



Companies House

CS01 (ef)

Confirmation Statement

Company Name: **METABOLIC HEALTHCARE LTD**

Company Number: **09668487**



Received for filing in Electronic Format on the: **01/09/2020**

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Company Name: **METABOLIC HEALTHCARE LTD**

Company Number: **09668487**

Confirmation **01/09/2020**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	SEED	Number allotted	533943
	PREFERRED	Aggregate nominal value:	53.3943
	SHARE		

Currency: **GBP**

Prescribed particulars

A) ALL DEFINED TERMS SHALL HAVE THE MEANING GIVEN IN THE ARTICLES OF ASSOCIATION OF THE COMPANY. 1. VOTING RIGHTS 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. 2. DIVIDEND RIGHTS EACH SEED PREFERRED SHARE CARRIES FULL RIGHTS TO PARTICIPATE IN DIVIDENDS ON A PARI PASSU BASIS. 3. LIQUIDATION PREFERENCE 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: 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 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. 4 . REDEMPTION 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.

Class of Shares:	ORDINARY	Number allotted	2242464
	SHARE	Aggregate nominal value:	224.2464

Currency: **GBP**

Prescribed particulars

A) ALL DEFINED TERMS SHALL HAVE THE MEANING GIVEN IN THE ARTICLES OF ASSOCIATION OF THE COMPANY. 1. VOTING RIGHTS EACH ORDINARY SHARE CARRIES

ONE VOTE ON RESOLUTION AND ONE VOTE ON A RESOLUTION AT A MEETING. ON A VOTE ON A RESOLUTION HANDS AT A MEETING, EACH MEMBER PRESENT PROXY HAS ONE VOTE. 2. DIVIDEND RIGHTS EACH ORDINARY SHARE CARRIES FULL RIGHTS TO PARTICIPATE IN DIVIDENDS ON A PARI PASSU BASIS. 3. LIQUIDATION PREFERENCE 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: 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 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. WHERE SURPLUS ASSETS REMAIN THE HOLDERS OF DEFERRED SHARES SHALL BE PAID IN TOTAL £0.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES. THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD. 4. REDEMPTION 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.

Class of Shares:	SERIES	Number allotted	1151316
	A	Aggregate nominal value:	115.1316
	SHARE		

Currency: **GBP**

Prescribed particulars

A) DEFINITIONS: "EQUITY SHARES" MEANS THE ORDINARY SHARES, SEED PREFERRED SHARES AND THE SERIES A SHARES. CAPITALISED TERMS SHALL HAVE THE MEANING GIVEN IN THE ARTICLES OF ASSOCIATION (THE "ARTICLES") OF THE COMPANY. 1. VOTING 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. 2. DISTRIBUTIONS ON LIQUIDATION OR A RETURN OF CAPITAL 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) 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); 2.1.2 SECOND, IN PAYING A SUM EQUAL TO LX 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 (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 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 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 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. 2.5

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 HIGHER AMOUNT FOR SUCH CONVERTED INVESTOR SHARES THAN THEY WOULD FOR THE INVESTOR SHARES UNDER ARTICLE 5.1. 4. REDEMPTION 4. 1THE EQUITY SHARES ARE NOT REDEEMABLE. 2.1.3 THIRD, IN PAYING A SUM EQUAL TO LX PLUS £100

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	3927723
		Total aggregate nominal value:	392.7723
		Total aggregate amount unpaid:	0

Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1: **2242464 ORDINARY SHARE shares held as at the date of this confirmation statement**

Name: **METABOLIC HEALTHCARE HOLDINGS LIMITED**

Shareholding 2: **533943 SEED PREFERRED SHARE shares held as at the date of this confirmation statement**

Name: **METABOLIC HEALTHCARE HOLDINGS LIMITED**

Shareholding 3: **1151316 SERIES A SHARE shares held as at the date of this confirmation statement**

Name: **METABOLIC HEALTHCARE HOLDINGS LIMITED**

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor