLDERS OF ORDINARY SHARES (EXCLUDING E ORDINARY SHARES) PRO RATA TO THEIR HOLDINGS OF ORDINARY SHARES (EXCLUDING E ORDINARY SHARES) . FOR THESE PURPOSES, THE AL, A2 AND B SHAREHOLDERS WILL BE TREATED AS IF THEY HAD ALREADY HAD DISTRIBUTED TO THEM, ANY ASSETS THAT, BUT FOR THE DEED OF PRIORITY (AS DEFINED IN THE ARTICLES OF ASSOCIATION) WOULD HAVE BEEN OWED TO THEM AS A RESULT OF THE COMPANY'S HOLDING IN TURNSTONE MIDCO 1 LIMITED. (II) ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE (OTHER THAN A REDEMPTION OR PURCHASE OF SHARES>, ANY ASSETS OF THE COMPANY THAT ARE RECEIVED BY IT IN RESPECT OF ITS HOLDING OF E ORDINARY SHARES IN TURNSTONE MIDCO 1 LIMITED THAT ARE AVAILABLE FOR DISTRIBUTION SHALL, AFTER PAYMENT OF THE COMPANY'S LIABILITIES AND ALL PAYMENTS MADE IN PRIORITY, BE PAID TO THE HOLDERS OF E ORDINARY SHARES ONLY, PRO RATA TO THEIR HOLDING OF E ORDINARY SHARES. THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	E2	Number allotted	146771
	ORDINARY	Aggregate nominal value:	146.77
	SHARES		

Currency: **GBP**

Prescribed particulars

THE SHARES CARRY NO RIGHTS TO VOTE AT, OR TO RECEIVE NOTICE, ATTEND OR SPEAK AT, A GENERAL MEETING. ALL DIVIDENDS SHALL BE DECLARED AND PAID ACCORDING TO EACH SHAREHOLDER'S HOLDING OF SHARES ON THE DATE OF THE RESOLUTION OR DECISION TO DECLARE OR PAY IT AND SHALL BE CONSISTENT WITH THE ALLOCATION OF ASSETS PROVIDED FOR BELOW IN (I) AND (II). ANY PROCEEDS RECEIVED ON AN EXIT (BEING AN IPO OR A SALE OF THE MAJORITY OF THE SHARES OR THE ASSETS OF THE GROUP (AS DEFINED IN THE ARTICLES OF ASSOCIATION) SHALL ALSO BE ALLOCATED ON THE BASIS OF THE BELOW AT (I) AND (II) (I) ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE (OTHER THAN ON A REDEMPTION OR PURCHASE OF SHARES OF THE COMPANY) ASSETS AVAILABLE FOR DISTRIBUTION TO THE SHAREHOLDERS (EXCLUDING ANY ASSETS OF THE COMPANY THAT ARE RECEIVED BY IT IN RESPECT OF ITS HOLDING OF E ORDINARY SHARES IN TURNSTONE MIDCO 1 LIMITED), AFTER PAYMENT OF THE COMPANY'S

LIABILITIES AND ALL PAYMENTS TO BE MADE IN PRIORITY, SHALL BE APPLIED TO THE HOLDERS OF ORDINARY SHARES (EXCLUDING E ORDINARY SHARES) PRO RATA TO THEIR HOLDINGS OF ORDINARY SHARES (EXCLUDING E ORDINARY SHARES) FOR THESE PURPOSES, THE AL, A2 AND B SHAREHOLDERS WILL BE TREATED AS IF THEY HAD ALREADY HAD DISTRIBUTED TO THEM, ANY ASSETS THAT, BUT FOR THE DEED OF PRIORITY (AS DEFINED IN THE ARTICLES OF ASSOCIATION) WOULD HAVE BEEN OWED TO THEM AS A RESULT OF THE COMPANY’S HOLDING IN TURNSTONE MIDCO 1 LIMITED. (II) ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE (OTHER THAN A REDEMPTION OR PURCHASE OF SHARES), ANY ASSETS OF THE COMPANY THAT ARE RECEIVED BY IT IN RESPECT OF ITS HOLDING OF E ORDINARY SHARES IN TURNSTONE MIDCO 1 LIMITED THAT ARE AVAILABLE FOR DISTRIBUTION SHALL, AFTER PAYMENT OF THE COMPANY’S LIABILITIES AND ALL PAYMENTS MADE IN PRIORITY, BE PAID TO THE HOLDERS OF E ORDINARY SHARES ONLY, PRO RATA TO THEIR HOLDING OF E ORDINARY SHARES. THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	2229329
		Total aggregate nominal value:	37949.74
		Total aggregate amount unpaid:	0

Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1:	400000 A1 ORDINARY shares held as at the date of this confirmation statement
Name:	ADP PRIMARY CARE ACQUISITIONS LIMITED
Shareholding 2:	1281763 A1 ORDINARY shares held as at the date of this confirmation statement
Name:	CEP III IHP S.À.R.L.
Shareholding 3:	18236 A2 ORDINARY shares held as at the date of this confirmation statement
Name:	TURNSTONE MANAGEMENT INVESTMENTS LIMITED
Shareholding 4:	300000 B ORDINARY shares held as at the date of this confirmation statement
Name:	TURNSTONE MANAGEMENT INVESTMENTS LIMITED
Shareholding 5:	25226 E1 ORDINARY SHARES shares held as at the date of this confirmation statement
Name:	ALAN JOHN BOWKETT
Shareholding 6:	57333 E1 ORDINARY SHARES shares held as at the date of this confirmation statement
Name:	TOM RIAL
Shareholding 7:	118105 E2 ORDINARY SHARES shares held as at the date of this confirmation statement
Name:	ESTRA TRUST (JERSEY) LIMITED
Shareholding 8:	28666 E2 ORDINARY SHARES shares held as at the date of this confirmation statement
Name:	MOHAMMED OMAR SHAFI KHAN

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor