



Companies House

**CS01** (ef)

**Confirmation Statement**

Company Name: **ADP Primary Care Services Limited**

Company Number: **07023200**



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Company Name: **ADP Primary Care Services Limited**

Company Number: **07023200**

Confirmation **15/08/2022**

Statement date:

# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>99</b>
	<b>DEFERRED</b>	Aggregate nominal value:	<b>0.99</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**A DEFERRED SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF, ATTEND OR VOTE AT GENERAL MEETINGS OF THE COMPANY. A DEFERRED SHARES SHALL NOT ENTITLE THE HOLDERS TO RECEIVE ANY DIVIDEND OR DISTRIBUTION. ON A RETURN OF ASSETS, WHETHER ON LIQUIDATION OR OTHERWISE, THE A DEFERRED SHARES SHALL ENTITLE THE HOLDERS THEREOF ONLY TO THE REPAYMENT OF THE AMOUNTS PAID UP ON SUCH SHARES (INCLUDING ANY PREMIUM) WHICH SHALL BE PAYABLE ONLY AFTER REPAYMENT OF THE CAPITAL PAID UP ON THE A AND B ORDINARY SHARES (INCLUDING ANY PREMIUM) PLUS THE PAYMENT OF £10,000,000 ON EACH OF THE A AND B ORDINARY SHARES AND THE HOLDERS OF THE A DEFERRED SHARES (AS SUCH) SHALL NOT BE ENTITLED TO ANY FURTHER PARTICIPATION IN THE ASSETS OR PROFITS OF THE COMPANY. THE COMPANY MAY AT ITS OPTION AT ANY TIME REDEEM ALL OR ANY OF THE A DEFERRED SHARES THEN IN ISSUE (IF ANY), AT A PRICE NOT EXCEEDING £0.01 FOR ALL THE A DEFERRED SHARES REDEEMED, AT ANY TIME UPON GIVING THE REGISTERED HOLDER OF SUCH SHARE OR SHARES NOT LESS THAN TWENTY EIGHT DAYS' PREVIOUS NOTICE IN WRITING OF ITS INTENTION TO DO SO, FIXING A TIME AND PLACE FOR ITS REDEMPTION.**

<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>16261424700</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>162614247</b>
Currency:	<b>GBP</b>		

Prescribed particulars

A ORDINARY SHARES SHALL ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY. A ORDINARY SHARES SHALL ENTITLE THE HOLDERS TO PARTICIPATE IN ANY DIVIDEND OR OTHER DISTRIBUTION MADE OR PAID BY THE COMPANY, RANKING BEHIND THE AA PREFERENCE SHARES AND A PREFERENCE SHARES. THE PROPORTION OF THAT DIVIDEND OR DISTRIBUTION WHICH IS EQUAL TO THE PROPORTION OF THE EQUITY SHARE DENOMINATOR (THE AGGREGATE OF THE TOTAL NUMBER OF A AND B ORDINARY SHARES IN ISSUE AND THE NUMBER OF RESERVED MANAGER SHARES) REPRESENTED BY THE NUMBER OF A ORDINARY SHARES SHALL BE PAID TO THE A ORDINARY SHAREHOLDERS PRO RATA. A ORDINARY SHARES SHALL ENTITLE THE HOLDERS TO PARTICIPATE IN A RETURN OF CAPITAL, RANKING BEHIND A1 PREFERENCE SHARES, A2 PREFERENCE SHARES, B PREFERENCE SHARES, AA PREFERENCE SHARES AND A PREFERENCE SHARES. THE PROPORTION OF THE BALANCE WHICH IS EQUAL TO THE PROPORTION OF THE EQUITY SHARE DENOMINATOR REPRESENTED BY THE NUMBER OF A ORDINARY SHARES SHALL BE PAID TO THE HOLDERS OF A ORDINARY SHARES PRO RATA. A ORDINARY SHARES ARE NOT REDEEMABLE.

<b>Class of Shares:</b>	<b>A1</b>	Number allotted	<b>68600000</b>
	<b>PREFERENCE</b>	Aggregate nominal value:	<b>68600000</b>
Currency:	<b>GBP</b>		

Prescribed particulars

A1 PREFERENCE SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF, ATTEND OR VOTE AT GENERAL MEETINGS OF THE COMPANY. A1 PREFERENCE SHARES SHALL NOT ENTITLE THE HOLDERS TO PARTICIPATE IN ANY DIVIDEND OR OTHER DISTRIBUTION MADE OR PAID BY THE COMPANY. A1 PREFERENCE SHARES SHALL ENTITLE THE HOLDERS TO PARTICIPATE IN A RETURN OF CAPITAL, RANKING FIRST IN THE ORDER OF PRIORITY. A1 PREFERENCE SHARES ARE REDEEMABLE ON THE OCCURRENCE OF A LIQUIDITY EVENT, OR AT ANY TIME AT THE OPTION OF THE COMPANY.

