

**IN THE HIGH COURT OF JUSTICE  
CHANCERY DIVISION**

**COMPANIES COURT**

**Registrar Derrett**

**3 May 2017**

**Claim No. CR-2017-001250**



**IN THE MATTER OF BB HEALTHCARE TRUST PLC**

**AND IN THE MATTER OF THE COMPANIES ACT 2006**

**UPON THE CLAIM** of **BB HEALTHCARE TRUST PLC** (registered number 10415235) (the "**Company**") whose registered office is situated at Mermaid House, 2 Puddle Dock, London EC4V 3DB issued on 8 March 2017.

**AND UPON HEARING** Hermann Boeddinghaus, Counsel for the Company

**AND UPON READING** the Claim Form and the other documents recorded upon the Court file as having been read

**AND UPON** the Company by its Counsel **UNDERTAKING THAT** UPON the reduction of the Company's share premium account effected by the Special Resolution set out in paragraph 4.1 of the Claim Form herein taking effect (the "**Effective Date**") and for so long as and to the extent that there shall remain outstanding any debt or claim against the Company which would be admissible in proof against the Company in a winding up commencing on the Effective Date (and to the extent that the persons entitled thereto shall not have agreed otherwise) (the "**Relevant Liabilities**"), the Company shall credit to a special reserve in the books of the Company (the "**Special Reserve**") a sum equal to the Relevant Liabilities as at the Effective Date, and so long and to the extent that it shall not be capitalised (and subject to below) the Special Reserve (1) shall not be treated as representing realised profits of the Company and (2) for so long as the Company remains a public company shall be treated as an undistributable reserve of the Company for the purposes of Section 831 of the Companies Act 2006, **PROVIDED THAT** the amount standing to the credit of the Special Reserve may be reduced by an amount equal to any increase after the Effective Date in the paid-up capital of the Company as a result of any issue of shares (other than an issue made for the purposes of the purchase by the Company of its own shares) for cash or other consideration or from a capitalisation of any distributable reserve (not including the Special Reserve)

**THIS COURT ORDERS** that the reduction of the share premium account of the Company by the amount of £146,412,136 resolved on and effected by the Special Resolution of the



Company passed at a general meeting of the Company held on 2 November 2016 be and the same is hereby confirmed in accordance with the provisions of the above-mentioned Act.

**AND THIS COURT HEREBY APPROVES** the terms of the Statement of Capital annexed hereto.

**AND IT IS ORDERED** that this Order be produced to the Registrar of Companies and that an Office Copy hereof be delivered to him together with a copy of the Statement of Capital.

**AND IT IS ORDERED** that notice of the registration by the Registrar of Companies of this Order and of the Statement of Capital be published once in 'The Times' newspaper within 21 days after such registration.

**Claim No. CR-2017-001250**

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CHANCERY DIVISION**

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**REGISTRAR DERRETT**

**3 May 2017**

**IN THE MATTER OF BB HEALTHCARE  
TRUST PLC**

**AND IN THE MATTER OF THE COMPANIES  
ACT 2006**

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**ORDER**

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**Stephenson Harwood LLP  
1 Finsbury Circus  
London EC2M 7SH  
Tel: +44 20 7329 4422  
Fax: +44 20 7329 7100  
Ref: 1431/01-55-04349  
Solicitors for the Company**

# SH19



## Statement of capital for reduction supported by solvency statement or court order

**A fee is payable with this form.**  
Please see 'How to pay' on the last page.

**✓ What this form is for**

You may use this form as a Statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order.

**✗ What this form is NOT for**

You cannot use this form to complete a Statement of capital for a company re-registering from unlimited to limited.

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

### 1 Company details

Company number 1 0 4 1 5 2 3 5

Company name in full BB HEALTHCARE TRUST PLC

**► Filling in this form**

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by \*

### 2 Share capital

Complete the table(s) below to show the issued share capital as reduced by the resolution.

**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	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium
<b>Currency table A</b>				
STERLING	ORDINARY REDEEMABLE SHARES	167,340,675	1,673,406.75	
STERLING	MANAGEMENT SHARES	50,001	50001	
<b>Totals</b>		167390676	1723407.75	37,500

<b>Currency table B</b>				
<b>Totals</b>				

**Totals (including continuation pages)**

Total number of shares	Total aggregate nominal value <sup>1</sup>	Total aggregate amount unpaid <sup>1</sup>
167390676	1723407.75	37,500

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

# SH19


Statement of capital for reduction supported by solvency statement or court order

<b>3</b>	<b>Prescribed particulars of rights attached to shares</b>	
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the Statement of capital share tables in <b>Section 2</b> .	
Class of share	ORDINARY REDEEMABLE SHARES	
Prescribed particulars 1	The ordinary redeemable shares have attached to them full voting, dividend and capital distribution (including on winding-up) rights. They confer rights of redemption.	
Class of share	MANAGEMENT SHARES	
Prescribed particulars 1	The management shares do not carry a right to receive notice of, or attend or vote at any general meeting of the Company unless no other shares are in issue at that time. The management shares are entitled to receive, in priority to any payment of a dividend on any other class of share, a fixed cumulative dividend of 0.01 per cent. per annum on their nominal amount. On a winding-up or on a return of capital the holders of the management shares shall only receive an amount up to the capital paid up on such management shares. The management shares are not redeemable.	
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.

Please use a Statement of capital continuation page if necessary.

<b>4</b>	<b>Signature</b>	
	I am signing this form on behalf of the company.	
Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="text-align: center;">  </div> <div style="margin-left: 20px;">X</div> </div>	
	This form may be signed by: <del>Director</del> 2, Secretary, Person authorised 3, GIG-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.

# SH19

Statement of capital for reduction supported by solvency statement  
or court order



## 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 Kate Longman

Company name Stephenson Harwood LLP

Address  
1 Finsbury Circus

London

Post town

County/Region

Postcode

E C 2 M 7 S H

Country

DX DX 64, Chancery Lane

Telephone 020 7329 4422



## 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 completed the relevant sections of the Statement of capital.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



## Important information

Please note that all information on this form will appear on the public record.



## How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House.'



## 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)