

SH01

Return of allotment of shares

slid can

Oyez

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 for**
You cannot use this form to give
notice of shares allotted following
formation of the company for an allotment
of shares by an unlimited company

FRIDAY



A02
A13DGFSQ
24/02/2012
COMPANIES HOUSE
#488

ease
ov uk

1 Company details

Company number 07838042

Company name in full Harbour Care (UK) Limited

Filing in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Allotment dates

From Date 15/02/2012
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	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
B Ordinary	Sterling	38999	£1	£38999	Nil
Cumulative Redeemable Preference	Sterling	3105000	£1	£3105000	Nil
A Ordinary	Sterling	117,000	£1	£117000	Nil

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)

The shares are issued pursuant to the terms of a Business Transfer Agreement between
Evelina Went and the Company dated 14 December, as part of the consideration for the
Business and Assets (both terms as defined in the Business Transfer Agreement), rather than
for cash, transferred pursuant to the Business Transfer Agreement

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
B Ordinary Shares	£1	Nil	39,000	£ 39000.00
Cumulative Redeemable Preference	£1	Nil	3105000	£ 3105000.00
A Ordinary Shares	£1	Nil	117000	£ 117000.00
				£
Totals			3261000	£ 3261000.00

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
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

Total number of shares

Total aggregate
nominal value ⁴

4 Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example, £100 + €100 + \$10 etc.

¹ Including both the nominal value and any
share premium

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

² Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation
page if necessary

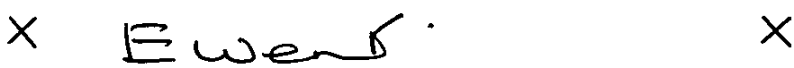
SH01

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	A Ordinary Shares	
Prescribed particulars 1	See continuation sheet	
Class of share	B Ordinary Shares	
Prescribed particulars 1	See continuation sheet	
Class of share	Cumulative Redeemable Preference Shares	
Prescribed particulars 1	See continuation sheet	

8 Signature

I am signing this form on behalf of the company		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
Signature	Signature 	
This form may be signed by Director, 2, Secretary, Person authorised 3, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager		

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

Ray Coyle

Company name

Osborne Clarke

Address

Apex Plaza

Forbury Road

Reading

Post town

County/Region

Postcode

R G I 1 A X

Country

DX

Telephone

+44 (0) 118 9252000

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 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 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

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

[illegible]

SH01 - continuation page

Return of allotment of shares



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)

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

[illegible]

2 Total number of issued shares in this class

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>The balance of any profits which are available for distribution after initially paying to the holders of Preference Shares a dividend at the Preference Rate (as defined in the articles of association of the Company), so far as such is resolved to be distributed, will be distributed by way of dividend among the holders of the A Ordinary and B Ordinary Shares (as if the same constituted one class of Share).</p> <p>Upon a winding-up of the company, or any other return of capital, the assets of the company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding-up or return of capital shall be paid first to the Preference share holders (in the amount explained below) and second, in distributing the balance among the holders of the A Ordinary and B Ordinary shares: as to the B Share Capital Value, to the holders of the B Ordinary Shares, and as to the balance to the holders of the A Ordinary Shares. The B Share Capital Value shall be an amount equal to the sum of (i) the B Share Proportion of the Equity Distribution less (ii) the Salary Adjustment (as each such defined term is defined in the articles of association of the Company). On a Sale or Listing (as defined in the articles of association of the Company), the proceeds of sale or listing of the issued share capital must be applied in the same manner as for capital.</p> <p>The rights attached to the A Ordinary Shares may be altered or abrogated (whether or not the Company is being wound up) only with the prior consent of the holders of the issued shares of that class.</p> <p>Each holder of an A ordinary share is entitled to receive notice of, and to attend and have one vote at, general meetings of the company.</p> <p>These shares are not redeemable.</p>	

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

[illegible]