<b>Class of Shares:</b>	<b>A2</b>	Number allotted	<b>15000000</b>
	<b>PREFERENCE</b>	Aggregate nominal value:	<b>15000000</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**A2 PREFERENCE SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF, ATTEND OR VOTE AT GENERAL MEETINGS OF THE COMPANY. A2 PREFERENCE SHARES SHALL NOT ENTITLE THE HOLDERS TO PARTICIPATE IN ANY DIVIDEND OR OTHER DISTRIBUTION MADE OR PAID BY THE COMPANY. A2 PREFERENCE SHARES SHALL ENTITLE THE HOLDERS TO PARTICIPATE IN A RETURN OF CAPITAL, RANKING SECOND IN THE ORDER OF PRIORITY BEHIND THE A1 PREFERENCE SHARES. A2 PREFERENCE SHARES ARE REDEEMABLE ON THE OCCURRENCE OF A LIQUIDITY EVENT, OR AT ANY TIME AT THE OPTION OF THE COMPANY.**

<b>Class of Shares:</b>	<b>AA</b>	Number allotted	<b>550</b>
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	<b>DEFERRED</b>	Aggregate nominal value:	<b>550</b>
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Currency:	<b>GBP</b>
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Prescribed particulars

**AA DEFERRED SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF, ATTEND OR VOTE AT GENERAL MEETINGS OF THE COMPANY. AA DEFERRED SHARES SHALL NOT ENTITLE THE HOLDERS TO RECEIVE ANY DIVIDEND OR DISTRIBUTION. ON A RETURN OF ASSETS, WHETHER ON LIQUIDATION OR OTHERWISE, THE AA DEFERRED SHARES SHALL ENTITLE THE HOLDER THEREOF ONLY TO THE REPAYMENT OF THE AMOUNTS PAID UP ON SUCH SHARES (INCLUDING ANY PREMIUM) WHICH SHALL BE PAYABLE ONLY AFTER REPAYMENT OF THE CAPITAL PAID UP ON THE A AND B ORDINARY SHARES (INCLUDING ANY PREMIUM) PLUS THE PAYMENT OF £10,000,000 ON EACH OF THE A AND B ORDINARY SHARES AND THE HOLDERS OF THE AA DEFERRED SHARES (AS SUCH) SHALL NOT BE ENTITLED TO ANY FURTHER PARTICIPATION IN THE ASSETS OR PROFITS OF THE COMPANY. THE COMPANY MAY AT ITS OPTION AT ANY TIME REDEEM ALL OR ANY OF THE AA DEFERRED SHARES THEN IN ISSUE (IF ANY), AT A PRICE NOT EXCEEDING £0.01 FOR ALL THE AA DEFERRED SHARES REDEEMED, AT ANY TIME UPON GIVING THE REGISTERED HOLDER OF SUCH SHARE OR SHARES NOT LESS THAN TWENTY EIGHT DAYS' PREVIOUS NOTICE IN WRITING OF ITS INTENTION TO DO SO, FIXING A TIME AND PLACE FOR ITS REDEMPTION.**

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>250100</b>
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	<b>ORDINARY</b>	Aggregate nominal value:	<b>5002</b>
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Currency:	<b>GBP</b>
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Prescribed particulars

B ORDINARY SHARES SHALL ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY. B ORDINARY SHARES SHALL ENTITLE THE HOLDERS TO PARTICIPATE IN ANY DIVIDEND OR OTHER DISTRIBUTION MADE OR PAID BY THE COMPANY, RANKING BEHIND THE AA PREFERENCE SHARES AND A PREFERENCE SHARES. THE PROPORTION OF THAT DIVIDEND OR DISTRIBUTION WHICH IS EQUAL TO THE PROPORTION OF THE EQUITY SHARE DENOMINATOR (THE AGGREGATE OF THE TOTAL NUMBER OF A AND B ORDINARY SHARES IN ISSUE AND THE NUMBER OF RESERVED MANAGER SHARES) REPRESENTED BY THE NUMBER OF B ORDINARY SHARES AND THE RESERVED MANAGER SHARES (IF ANY) SHALL BE PAID TO THE B ORDINARY SHAREHOLDERS, TO BE DIVIDED AMONGST THE HOLDERS OF B ORDINARY SHARES PRO RATA. B ORDINARY SHARES SHALL ENTITLE THE HOLDERS TO PARTICIPATE IN A RETURN OF CAPITAL, RANKING BEHIND A1 PREFERENCE SHARES, A2 PREFERENCE SHARES, B PREFERENCE SHARES, AA PREFERENCE SHARES AND A PREFERENCE SHARES. THE PROPORTION OF THE BALANCE WHICH IS EQUAL TO THE PROPORTION OF THE EQUITY SHARE DENOMINATOR REPRESENTED BY THE NUMBER OF B ORDINARY SHARES AND THE RESERVED MANAGER SHARES (IF ANY) SHALL BE PAID TO THE B ORDINARY SHAREHOLDERS, TO BE DIVIDED AMONGST THE HOLDERS OF B ORDINARY SHARES PRO RATA, SUBJECT TO CERTAIN PROVISIONS IF ANY OR ALL OF THE UNALLOCATED MANAGER SHARES ARE HELD BY AN EBT. B ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	<b>B</b>	Number allotted	<b>5744502</b>
	<b>PREFERENCE</b>	Aggregate nominal value:	<b>5744502</b>
Currency:	<b>GBP</b>		
Prescribed particulars			

