

# SH01

## Return of allotment of shares



Companies House



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☒ **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 a company or for an allotment  
of shares by an unlisted company.

WEDNESDAY



\*S7448S48\*

SCT 18/04/2018 #228  
COMPANIES HOUSE

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

### 1 Company details

Company number S C 1 9 0 0 7 8

Company name in full Vascular Flow Technologies Ltd

#### → 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 2 d 9 m 1 m 2 y 2 y 0 y 1 y 7  
To Date d 2 d 9 m 1 m 2 y 2 y 0 y 1 y 7

#### 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
	B Ordinary Preference	10,000,000	0.05	500,000	0

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)

### Return of allotment of shares

## Statement of capital

**Complete a separate table for each currency (if appropriate).** For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

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

	See continuation page			
<b>Totals</b>				

				2025 2026 2027 2028 2029 2030 2031 2032 2033 2034 2035 2036 2037 2038 2039 2040 2041 2042 2043 2044 2045 2046 2047 2048 2049 2050 2051 2052 2053 2054 2055 2056 2057 2058 2059 2060 2061 2062 2063 2064 2065 2066 2067 2068 2069 2070 2071 2072 2073 2074 2075 2076 2077 2078 2079 2080 2081 2082 2083 2084 2085 2086 2087 2088 2089 2090 2091 2092 2093 2094 2095 2096 2097 2098 2099 2100 2101 2102 2103 2104 2105 2106 2107 2108 2109 2110 2111 2112 2113 2114 2115 2116 2117 2118 2119 2120 2121 2122 2123 2124 2125 2126 2127 2128 2129 2130 2131 2132 2133 2134 2135 2136 2137 2138 2139 2140 2141 2142 2143 2144 2145 2146 2147 2148 2149 2150 2151 2152 2153 2154 2155 2156 2157 2158 2159 2160 2161 2162 2163 2164 2165 2166 2167 2168 2169 2170 2171 2172 2173 2174 2175 2176 2177 2178 2179 2180 2181 2182 2183 2184 2185 2186 2187 2188 2189 2190 2191 2192 2193 2194 2195 2196 2197 2198 2199 2200 2201 2202 2203 2204 2205 2206 2207 2208 2209 2210 2211 2212 2213 2214 2215 2216 2217 2218 2219 2220 2221 2222 2223 2224 2225 2226 2227 2228 2229 2230 2231 2232 2233 2234 2235 2236 2237 2238 2239 2240 2241 2242 2243 2244 2245 2246 2247 2248 2249 2250 2251 2252 2253 2254 2255 2256 2257 2258 2259 2260 2261 2262 2263 2264 2265 2266 2267 2268 2269 2270 2271 2272 2273 2274 2275 2276 2277 2278 2279 2280 2281 2282 2283 2284 2285 2286 2287 2288 2289 2290 2291 2292 2293 2294 2295 2296 2297 2298 2299 2300 2301 2302 2303 2304 2305 2306 2307 2308 2309 2310 2311 2312 2313 2314 2315 2316 2317 2318 2319 2320 2321 2322 2323 2324 2325 2326 2327 2328 2329 2330 2331 2332 2333 2334 2335 2336 2337 2338 2339 2340 2341 2342 2343 2344 2345 2346 2347 2348 2349 2350 2351 2352 2353 2354 2355 2356 2357 2358 2359 2360 2361 2362 2363 2364 2365 2366 2367 2368 2369 2370 2371 2372 2373 2374 2375 2376 2377 2378 2379 2380 2381 2382 2383 2384 2385 2386 2387 2388 2389 2390 2391 2392 2393 2394 2395 2396 2397 2398 2399 2400 2401 2402 2403 2404 2405 2406 2407 2408 2409 2410 2411 2412 2413 2414 2415 2416 2417 2418 2419 2420 2421 2422 2423 2424 2425 2426 2427 2428 2429 2430 2431 2432 2433 2434 2435 2436 2437 2438 2439 2440 2441 2442 2443 2444 2445 2446 2447 2448 2449 2450 2451 2452 2453 2454 2455 2456 2457 2458 2459 2460 2461 2462 2463 2464 2465 2466 2467 2468 2469 2470 2471 2472 2473 2474 2475 
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<b>Totals</b>				

Total number of shares	Total aggregate nominal value <sup>1</sup>	Total aggregate amount unpaid <sup>1</sup>
315,882,512	£4,499,742.59	0

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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

Prescribed particulars

①

See Continuation Pages

Class of share

Prescribed particulars

①

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



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.

