

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
notice of shares taken by sub-
s on formation of the company
for an allotment of a new class
shares by an unlimited company

TUESDAY



A24GV3QA

A23 19/03/2013 #221

COMPANIES HOUSE

1 Company details

Company number 0 7 5 2 0 0 0 2

Company name in full Albert Medical Devices 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 2 0 1 1 2 2 0 1 2
To Date

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 ②	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
A Ordinary	GBP	87432	0.01	1 3725	0 00
A Ordinary	GBP	15613	0.01	0 01	0 00
Ordinary	GBP	6030	0.01	1 83	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
See attached schedule				£
				£
				£
				£
Totals				£

4**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
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				

6**Statement of capital (Totals)**

	Please give the total number of shares and total aggregate nominal value of issued share capital	1 Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares	805511	
Total aggregate nominal value 1	8055 11	

1 Including both the nominal value and any share premium

2 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

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

- 1 Including both the nominal value and any share premium
- 2 Total number of issued shares in this class
- 3 Eg Number of shares issued multiplied by nominal value of each share

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**.

Class of share	£0 01 A Ordinary
Prescribed particulars 1	See attached schedule

Class of share	£0 01 Ordinary
Prescribed particulars 1	See attached schedule

Class of share	
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 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

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 **2**, Administrator, Administrative receiver,
 Receiver, Receiver manager, CIL 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	£0.01 A Ordinary
Prescribed particulars	<p>The A Ordinary Shares and the Ordinary Shares shall have one vote and shall rank pari passu in all respects save as set out in the articles of association as follows 4.2 On a return of assets on a liquidation or a return of capital or otherwise, the assets of the Company remaining after the payment of its liabilities shall be distributed as follows 4.2.1 first in paying to the holders of the A Ordinary Shares the Issue Price paid for the A Ordinary Shares together with any Arrears, 4.2.2 second in paying to the holders of the Ordinary Shares the Issue Price paid for the Ordinary Shares together with any Arrears, and 4.2.3 the balance (if any) of such assets shall be distributed amongst the holders of the A Ordinary Shares and the Ordinary Shares pari passu as if the same constituted one class of share 4.3 In the event of an asset sale the Company shall thereupon be wound up and the assets available distributed in accordance with Article 4.2.4 4. In the event of a Sale, the members shall ensure that the total of all and any consideration received (whether in cash or otherwise) in respect of the Shares that are the subject of the Sale are re-allocated between the sellers of such Shares so as to ensure that the Sale proceeds are distributed in accordance with Article 4.2.4 5 Immediately prior to a Listing of the Company, the Company shall (to the extent that it is able to do so), by way of special dividend or bonus issue, allot to each holder of the A Ordinary Shares by way of capitalisation of reserves such number of Ordinary Shares (disregarding any fraction of a Share) as shall have an aggregate price per Share at which such Ordinary Shares in the Company are to be offered for sale, placed or otherwise marketed pursuant to the Listing equal to the Issue Price of the A Ordinary Shares held (together with any Arrears) 4.6 Save with the consent of the Fund, the Company shall ensure that any and all premium(s) paid into the share premium account of the Company in respect of Shares allotted after the Investment Date shall be preserved in order to enable the Company to satisfy its obligations in Article 4.5 If the Company is not lawfully permitted to make any special dividend or bonus issue pursuant to Article 4.5, it shall so far as it is lawfully able, effect a reduction of capital to generate sufficient Available Profits to enable the Company to satisfy its obligations in Article 4.5 If, following such reduction of capital the Company is unable to satisfy its obligations in Article 4.5 in full, to the extent that it has not satisfied such obligations in full it shall offer the holders of the A Ordinary Shares the right to subscribe for the number of Ordinary shares referred to in Article 4.5 at par</p>

SH01 - continuation page

Return of allotment of shares

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

Class of share	£0.01 Ordinary
Prescribed particulars	<p>The A Ordinary Shares and the Ordinary shares shall have one vote and shall rank pari passu in all respects save as set out in the articles of association as follows:</p> <p>4.2 On a return of assets on a liquidation or a return of capital or otherwise, the assets of the Company remaining after the payment of its liabilities shall be distributed as follows:</p> <p>4.2.1 first in paying to the holders of the A Ordinary Shares the Issue Price paid for the A Ordinary Shares together with any Arrears;</p> <p>4.2.2 second in paying to the holders of the Ordinary Shares the Issue Price paid for the Ordinary Shares together with any Arrears;</p> <p>and 4.2.3 the balance (if any) of such assets shall be distributed amongst the holders of the A Ordinary Shares and the Ordinary Shares pari passu as if the same constituted one class of share.</p> <p>4.3 In the event of an asset sale the Company shall thereupon be wound up and the assets available distributed in accordance with Article 4.2.4.</p> <p>4.4 In the event of a Sale, the members shall ensure that the total of all and any consideration received (whether in cash or otherwise) in respect of the Shares that are the subject of the Sale are re-allocated between the sellers of such Shares so as to ensure that the Sale proceeds are distributed in accordance with Article 4.2.4.</p> <p>4.5 Immediately prior to a Listing of the Company, the Company shall (to the extent that it is able to do so), by way of special dividend or bonus issue, allot to each holder of the A Ordinary Shares by way of capitalisation of reserves such number of Ordinary Shares (disregarding any fraction of a Share) as shall have an aggregate price per Share at which such Ordinary Shares in the Company are to be offered for sale, placed or otherwise marketed pursuant to the Listing equal to the Issue Price of the A Ordinary Shares held (together with any Arrears).</p> <p>4.6 Save with the consent of the Fund, the Company shall ensure that any and all premium(s) paid into the share premium account of the Company in respect of Shares allotted after the Investment Date shall be preserved in order to enable the Company to satisfy its obligations in Article 4.5.</p> <p>If the Company is not lawfully permitted to make any special dividend or bonus issue pursuant to Article 4.5, it shall so far as it is lawfully able, effect a reduction of capital to generate sufficient Available Profits to enable the Company to satisfy its obligations in Article 4.5.</p> <p>If, following such reduction of capital the Company is unable to satisfy its obligations in Article 4.5 in full, to the extent that it has not satisfied such obligations in full it shall offer the holders of the A Ordinary Shares the right to subscribe for the number of Ordinary shares referred to in Article 4.5 at par.</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 Nicola Warner

Company name Mills & Reeve LLP

Address 1 St James Court

Whitefriars

Post town Norwich

County/Region Norfolk

Postcode N R 3 1 R U

Country United Kingdom

DX DX 5210 Norwich

Telephone 01603 660155

**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 NR Belfast 1

**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