

# SH02

## Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

✓ **What this form is for**  
You may use this form to give notice  
of consolidation, sub-division,  
redemption of shares or  
re-conversion of stock into shares

✗ **What this form is NOT**  
You cannot use this form  
notice of a conversion of  
stock

FRIDAY



A15 \*A4MIQN6X\* 18/12/2015 #278  
COMPANIES HOUSE

### 1 Company details

Company number 0 4 7 3 6 9 1 3

Company name in full Healthcare Locums Limited

→ **Filing in this form**  
Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

### 2 Date of resolution

Date of resolution d<sub>0</sub> d<sub>9</sub> m<sub>1</sub> m<sub>2</sub> y<sub>2</sub> y<sub>0</sub> y<sub>1</sub> y<sub>5</sub>

### 3 Consolidation

Please show the amendments to each class of share

Class of shares (E g Ordinary/Preference etc )	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

### 4 Sub-division

Please show the amendments to each class of share

Class of shares (E g Ordinary/Preference etc )	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
Super preference	5,106,250	£1 00	51,062,500	£0 10

### 5 Redemption

Please show the class number and nominal value of shares that have been redeemed  
Only redeemable shares can be redeemed

Class of shares (E g Ordinary/Preference etc )	Number of issued shares	Nominal value of each share

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**6 Re-conversion**

Please show the class number and nominal value of shares following re-conversion from stock

New share structure			
Value of stock	Class of shares (E g Ordinary/Preference etc )	Number of issued shares	Nominal value of each share

**Statement of capital**

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form

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

Please complete the table below to show each share classes held in pound sterling  
If all your issued capital is in sterling, only complete **Section 7** and then go to **Section 10**.

Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	0 10	0 00	847,799,742	£84,779,974 20
Preference	0 10	0 00	310,536,060	£31,053,606 00
Super preference	0 10	0 00	51,062,500	£ 5,106,250 00
				£
<b>Totals</b>			1,209,398,302	£ 120,939,830 20

**8 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				
Class of shares (E g Ordinary / Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

② 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 (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	<b>1 Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares		
Total aggregate nominal value <b>1</b>		

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### Statement of capital (Prescribed particulars of rights attached to shares) **2**

	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 7</b> and <b>Section 8</b> .	<b>2 Prescribed particulars of rights attached to shares</b> 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 and any terms or conditions relating to redemption of these shares  A separate table must be used for each class of share  Please use a Statement of capital continuation page if necessary
Class of share	Ordinary	
Prescribed particulars	(a) On a show of hands every holder of Ordinary Shares who (being an individual) is present or (being a corporation) is present by a duly authorised representative (not being himself a member entitled to vote) shall have one vote and on a poll every member holding Ordinary Shares shall have one vote for every such share of which he is the holder  (see continuation sheet)	
Class of share	Preference	
Prescribed particulars	(see continuation sheet)	
Class of share	Super Preference	
Prescribed particulars	(see continuation sheet)	
Class of share		
Prescribed particulars		
Class of share		
Prescribed particulars		

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### 10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	Ordinary	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>(b) Subject to all of the outstanding Super Preference Shares and Preference Shares having been redeemed, any profits which the Directors may lawfully determine to distribute in respect of any financial year shall be distributed amongst the holders of the Ordinary Shares pro rata in relation to the number of such shares held</p> <p>(c) Subject to the prior payment to the holders of the Super Preference Shares and to the holders of the Preference Shares, the capital and assets of the Company on a winding-up or other return of capital available for distribution to the members of the Company shall be distributed amongst the holders of the Ordinary Shares pro rata in relation to the number of such shares held</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>