## Shares allotted

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

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	<p>If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.</p>
<p>Details of non-cash consideration.</p> <p>If a PLC, please attach valuation report (if appropriate)</p>	

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	
	ORDINARY SHARES OF £0.10	14,889,083	£1,489,908.30		
	ORDINARY SHARES OF £0.01	100,673,429	£1,006,734.29		
	A ORDINARY PREFERENCE	140,000,000	£1,400,000.00		
	B ORDINARY PREFERENCE	60,310,000	£603,100.00		
Totals		315,882,512	£4,499,742.59		

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## Return of allotment of shares

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

Class of share	Ordinary Shares of £0.10 and £0.01 (which rank pari passu)	
Prescribed particulars	<p>Voting: On a show of hands every member present in person or by proxy shall have one vote (unless the proxy is himself a member entitled to vote) and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.</p> <p>Dividends: Other than as set out in the Company's Articles, no dividends are to be declared, made or paid without the prior written consent of Nuthatches Ltd (as investors in the Company). Subject to the foregoing, the dividend entitlement of each holder of shares in the Company is calculated on the basis that (i) the holders of the B Ordinary Preference shares ("B Shares") are entitled to receive four times (4x) the Dividend per Share (calculated in accordance with the Articles) for each B Share held; (ii) the holders of the A Ordinary Preference shares ("A Shares") are entitled to receive two times (2x) the Dividend per Share for each A Share held; and (iii) the holders of the Ordinary shares are entitled to receive the Dividend per Share for each Ordinary Share held;</p> <p>Return of Capital: On a return of assets on liquidation or otherwise, the surplus assets of the Company remaining after the payment of its liabilities shall belong to and be distributed as follows: (i) in paying to the holders of the B Shares, an amount equivalent to three times the Original Subscription Price (being £0.05) per B Share; (ii) in paying to the holders of the A Shares, an amount equivalent to the Original Subscription Price per A Share; and (iii) amongst the holders of the Ordinary Shares, the A Shares and the B Shares pro rata as if they constituted the same class of shares.</p> <p>Redemption: The consent in writing of Nuthatches Ltd is required prior to the Company redeeming any of its shares.</p>	

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## Return of allotment of shares

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

Class of share	A Ordinary Preference Shares of £0.01	
Prescribed particulars	<p>Voting: On a show of hands every member present in person or by proxy shall have one vote (unless the proxy is himself a member entitled to vote) and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.</p> <p>Dividends: Other than as set out in the Company's Articles, no dividends are to be declared, made or paid without the prior written consent of and Nuthatches Ltd (as investors in the Company). Subject to the foregoing, the dividend entitlement of each holder of shares in the Company is calculated on the basis that (i) the holders of the B Ordinary Preference shares ("B Shares") are entitled to receive four times (4x) the Dividend per Share (calculated in accordance with the Articles) for each B Share held; (ii) the holders of the A Ordinary Preference shares ("A Shares") are entitled to receive two times (2x) the Dividend per Share for each A Share held; and (iii) the holders of the Ordinary shares are entitled to receive the Dividend per Share for each Ordinary Share held;</p> <p>Return of Capital: On a return of assets on liquidation or otherwise, the surplus assets of the Company remaining after the payment of its liabilities shall belong to and be distributed as follows: (i) in paying to the holders of the B Shares, an amount equivalent to three times the Original Subscription Price (being £0.05) per B Share; (ii) in paying to the holders of the A Shares, an amount equivalent to the Original Subscription Price per A Share; and (iii) amongst the holders of the Ordinary Shares, the A Shares and the B Shares pro rata as if they constituted the same class of shares.</p> <p>Redemption: The consent in writing of Nuthatches Ltd is required prior to the Company redeeming any of its shares.</p>	



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## Return of allotment of shares

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

Class of share	B Ordinary Preference Shares of £0.01	
Prescribed particulars	<p>Voting: On a show of hands every member present in person or by proxy shall have one vote (unless the proxy is himself a member entitled to vote) and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.</p> <p>Dividends: Other than as set out in the Company's Articles, no dividends are to be declared, made or paid without the prior written consent of and Nuthatches Ltd (as investors in the Company).</p> <p>Subject to the foregoing, the dividend entitlement of each holder of shares in the Company is calculated on the basis that (i) the holders of the B Ordinary Preference shares ("B Shares") are entitled to receive four times (4x) the Dividend per Share (calculated in accordance with the Articles) for each B Share held; (ii) the holders of the A Ordinary Preference shares ("A Shares") are entitled to receive two times (2x) the Dividend per Share for each A Share held; and (iii) the holders of the Ordinary shares are entitled to receive the Dividend per Share for each Ordinary Share held;</p> <p>Return of Capital: On a return of assets on liquidation or otherwise, the surplus assets of the Company remaining after the payment of its liabilities shall belong to and be distributed as follows: (i) in paying to the holders of the B Shares, an amount equivalent to three times the Original Subscription Price (being £0.05) per B Share; (ii) in paying to the holders of the A Shares, an amount equivalent to the Original Subscription Price per A Share; and (iii) amongst the holders of the Ordinary Shares, the A Shares and the B Shares pro rata as if they constituted the same class of shares.</p> <p>Redemption: The consent in writing of Nuthatches Ltd is required prior to the Company redeeming any of its shares.</p>	

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## 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	Kate Full
Company name	Vascular Flow Technologies Ltd
Address	Prospect Business Centre
	Gemini Crescent
Post town	Dundee
County/Region	
Postcode	D D 2 1 T Y
Country	
DX	
Telephone	01382 598 532

**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)