Companies House

SH01 (ef)

Return of Allotment of Shares

Company Name: **ATLANTIC HEALTHCARE PLC**
Company Number: **05878612**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted — From **23/03/2018**

Class of Shares:	**ORDINARY**	Number allotted	**779**
Currency:	**GBP**	Nominal value of each share	**0.01**
		Amount paid:	**4.25**
		Amount unpaid:	**0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	**ORDINARY**	Number allotted	**28797895**
Currency:	**GBP**	Aggregate nominal value:	**287978.95**

Prescribed particulars

1. ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE ORDINARY SHARES EQUALLY. 2. THE ORDINARY SHARES SHALL CONFER ON EACH HOLDER THEREOF (IN THAT CAPACITY) THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY. 3. ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE TREATED AS THE EQUITY PROCEEDS OF AN EXIT AND PARAGRAPH 4 BELOW SHALL APPLY. 4. ON AN EXIT (OTHER THAN A LISTING), EQUITY PROCEEDS SHALL BE ALLOCATED AS FOLLOWS: 4.1 EQUITY PROCEEDS UP TO £100 PER ORDINARY SHARE (THE "HURDLE TRIGGER") SHALL BE ALLOCATED AMONGST THE HOLDERS OF THE ORDINARY SHARES; 4.2 EQUITY PROCEEDS IN EXCESS OF THE HURDLE TRIGGER SHALL BE ALLOCATED AMONGST THE HOLDERS OF THE HURDLE SHARES UNTIL SUCH TIME AS THE HOLDERS OF THE HURDLE SHARES SHALL HAVE RECEIVED AS A CLASS A SUM EQUAL TO THE ISSUE PRICE IN RESPECT OF THE HURDLE SHARES; AND 4.3 ANY FURTHER EQUITY PROCEEDS SHALL BE ALLOCATED AMONGST THE HOLDERS OF THE ORDINARY SHARES EQUALLY. 5. ON ANY LISTING, THE COMPANY SHALL BE ENTITLED TO ACQUIRE ALL THE HURDLE SHARES THEN IN ISSUE AT A PRICE EQUAL TO THE AMOUNT OF THE EQUITY PROCEEDS (IF ANY) WHICH WOULD BE ATTRIBUTABLE TO THEM IN ACCORDANCE WITH PARAGRAPH 4 IF SUCH PARAGRAPH 4 WAS TO BE APPLIED TO THE LISTING OR, IF NO SUCH EQUITY PROCEEDS WOULD BE ATTRIBUTABLE TO THEM, AT AN AGGREGATE PRICE OF £1 FOR ALL THE HURDLE SHARES THEN IN ISSUE. 6. THE ORDINARY SHARES ARE NOT REDEEMABLE. "EQUITY PROCEEDS" MEANS: A) ON A LISTING, THE VALUATION PLACED UPON THE WHOLE OF THE ORDINARY SHARES AS CONCLUSIVELY DETERMINED (AT THE COST OF THE COMPANY) BY THE SPONSORING BROKER, CALCULATED ON THE BASIS OF THE ISSUE PRICE REFERRED TO IN THE PROSPECTUS (OR LISTING PARTICULARS) PUBLISHED IN CONNECTION WITH THE LISTING, LESS THE GROSS AMOUNT OF ANY NEW MONEY RAISED BY THE COMPANY FROM THE SUBSCRIPTION FOR NEW SHARES ISSUED BY THE COMPANY AT THE TIME OF AND IN CONNECTION WITH THE LISTING AND LESS THE COSTS AND EXPENSES OF THE LISTING; AND B) ON A SALE, THE PRICE PAID FOR ALL THE ORDINARY SHARES (AND NOT,