SH01 - continuation page

Return of allotment of shares



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)

Statement of capital

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

[illegible]

1 Including both the nominal value and any share premium

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

2 Total number of issued shares in this class

SH01 - continuation page

Return of allotment of shares



7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Cumulative Redeemable Preference	
Prescribed particulars	<p>The profits which are available for distribution (including retained distributable profits) shall be distributed first in paying to the Preference Shareholders a Dividend at the Preference Rate on the Subscription Price of each Preference Share to the extent paid up (together with any accrued but unpaid Dividends) (all such terms being as defined in the articles of association of the Company) The Dividend will be distributed among the Preference Shareholders according to the amounts paid up or credited as paid up on each Preference Share and will accrue on a daily basis and compound annually on 31 December, whether or not earned or declared, in respect of the period from the date of issue to the date on which such Dividend is paid The Dividend will be paid when and if declared by the Board (being the Board of Directors of the Company from time to time) If not paid at the time declared by the Board, the Dividend will nevertheless be due and payable and notwithstanding the fact that the Preference Shares are expressed to be (and if not being paid, will be) cumulative, the amounts become a debt due from the company to the Preference Shareholders entitled to such Dividends without any resolution of the Directors or the company in general meeting Unpaid Dividends on the Preference Shares will be compounded annually such that, following a compounding of any such Dividend, the Dividend accruing on the Preference Shares will be the Preference Rate of the aggregate sum of the Subscription Price and any such compounded Dividends</p> <p>Upon a winding-up of the company, or any other return of capital, the assets of the company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding-up or return of capital shall be used first in paying to the Preference Shareholders a sum equal to the Subscription Price on each Preference Share held by them together with a sum equal to all unpaid accruals of any Dividend (whether declared or not) calculated down to and including the date of the repayment or winding-up Where a winding-up of the company, or any other return of capital, occurs at any point within one year following the date of adoption of the articles, the amount payable to the Preference Shareholders shall be a sum equal to the Subscription Price on each Preference Share held by them together with a sum equal to the Dividend that would have accrued during the first twelve-month period from the date of adoption of the articles.</p> <p>On a Sale or Listing, the proceeds of sale or listing of the issued share capital must be applied in the same manner as for capital</p> <p>Each Preference Shareholder is entitled to receive notice of and attend and speak at any general meeting, but is not entitled in his capacity as holder of such Shares to vote upon any resolution</p> <p>The company may redeem some or all of the Preference Shares then in issue at any time</p>	

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

[illegible]

SH01 - continuation page

Return of allotment of shares



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)

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

Currency

[illegible]

2 Total number of issued shares in this class

SH01 - continuation page

Return of allotment of shares



7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B Ordinary Shares	
Prescribed particulars	<p>The balance of any profits which are available for distribution after initially paying to the holders of Preference Shares a dividend at the Preference Rate (as defined in the articles of association of the Company), so far as such is resolved to be distributed, will be distributed by way of dividend among the holders of the A Ordinary and B Ordinary Shares (as if the same constituted one class of Share).</p> <p>Upon a winding-up of the company, or any other return of capital, the assets of the company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding-up or return of capital shall be paid first to the Preference share holders (in the amount explained below) and second, in distributing the balance among the holders of A Ordinary and B Ordinary Shares: as to the B Share Capital Value, to the holders of the B Ordinary Shares; and as to the balance to the holders of the A Ordinary Shares. The B Share Capital Value shall be the amount equal to the sum of (i) the B Share Proportion of the Equity Distribution less (ii) the Salary Adjustment (as each such defined term is defined in the articles of association of the Company). On a Sale or Listing (as defined in the articles of association of the Company), the proceeds of sale or listing of the issued share capital must be applied in the same manner as for capital.</p> <p>Each holder of a B ordinary share is entitled to receive notice of, and to attend and have one vote at, general meetings of the company.</p> <p>These shares are not redeemable.</p>	