



SH01

Return of allotment of shares



Companies House

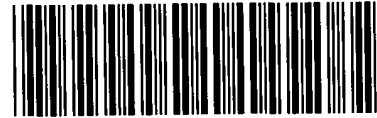


Go online to file this information
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What this form is for
You may use this form to give notice of shares allotted following incorporation.

What this form is NOT for
You cannot use this form to give notice of shares taken on formation of the company for an allotment of a share by an unlimited company.

THURSDAY



A8906683
A18 04/07/2019 #345
COMPANIES HOUSE

1 Company details

Company number: 0 9 6 6 8 4 8 7

Company name in full: METABOLIC HEALTHCARE LTD

→ Filing in this form
Please complete in typescript or in bold black capitals.
All fields are mandatory unless specified or indicated by *

2 Allotment dates

From Date: 4 9 2019

To Date: 0 6 2019

Ⓢ 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.)

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

Currency Ⓢ	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
GBP	Seed Preferred	25,606	£0.0001	£0.0001	nil
GBP	Ordinary	1,027,634	£0.0001	£0.0001	nil

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	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
Currency table A:				
GBP	Ordinary	2,242,464	£224.2462	
GBP	Seed Preferred	533,943	£53.3943	
GBP	Series A	1,151,316	£115.1316	
Totals		3,927,723	£392.7721	nil

Currency table B:				
Totals				

Currency table C:				
Totals				

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
	3,927,723	£392.7721	nil

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
Prescribed particulars ⓪	See Continuation Page attached.
Class of share	Seed Preferred
Prescribed particulars ⓪	See Continuation Page attached.
Class of share	Series A
Prescribed particulars ⓪	See Continuation Page attached.

⓪ 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.

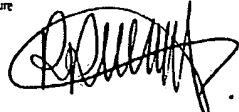
A separate table must be used for each class of share.

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
X  X

This form may be signed by:
Director ⓪, Secretary, Person authorised ⓪, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

⓪ 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.

⓪ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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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	OLBO
Company name	CMS Cameron McKenna
	Nabarro Olswang LLP
Address	Cannon Place, 78 Cannon Street
Post town	London
County/Region	London
Postcode	E C 4 N 6 A F
Country	
DX	
Telephone	020 7367 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

5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares
Prescribed particulars	<p>(a) Each share is entitled to one vote in any circumstances.</p> <p>(b) Each share is entitled pari-passu to dividend payments or any other distribution.</p> <p>(c) 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, in the case of the Ordinary Shares, Seed Preferred Shares and Series A Shares, as follows:</p> <p>(i) 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);</p> <p>(ii) in paying a sum equal to £X plus £100 (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>(iii) the balance of the surplus assets (if any) will 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>(d) The shares are not redeemable.</p>

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

Class of share	Seed Preferred Shares	
Prescribed particulars	<p>(a) Each share is entitled to one vote in any circumstances.</p> <p>(b) Each share is entitled pari-passu to dividend payments or any other distribution.</p> <p>(c) 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, in the case of the Ordinary Shares, Seed Preferred Shares and Series A Shares, as follows:</p> <p>(i) 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);</p> <p>(ii) in paying a sum equal to £X plus £100 (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>(iii) the balance of the surplus assets (if any) will 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>(d) The 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>(a) Each share is entitled to one vote in any circumstances.</p> <p>(b) Each share is entitled pari-passu to dividend payments or any other distribution.</p> <p>(c) 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, in the case of the Ordinary Shares, Seed Preferred Shares and Series A Shares, as follows:</p> <p>(i) in paying a sum equal to EX 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);</p> <p>(ii) in paying a sum equal to EX plus £100 (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>(iii) the balance of the surplus assets (if any) will 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>(d) The shares are not redeemable.</p>