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### 10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	Preference	
Prescribed particulars	<p>(a) Holders of the Preference Shares shall be entitled to receive notice of and to attend and speak, but not to vote at, all general meetings of the Company. If the business of any general meeting includes a resolution for the winding-up of the Company, or for the appointment of an administrator or the approval of a voluntary arrangement, or a reduction in the capital of the Company and/or a resolution adversely altering, varying or abrogating any of the special rights and/or privileges attaching to the Preference Shares then the holders of the Preference Shares shall be entitled to receive notice of and to attend and vote (on the basis of one vote for each Preference Share held by them) at any such general meetings of the Company but only on any such resolution. On any matter on which the holders of the Preference Shares are entitled to vote (whether at a class meeting or otherwise), on a show of hands every holder of Preference Shares who (being an individual) is present or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every holder of Preference Shares shall have one vote for every Preference Share of which he is the holder.</p> <p>(b) The Company shall, without resolution of the Board or the Company in general meeting and before application of any profits lawfully available for distribution to reserve or for any other purpose, pay the holders of the Preference Shares a fixed cumulative preferential dividend (the "Preferred Dividend") at an annual rate of 8% of the nominal value per Preference Share, calculated on the basis of a 365 day year and on the basis that it accrues on a daily basis and compounds on 30 June and 31 December, from the date of issue of the Preference Share to the Preferred Dividend Payment Date (or the date of actual payment if later).</p> <p>(c) Subject to the prior payment to the holders of Super Preference Shares, the capital and assets of the Company on a winding-up or other return of capital available for distribution amongst the shareholders shall be applied, in priority to any payment to the holders of the Ordinary Shares, in paying to the holders of the Preference Shares an amount equal to their nominal value together with a sum equal to any arrears and accruals of the Preferred Dividend calculated down to the date of the return of capital and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Preference Shares in full, the proceeds shall be distributed to the holders of the Preference Shares in proportion to the amounts due on each such share held.</p> <p>(d) Subject to the provisions of the Companies Act 2006 and to all of the outstanding Super Preference Shares having been redeemed, the Company may at any time by not less than five days' notice to the holders of the Preference Shares redeem all or any of the Preference Shares for an amount equal to their nominal value together with a sum equal to any arrears and accruals of the Preferred Dividend calculated down to the date of redemption.</p>	<p><b>① Prescribed particulars of rights attached to shares</b> 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>

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### 10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	Super Preference	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>(a) Holders of the Super Preference Shares shall be entitled to receive notice of and to attend and speak, but not to vote at, all general meetings of the Company. If the business of any general meeting includes a resolution for the winding-up of the Company, or for the appointment of an administrator or the approval of a voluntary arrangement, or a reduction in the capital of the Company and/or a resolution adversely altering, varying or abrogating any of the special rights and/or privileges attaching to the Super Preference Shares then the holders of the Super Preference Shares shall be entitled to receive notice of and to attend and vote (on the basis of one vote for each Super Preference Share held by them) at any such general meetings of the Company but only on any such resolution. On any matter on which the holders of the Super Preference Shares are entitled to vote (whether at a class meeting or otherwise), on a show of hands every holder of Super Preference Shares who (being an individual) is present or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every holder of Super Preference Shares shall have one vote for every Super Preference Share of which he is the holder.</p> <p>(b) The Super Preference Shares shall confer upon the holders thereof a fixed dividend of nil and shall not confer upon the holders thereof any right to receive any other dividend or other distribution of income.</p> <p>(c) The capital and assets of the Company on a winding-up or other return of capital available for distribution amongst the shareholders shall be applied, in priority to any payment to the holders of the Preference Shares or the Ordinary Shares, in paying to the holders of the Super Preference Shares an amount equal to their nominal value and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Super Preference Shares in full, the proceeds shall be distributed to the holders of the Super Preference Shares in proportion to the amounts due on each such share held.</p> <p>(d) Subject to the provisions of the Companies Act 2006, the Company may at any time by not less than five days' notice to the holders of the Super Preference Shares redeem all or any of the Super Preference Shares for an amount equal to their nominal value and the Company shall use all reasonable endeavours to redeem any Super Preference Shares which remain in issue on 30 September 2021.</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>

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Class of share	
Prescribed particulars	
Class of share	
Prescribed particulars	

**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 and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

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
This form may be signed by Director <b>2</b> , Secretary, Person authorised <b>3</b> , 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

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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 **Claire Bush**

Company name **Dickson Minto W.S**

Address **16 Charlotte Square**

Post town **Edinburgh**

County/Region

Postcode **E H 2 4 D F**

Country

DX **DX 199 Edinburgh**

Telephone **0131 225 4455**



### 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 entered the date of resolution in Section 2
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6
- ☐ You have completed 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.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)**