

SH01

Return of allotment of shares



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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 subscription
on formation of the company
for an allotment of a new class of
shares by an unlimited company.

SATURDAY



A09 14/04/2018 #311
COMPANIES HOUSE

1 Company details

Company number 09668487
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 d2 d7 m1 m0 y2 y0 y1 y7
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
Sterling	Series A Shares	1151316	0.0001	6.08	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
Currency table A				
Sterling	Ordinary Shares	1486335	148.6335	
Sterling	Seed Preferred Shares	508337	50.8337	
Sterling	Series A Shares	1151316	115.1316	
Totals		3145988	314.5988	0

Currency table B				
Totals				

Currency table C				
Totals				

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	3145988	314.5988	0

❶ 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

Series A Shares

Prescribed particulars

1

Please see continuation page for further information.

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 L. Lobhu* 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 NADY

Company name CMS Cameron McKenna Nabarro
Olswang LLP

Address Cannon Place

78 Cannon Street

Post town London

County/Region

Postcode E C 4 N 6 A F

Country United Kingdom

DX DX135316 London Cannon Place

Telephone +44 207 367 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 or email 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

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares	
Prescribed particulars	<p>Definitions:</p> <p>"Equity Shares" means the Ordinary Shares, Seed Preferred Shares and the Series A Shares.</p> <p>Capitalised terms shall have the meaning given in the articles of association (the "Articles") of the Company.</p> <p>1. Voting</p> <p>1.1 The Equity Shares shall confer on each holder the right to receive notice of and to attend, speak and vote (on an as converted basis) at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p>2. Distributions on liquidation or a return of capital</p> <p>2.1 On a distribution of assets on liquidation or a return of capital (other than a conversion, redemption or purchase of Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so):</p> <p>2.1.1 first, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares);</p> <p>2.1.2 second, in paying a sum equal to £X plus £100 (where X is an amount equal to the aggregate Issue Price of all the Series A Shares in issue at the relevant time plus all arrears or accruals of declared but unpaid dividends on the Series A Shares) to be distributed as to 0.0001 per cent. amongst the holders of Seed Preferred Shares and Ordinary Shares pro rata according to the number of Seed Preferred Shares or Ordinary Shares held by them and as to the balance to the holders of the Series A Shares such that each holder of Series A Shares receives in respect of each Series A Preferred Share held the Issue Price of that Series A Shares (provided that if there insufficient surplus assets to pay the Issue Price of each Series A Preferred Share, such balance shall be distributed to the holders of Series A Shares pro rata according to the number of Series A Shares held); and</p> <p>2.1.3 third, in paying a sum equal to £X plus £100</p>	

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

Class of share	Ordinary Shares (continued)
Prescribed particulars	<p>(where X is an amount equal to the aggregate Issue Price of all the Seed Preferred Shares in issue at the relevant time plus all arrears or accruals of declared but unpaid dividends on the Seed Preferred Shares) to be distributed as to 0.0001 per cent. amongst the holders of Series A Shares and Ordinary Shares pro rata according to the number of Series A Shares or Ordinary Shares held by them and as to the balance to the holders of the Seed Preferred Shares such that each holder of Seed Preferred Shares receives in respect of each Seed Preferred Share held the Issue Price of that Seed Preferred Share (provided that if there insufficient surplus assets to pay the Issue Price of each Seed Preferred Share, such balance shall be distributed to the holders of Seed Preferred Shares pro rata according to the number of Seed Preferred Shares held); and</p> <p>2.4 the balance of the surplus assets (if any) shall be distributed as to 0.0001 per cent. to the holders of the Series A Shares and Seed Preferred Shares pro-rata according to the number of Series A Shares or Seed Preferred Shares held by them, and as to the balance to the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held by them.</p> <p>2.5 The Investor Shares (other than those held by Mainspring) will automatically convert into Ordinary Shares in accordance with the provisions of Article 8 immediately prior to a distribution of assets, liquidation or return of capital, where the holders of such converted Investor Shares would, in receiving their pro rata share of any assets distributed following such conversion, receive a higher amount for such converted Investor Shares than they would for the Investor Shares under Article 5.1.</p> <p>4. Redemption</p> <p>4.1 The Equity Shares are not redeemable.</p>

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Seed Preferred Shares	
Prescribed particulars	<p>Definitions:</p> <p>"Equity Shares" means the Ordinary Shares, Seed Preferred Shares and the Series A Shares.</p> <p>Capitalised terms shall have the meaning given in the articles of association (the "Articles") of the Company.</p> <p>1. Voting</p> <p>1.1 The Equity Shares shall confer on each holder the right to receive notice of and to attend, speak and vote (on an as converted basis) at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p>2. Distributions on liquidation or a return of capital</p> <p>2.1 On a distribution of assets on liquidation or a return of capital (other than a conversion, redemption or purchase of Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so):</p> <p>2.1.1 first, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares);</p> <p>2.1.2 second, in paying a sum equal to £X plus £100 (where X is an amount equal to the aggregate Issue Price of all the Series A Shares in issue at the relevant time plus all arrears or accruals of declared but unpaid dividends on the Series A Shares) to be distributed as to 0.0001 per cent. amongst the holders of Seed Preferred Shares and Ordinary Shares pro rata according to the number of Seed Preferred Shares or Ordinary Shares held by them and as to the balance to the holders of the Series A Shares such that each holder of Series A Shares receives in respect of each Series A Preferred Share held the Issue Price of that Series A Shares (provided that if there insufficient surplus assets to pay the Issue Price of each Series A Preferred Share, such balance shall be distributed to the holders of Series A Shares pro rata according to the number of Series A Shares held); and</p> <p>2.1.3 third, in paying a sum equal to £X plus £100</p>	

