

# SH01

## Return of allotment of shares



You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

☒ **What this form is for**  
You may use this form to give  
notice of shares allotted following  
incorporation

☐ **What this form is NOT**  
You cannot use this form  
for notice of shares taken  
on formation of the company  
for an allotment of a new  
share by an unlimited

FRIDAY



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\*LKCYIMP8\*  
20/08/2010  
COMPANIES HOUSE 136

### 1 Company details

Company number 0 2 9 9 3 3 9 0  
Company name in full Bupa Investments Overseas Limited

→ **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 d 1 d 3 m 0 m 8 y 2 y 0 y 1 y 0  
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

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
Redeemable Preference Shares	USD	600,000,000	\$1 00	\$600,000,000	

If the allotted shares are fully or partly paid up otherwise than in cash, please  
state the consideration for which the shares were allotted

Details of non-cash  
consideration  
If a PLC, please attach  
valuation report (if  
appropriate)

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## Return of allotment of shares

## Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

**4 Statement of capital (Share capital in pound sterling (£))**

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary £1 sterling	£1		1,247,826,680	£ 1,247,826,680
				£
				£
				£
Totals			1,247,826,680	£ 1,247,826,680

**5 Statement of capital (Share capital in other currencies)**

Please complete the table below to show any class of shares held in other currencies  
Please complete a separate table for each currency

Currency		US Dollars		
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Redeemable Preference USD\$1	US\$1		600,000,000	600,000,000
Totals			600,000,000	US\$600,000,000

Currency		Australian Dollars		
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary AUD\$1	AUD\$1		2,410,000,000	2,410,000,000
Totals			2,410,000,000	A\$2,410,000,000

**6 Statement of capital (Totals)**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	4,257,826,680
Total aggregate nominal value ❹	£1,247,826,680 + AUD\$2,410,000,000 + US\$600,000,000

❹ Total aggregate nominal value  
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc

❶ Including both the nominal value and any share premium

❷ E.g. Number of shares issued multiplied by nominal value of each share

❸ Total number of issued shares in this class

Continuation Pages  
Please use a Statement of Capital continuation page if necessary

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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 statement of capital share tables in <b>Section 4</b> and <b>Section 5</b>	<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation page</b> Please use a Statement of Capital continuation page if necessary</p>
Class of share	Ordinary shares of £1	
Prescribed particulars ①	The shares have full rights, ranking pari passu with the AUD\$ 1 Ordinary Shares, to vote at general meetings, receive dividends and receive a capital distribution on winding up Dividends are payable at the sole discretion of the directors The shares shall rank pari passu with the USD\$1 Redeemable Preference Shares in all respects save as set out below The shares do not have rights of redemption	
Class of share	Ordinary shares of AUD\$1	
Prescribed particulars ①	The shares have full rights, ranking pari passu with the £1 Ordinary Shares, to vote at general meetings, receive dividends and receive a capital distribution on winding up Dividends are payable at the sole discretion of the directors The shares shall rank pari passu with the USD\$1 Redeemable Preference Shares in all respects save as set out below The shares do not have rights of redemption	
Class of share	Redeemable Preference shares of USD\$1	
Prescribed particulars ①	See continuation page	

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**Signature**

	I am signing this form on behalf of the company	<p><b>② Societas Europaea</b> 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</p> <p><b>③ Person authorised</b> Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed by            Director <del>② Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</del></p>	

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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 **T Crosier**

Company name **Bupa**

Address **Bupa House**

**15 - 19 Bloomsbury Way**

Post town **London**

County/Region

Postcode

**W C 1 A 2 B A**

Country

DX

Telephone



### 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 appropriate 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 NR Belfast 1



### Further information

For further information please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**

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### 7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Redeemable Preference shares of USD\$1	
Prescribed particulars	<p>The shares have full rights, ranking pari passu with the £1 Ordinary Shares and AUD \$1 Ordinary Shares to vote at general meetings and receive dividends Dividends are at the sole discretion of the directors</p> <p>On a return of capital on a winding up of the Company, the holder of the USD\$1 Redeemable Preference Shares shall receive in priority to any payment to the holders of the £1 Ordinary Shares or the AUD\$ Ordinary Shares or the holders of any other class of share issued by the Company, an amount equal to the nominal value (or the Sterling equivalent using the exchange rate on the day of the return) for each such share held by them respectively</p> <p>The holder of the USD \$1 Redeemable Preference Shares shall have the right (subject to the provisions of these Articles and Companies Act) to require the Company to redeem all or some of such USD \$1 Redeemable Preference Shares held by him which are outstanding at any time The redemption moneys payable on each USD \$1 Redeemable Preference Share are an amount equal to the nominal amount of the USD \$1 Redeemable Preference Share and any declared but unpaid dividend Redemption is effected by the holder of the USD \$1 Redeemable Preference Shares to be redeemed giving the Company at any time not less than 3 working days' written notice (a "redemption notice") The redemption notice shall specify the USD \$1 Redeemable Preference Shares to be redeemed and the date fixed for redemption (the "redemption date")</p>	