

# SH01

## Return of allotment of shares



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[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

✓ **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  
shareholders on formation of the company  
for an allotment of a new class of  
shares by an unlimited company.

WEDNESDAY



A20 \*A5EJWG55\*  
31/08/2016 #424  
COMPANIES HOUSE

### 1 Company details

Company number 0 9 6 6 8 4 8 7  
Company name in full Metabolic 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 d 1 d 5 m 0 m 7 y 2 y 0 y 1 y 6  
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.  
(Please use a continuation page if necessary.)

② **Currency**  
If currency details are not  
completed we will assume currency  
is in pound sterling.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	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
	Ordinary Shares	223668	0.0001	2.459	0.00
	Seed Preferred Shares	488004	0.0001	2.459	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)

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## Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

**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
<b>Currency table A</b>				
	Ordinary Shares	1486335	148.6335	
	Seed Preferred Shares	488004	48.8004	
	<b>Totals</b>	1974339	197.4339	0
<b>Currency table B</b>				
	<b>Totals</b>			
<b>Currency table C</b>				
	<b>Totals</b>			
		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
<b>Totals (including continuation pages)</b>		1974339	197.4339	0

① Please list total aggregate values in different currencies separately.  
For example: £100 + €100 + \$10 etc.

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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 share capital tables in **Section 4**.

Class of share

Ordinary Shares

Prescribed particulars  
①

Please see continuation page for further information.

Class of share

Seed Preferred Shares

Prescribed particulars  
①

Please see continuation page for further information.

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.

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 *Jai F. Loblaw* X

This form may be signed by:  
Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC 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.

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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 Christopher Dixon (CCD)

Company name OLSWANG LLP

Address 90 High Holborn

Post town London

County/Region

Postcode W C 1 V 6 X X

Country

DX 37972 Kingsway

Telephone 020 7067 3000



**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 relevant 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)**

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### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Ordinary Shares
Prescribed particulars	<p>All defined terms shall have the meaning given in the articles of association of the Company.</p> <p><b>1. Voting Rights</b></p> <p>Each ordinary share carries one vote on a written resolution and one vote on a resolution on a poll taken at a meeting. On a vote on a resolution on a show of hands at a meeting, each member present in person or by proxy has one vote.</p> <p><b>2. Dividend Rights</b></p> <p>Each ordinary share carries full rights to participate in dividends on a pari passu basis.</p> <p><b>3. Liquidation Preference</b></p> <p>On a distribution of assets on liquidation or a return of capital, the surplus assets of the Company remaining after the payment of its liabilities shall be applied in paying to Seed Preferred Shares the greater of:</p> <p>a) an amount per Seed Preferred Share equal to the Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount in full, the remaining surplus assets shall be distributed to the holders of Seed Preferred Shares pro rata to the amounts which they would have received had the Preference Amount been paid in full); or</p> <p>b) an amount per share equivalent to that which the holders of Seed Preferred Shares would have received had the Seed Preferred Shares converted into Ordinary Shares immediately prior to such liquidation or return of capital.</p> <p>Where surplus assets remain the holders of Deferred Shares shall be paid in total £1.00 for the entire class of Deferred Shares.</p> <p>The balance of the surplus assets shall be distributed among the holders of ordinary shares pro rata to the number of ordinary shares held.</p> <p><b>4. Redemption</b></p> <p>Subject to the consent of the Lead Investor, the Company may purchase ordinary shares to the extent permitted by section 692(1ZA) of the Companies Act 2006.</p>

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### Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Seed Preferred Shares	
Prescribed particulars	<p>All defined terms shall have the meaning given in the articles of association of the Company.</p> <p><b>1. Voting Rights</b></p> <p>Each seed preferred share carries one vote on a written resolution and one vote on a resolution on a poll taken at a meeting. On a vote on a resolution on a show of hands at a meeting, each member present in person or by proxy has one vote.</p> <p><b>2. Dividend Rights</b></p> <p>Each seed preferred share carries full rights to participate in dividends on a pari passu basis.</p> <p><b>3. Liquidation Preference</b></p> <p>On a distribution of assets on liquidation or a return of capital, the surplus assets of the Company remaining after the payment of its liabilities shall be applied in paying to Seed Preferred Shares the greater of:</p> <p>a) an amount per Seed Preferred Share equal to the Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the Preference Amount in full, the remaining surplus assets shall be distributed to the holders of Seed Preferred Shares pro rata to the amounts which they would have received had the Preference Amount been paid in full); or</p> <p>b) an amount per share equivalent to that which the holders of Seed Preferred Shares would have received had the Seed Preferred Shares converted into Ordinary Shares immediately prior to such liquidation or return of capital.</p> <p><b>4. Redemption</b></p> <p>Subject to the consent of the Lead Investor, the Company may purchase seed preferred shares to the extent permitted by section 692(1ZA) of the Companies Act 2006.</p>	