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

Class of share	Seed Preferred Shares (Continued)
Prescribed particulars	<p>(where X is an amount equal to the aggregate Issue Price of all the Seed Preferred Shares in issue at the relevant time plus all arrears or accruals of declared but unpaid dividends on the Seed Preferred Shares) to be distributed as to 0.0001 per cent. amongst the holders of Series A Shares and Ordinary Shares pro rata according to the number of Series A Shares or Ordinary Shares held by them and as to the balance to the holders of the Seed Preferred Shares such that each holder of Seed Preferred Shares receives in respect of each Seed Preferred Share held the Issue Price of that Seed Preferred Share (provided that if there insufficient surplus assets to pay the Issue Price of each Seed Preferred Share, such balance shall be distributed to the holders of Seed Preferred Shares pro rata according to the number of Seed Preferred Shares held); and</p> <p>2.4 the balance of the surplus assets (if any) shall be distributed as to 0.0001 per cent. to the holders of the Series A Shares and Seed Preferred Shares pro-rata according to the number of Series A Shares or Seed Preferred Shares held by them, and as to the balance to the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held by them.</p> <p>2.5 The Investor Shares (other than those held by Mainspring) will automatically convert into Ordinary Shares in accordance with the provisions of Article 8 immediately prior to a distribution of assets, liquidation or return of capital, where the holders of such converted Investor Shares would, in receiving their pro rata share of any assets distributed following such conversion, receive a higher amount for such converted Investor Shares than they would for the Investor Shares under Article 5.1.</p> <p>4. Redemption</p> <p>4.1 The Equity Shares are not redeemable.</p>

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

Class of share	Series A Shares	
Prescribed particulars	<p>Definitions:</p> <p>"Equity Shares" means the Ordinary Shares, Seed Preferred Shares and the Series A Shares.</p> <p>Capitalised terms shall have the meaning given in the articles of association (the "Articles") of the Company.</p> <p>1. Voting</p> <p>1.1 The Equity Shares shall confer on each holder the right to receive notice of and to attend, speak and vote (on an as converted basis) at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.</p> <p>2. Distributions on liquidation or a return of capital</p> <p>2.1 On a distribution of assets on liquidation or a return of capital (other than a conversion, redemption or purchase of Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so):</p> <p>2.1.1 first, in paying to the holders of the Deferred Shares, if any, a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares);</p> <p>2.1.2 second, in paying a sum equal to £X plus £100 (where X is an amount equal to the aggregate Issue Price of all the Series A Shares in issue at the relevant time plus all arrears or accruals of declared but unpaid dividends on the Series A Shares) to be distributed as to 0.0001 per cent. amongst the holders of Seed Preferred Shares and Ordinary Shares pro rata according to the number of Seed Preferred Shares or Ordinary Shares held by them and as to the balance to the holders of the Series A Shares such that each holder of Series A Shares receives in respect of each Series A Preferred Share held the Issue Price of that Series A Shares (provided that if there insufficient surplus assets to pay the Issue Price of each Series A Preferred Share, such balance shall be distributed to the holders of Series A Shares pro rata according to the number of Series A Shares held); and</p> <p>2.1.3 third, in paying a sum equal to £X plus £100</p>	

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

Class of share	Series A Shares (continued)	
Prescribed particulars	<p>(where X is an amount equal to the aggregate Issue Price of all the Seed Preferred Shares in issue at the relevant time plus all arrears or accruals of declared but unpaid dividends on the Seed Preferred Shares) to be distributed as to 0.0001 per cent. amongst the holders of Series A Shares and Ordinary Shares pro rata according to the number of Series A Shares or Ordinary Shares held by them and as to the balance to the holders of the Seed Preferred Shares such that each holder of Seed Preferred Shares receives in respect of each Seed Preferred Share held the Issue Price of that Seed Preferred Share (provided that if there insufficient surplus assets to pay the Issue Price of each Seed Preferred Share, such balance shall be distributed to the holders of Seed Preferred Shares pro rata according to the number of Seed Preferred Shares held); and</p> <p>2.4 the balance of the surplus assets (if any) shall be distributed as to 0.0001 per cent. to the holders of the Series A Shares and Seed Preferred Shares pro-rata according to the number of Series A Shares or Seed Preferred Shares held by them, and as to the balance to the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held by them.</p> <p>2.5 The Investor Shares (other than those held by Mainspring) will automatically convert into Ordinary Shares in accordance with the provisions of Article 8 immediately prior to a distribution of assets, liquidation or return of capital, where the holders of such converted Investor Shares would, in receiving their pro rata share of any assets distributed following such conversion, receive a higher amount for such converted Investor Shares than they would for the Investor Shares under Article 5.1.</p> <p>4. Redemption</p> <p>4.1 The Equity Shares are not redeemable.</p>	