B PREFERENCE SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF, ATTEND OR VOTE AT GENERAL MEETINGS OF THE COMPANY. B PREFERENCE SHARES SHALL NOT ENTITLE THE HOLDERS TO PARTICIPATE IN ANY DIVIDEND OR OTHER DISTRIBUTION MADE OR PAID BY THE COMPANY. B PREFERENCE SHARES SHALL ENTITLE THE HOLDERS TO PARTICIPATE IN A RETURN OF CAPITAL, RANKING THIRD IN THE ORDER OF PRIORITY BEHIND THE A1 PREFERENCE SHARES AND A2 PREFERENCE SHARES. B PREFERENCE SHARES ARE REDEEMABLE ON THE OCCURRENCE OF A LIQUIDITY EVENT, OR AT ANY TIME AT THE OPTION OF THE COMPANY. IF A HOLDER OF B PREFERENCE SHARES BECOMES A LEAVER, THE COMPANY SHALL (AND FOR THE AVOIDANCE OF DOUBT, SHALL BE ENTITLED TO), WITHIN 2 YEARS OF THE DATE ON WHICH THE RELEVANT HOLDER BECOMES A LEAVER, REDEEM OR OTHERWISE REPURCHASE OR ACQUIRE THAT HOLDER’S B PREFERENCE SHARES SUBJECT TO CERTAIN CONDITIONS SET OUT IN THE ARTICLES. IF ONE OR MORE OF THE CONDITIONS SET OUT IN (A) TO (E) OF ARTICLE 2.8.1 ARE NOT MET, THE COMPANY MAY AT ANY TIME THEREAFTER REDEEM OR OTHERWISE REPURCHASE OR ACQUIRE ANY OR ALL OF SUCH B PREFERENCE SHARES BY NOTICE IN WRITING TO THE HOLDER OF SUCH B PREFERENCE SHARES.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>16351019951</b>
		Total aggregate nominal value:	<b>251964301.99</b>
		Total aggregate amount	<b>0</b>
		unpaid:	

# 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:	<b>99 A DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>ADP PRIMARY CARE HOLDINGS LIMITED</b>
Shareholding 2:	<b>16261424700 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ADP PRIMARY CARE HOLDINGS LIMITED</b>
Shareholding 3:	<b>20816 transferred on 2022-02-16 0 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>LDC PARALLEL (NOMINEES) LIMITED (ON BEHALF OF OBS 2011 LP)</b>
Shareholding 4:	<b>101238 transferred on 2021-08-16 0 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>LLOYDS DEVELOPMENT CAPITAL (HOLDINGS) LIMITED</b>
Shareholding 5:	<b>68600000 A1 PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>ADP PRIMARY CARE HOLDINGS LIMITED</b>
Shareholding 6:	<b>15000000 A2 PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>ADP PRIMARY CARE HOLDINGS LIMITED</b>
Shareholding 7:	<b>550 AA DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>ADP PRIMARY CARE HOLDINGS LIMITED</b>
Shareholding 8:	<b>300 transferred on 2021-08-16 0 AA DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>LLOYDS DEVELOPMENT CAPITAL (HOLDINGS) LIMITED</b>
Shareholding 9:	<b>176920 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ADP PRIMARY CARE HOLDINGS LIMITED</b>
Shareholding 10:	<b>4500 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>APPLEBY TRUST (JERSEY) LIMITED</b>

Shareholding 11:	<b>4836 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>RICHARD MICHAEL FLAYE</b>
Shareholding 12:	<b>14508 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>KEITH FLEMING</b>
Shareholding 13:	<b>40000 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>DAVID ROBERT GEOFFREY HILLIER</b>
Shareholding 14:	<b>5040 transferred on 2021-08-16 0 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>LDC PARALLEL (NOMINEES) LIMITED (ON BEHALF OF OBS 2009 (CRN: SL006957))</b>
Shareholding 15:	<b>23756 transferred on 2021-08-16 0 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>LLOYDS DEVELOPMENT CAPITAL (HOLDINGS) LIMITED</b>
Shareholding 16:	<b>3000 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>MARTIN MAYHEW</b>
Shareholding 17:	<b>1500 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JULIE PERRY</b>
Shareholding 18:	<b>4836 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>NICHOLAS ANTHONY PHILIP ROLPH</b>
Shareholding 19:	<b>4124162 B PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>APPLEBY TRUST (JERSEY) LIMITED</b>
Shareholding 20:	<b>40000 B PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>KEITH FLEMING</b>
Shareholding 21:	<b>452004 B PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>STEVEN FRAMPTON</b>
Shareholding 22:	<b>456504 B PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>RICHARD HUGH KNIGHT</b>



Shareholding 23: **218328 B PREFERENCE shares held as at the date of this confirmation statement**

Name: **JUSTINE LAGARRIGUE**

Shareholding 24: **453504 B PREFERENCE shares held as at the date of this confirmation statement**

Name: **MARTIN MAYHEW**

## **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