FOR THE AVOIDANCE OF DOUBT, ANY AMOUNT TO BE PROVIDED BY A PURCHASER TO PROCURE THE REPAYMENT OF ANY BANK DEBT OR OTHER BORROWINGS CALCULATED BJ REFERENCE TO THE PRICE PAID UPON SUCH SALE) PLUS THE CASH VALUE OF ANY OTHER SUM (IN CASH OR OTHERWISE) RECEIVED OR RECEIVABLE BY THE HOLDERS OF THE ORDINARY SHARES (OR ANY OF THEM) WHICH CAN REASONABLY BE REGARDED AS AN ADDITION TO THE PRICE FOR THE ORDINARY SHARES (WHICH IS PAID AT THE TIME OF THE SALE) AND TO THE EXTENT THAT THE CONSIDERATION FOR THE SALE INCLUDES SHARES OR LOAN NOTES WHICH IS PAID AT THE TIME OF THE SALE, ITS VALUE SHALL BE THE PRESENT VALUE OF SUCH CONSIDERATION AT OR IMMEDIATELY PRIOR TO THE SALE LESS THE COSTS AND EXPENSES OF THE SALE. FOR CLARITY, EQUITY PROCEEDS ON A SALE SHALL NOT MEAN THE ENTERPRISE VALUE; AND - C) OFL A LIQUIDATION, A SUM EQUAL TO THE TOTAL AMOUNT THAT IS AVAILABLE FOR DISTRIBUTION AMONGST THE HOLDERS OF SHARES; "EKIT" MEANS A SALE, LISTING OR LIQUIDATION; "LIQUIDATION" MEANS THE WINDING UP OF THE COMPANY; "LISTING" MEANS THE ADMISSION OF ALL OR ANY OF THE ORDINARY SHARE CAPITAL OF THE COMPANY TO THE OFFICIAL LIST OF THE UK LISTING AUTHORITY OR THE ADMISSION OF THE SAME TO TRADING ON THE AIM MARKET OF THE LONDON STOCK EXCHANGE PLC OR THE ADMISSION OF THE SAME TO, OR THE GRANT OF PERMISSION BY ANY LIKE AUTHORITY FOR THE SAME TO BE TRADED ON ANY OTHER EQUIVALENT OR SIMILAR SHARE MARKET; "SALE MEANS THE SALE OF, WHETHER BY ONE OR A SERIES OF TRANSACTIONS, ALL OF THE ISSUED ORDINARY SHARES OTHER THAN TO A NEW HOLDING COMPANY OF THE COMPANY WHICH IS INSERTED FOR THE PURPOSES OF PLANNING FOR AN EXIT IN WHICH THE SHARE CAPITAL OF THE COMPANY IS REPLICATED IN ALL MATERIAL RESPECTS.

Class of Shares:	**HURDLE**	Number allotted	**84536**
Currency:	**GBP**	Aggregate nominal value:	**845.36**

Prescribed particulars

1. ON: A) A RETURN OF ASSETS ON A LIQUIDATION, A REDUCTION IN CAPITAL OR OTHERWISE; OR B) AN EXIT, THE RIGHTS ATTACHING TO THE HURDLE SHARES ARE SUBJECT TO THE RIGHTS ATTACHING TO THE ORDINARY SHARES. 2. THE HOLDERS OF THE HURDLE SHARES SHALL HAVE NO RIGHT TO RECEIVE NOTICE OF OR TO ATTEND OR SPEAK OR VOTE AT ANY GENERAL MEETING. 3. THE HURDLE SHARES SHALL NOT HAVE ANY RIGHT TO RECEIVE ANY DIVIDENDS. 4. THE HURDLE SHARES ARE NOT REDEEMABLE. "EXIT" MEANS A SALE, LISTING OR LIQUIDATION; "LIQUIDATION" MEANS THE WINDING UP OF THE COMPANY; "LISTING" MEANS THE ADMISSION OF ALL OR ANY OF THE

ORDINARY SHARE CAPITAL OF THE COMPANY TO THE OFFICIAL LIST OF THE (3K LISTING AUTHORITY OR THE ADMISSION OF THE SAME TO TRADING ON THE AIM MARKET OF THE LONDON STOCK EXCHANGE PLC OR THE ADMISSION OF THE SAME TO, OR THE GRANT OF PERMISSION BY ANY LIKE AUTHORITY FOR THE SAME TO BE TRADED ON ANY OTHER EQUIVALENT OR SIMILAR SHARE MARKET; HSALE!I MEANS THE SALE OF, WHETHER BY ONE OR A SERIES OF TRANSACTIONS, ALL OF THE ISSUED ORDINARY SHARES OTHER THAN TO A NEW HOLDING COMPANY OF THE COMPANY WHICH IS INSERTED FOR THE PURPOSES OF PLANNING FOR AN EXIT IN WHICH THE SHARE CAPITAL OF THE COMPANY IS REPLICATED IN ALL MATERIAL RESPECTS.

Statement of Capital (Totals)

Currency:	**GBP**	Total number of shares:	**28882431**
		Total aggregate nominal value:	**288824.31**
		Total aggregate amount unpaid:	**0**

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.