



Companies House

AR01 (ef)

Annual Return



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Company Name: **CARE UK HEALTH & SOCIAL CARE HOLDINGS LIMITED**

Company Number: **07158142**

Date of this return: **16/02/2016**

SIC codes: **70100**

Company Type: **Private company limited by shares**

Situation of Registered Office: **CONNAUGHT HOUSE 850 THE CRESCENT
COLCHESTER BUSINESS PARK
COLCHESTER
ESSEX
CO4 9QB**

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **JONATHAN DAVID**

Surname: **CALOW**

Former names:

Service Address: **CONNAUGHT HOUSE 850 THE CRESCENT
COLCHESTER BUSINESS PARK
COLCHESTER
ESSEX
CO4 9QB**

Company Director **1**

Type: **Person**

Full forename(s): **MR JONATHAN RAOUL**

Surname: **HUGHES**

Former names:

Service Address: **95 WIGMORE STREET
LONDON
ENGLAND
W1U 1FB**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/01/1965** *Nationality:* **BRITISH**

Occupation: **INVESTMENT BANKER**

Company Director 2

Type: **Person**
Full forename(s): **MR. ROBERT PATRICK**

Surname: **MOORES**

Former names:

Service Address: **95 WIGMORE STREET
LONDON
UNITED KINGDOM
W1U 1FB**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/08/1962** *Nationality:* **BRITISH**
Occupation: **INVESTMENT BANKER**

Company Director **3**

Type: **Person**
Full forename(s): **MR MICHAEL ROBERT**

Surname: **PARISH**

Former names:

Service Address: **CONNAUGHT HOUSE 850 THE CRESCENT
COLCHESTER BUSINESS PARK
COLCHESTER
ESSEX
CO4 9QB**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/05/1959** *Nationality:* **BRITISH**
Occupation: **COMPANY DIRECTOR**

Company Director 4

Type: **Person**
Full forename(s): **MR PHILIP JAMES**

Surname: **WHITECROSS**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/10/1963** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	DEFERRED	<i>Number allotted</i>	925000
		<i>Aggregate nominal value</i>	925
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.01
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(1) NO VOTING RIGHTS, (2) NO DIVIDEND RIGHTS, (3) THE RIGHT TO RECEIVE AS, A CLASS, 0.01P PER DEFERRED SHARE ON A RETURN OF CAPITAL OF MORE THAN £1,000,000,000 IN AGGREGATE AND (4) REDEMPTION RIGHTS:NON-REDEEMABLE. THE COMPANY SHALL BE ENTITLED AT ANY TIME AND WITHOUT REQUIRING THE CONSENT OF A DEFERRED SHAREHOLDER TO REPURCHASE ALL DEFERRED SHARES IN ISSUE AT SUCH DATE FOR AN AGGREGATE SUM OF £1 TO BE PAID PRO RATA TO ALL DEFERRED SHAREHOLDERS.

Class of shares	ORDINARY B	<i>Number allotted</i>	3893985
		<i>Aggregate nominal value</i>	38939.85
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

VOTING RIGHTS: B ORDINARY SHARES CARRY THE RIGHT TO VOTE ON A WRITTEN RESOLUTION OR RESOLUTION TO BE PASSED AT GENERAL MEETING. AT A GENERAL MEETING, EVERY QUALIFYING PERSON HAS ONE VOTE AND ON A POLL EVERY HOLDER OF B ORDINARY SHARE HAS ONE VOTE FOR EACH SHARE OF WHICH HE IS THE HOLDER. DIVIDEND RIGHTS: ANY AVAILABLE PROFITS DETERMINED FOR DISTRIBUTION BY THE COMPANY SHALL BE DISTRIBUTED AS TO 1% IN AGGREGATE TO THE HOLDERS OF PREFERRED B ORDINARY SHARES AND 99% IN AGGREGATE TO THE HOLDERS OF B ORDINARY SHARES. RETURN OF CAPITAL: ON A RETURN OF CAPITAL OR AN EXIT, THE PREFERRED A ORDINARY SHARES AND PREFERRED B ORDINARY SHARES IN ISSUE WILL RANK IN PRIORITY TO THE B ORDINARY SHARES. ONCE AMOUNTS DUE TO BE PAID ON THOSE SHARES HAVE BEEN PAID, THE BALANCE WILL BE DISTRIBUTED AS TO 20% TO HOLDERS OF A ORDINARY SHARES IN ISSUE AND 80% TO THE HOLDERS OF B ORDINARY SHARES IN ISSUE, SUBJECT TO THE PROVISIONS OF ARTICLE 18, PROVIDED THAT THE HOLDERS OF B ORDINARY SHARES IN ISSUE, SUBJECT TO THE PROVISIONS OF ARTICLE 18, PROVIDED THAT THE HOLDERS OF DEFERRED SHARES WILL RECEIVE 0.01P PER DEFERRED SHARE IF THE AMOUNT DISTRIBUTED EXCEEDS £1,000, 000, 000. REDEMPTION: NON-REDEEMABLE.

Class of shares	PREFERRED A ORDINARY	<i>Number allotted</i>	126258568
		<i>Aggregate nominal value</i>	1262585.68
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

VOTING RIGHTS: ON A SHOW OF HANDS EVERY QUALIFYING PERSON HAS ONE VOTE SAVE THAT A MEMBER WHO ONLY HOLDS PREFERRED ORDINARY SHARES SHALL NOT COUNT AS A QUALIFYING PERSON. IF A DEFAULT EVENT OCCURS, THE A ORDINARY SHARES WILL NOT ENTITLE THE HOLDERS THEREOF TO ATTEND AND VOTE AT ANY GENERAL MEETING AND THE PREFERRED A ORDINARY SHARES WILL ENTITLE EACH HOLDER THEREOF TO ATTEND AND VOTE AT ANY GENERAL MEEETING AND VOTE ON ANY WRITTEN RESOLUTION, POLL OR SHOW OF HANDS (ON THE BASIS OF ONE VOTE FOR EACH PREFERRED A ORDINARY SHARE OF WHICH HE IS THE HOLDER) ALONGSIDE THE HOLDERS OF B ORDINARY SHARES FOR SO LONG AS THE DEFAULT EVENT CONTINUES. DIVIDEND RIGHTS: THE HOLDERS OF PREFERRED A ORDINARY SHARES ARE ENTITLED TO A FIXED CUMULATIVE NON-COMPOUNDING OF PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 16% OF THE ISSUE PRICE PER SHARE. THERE IS NO FURTHER RIGHT TO PARTICIPATE IN DISTRIBUTIONS OF AVAILABLE PROFITS. RETURN OF CAPITAL RIGHTS: ON A RETURN OF CAPITAL OR AN EXIT THE PREFERRED A ORDINARY SHARES SHALL BE ENTITLED (IF NOT REDEEMED INSTEAD), ONCE THE PREFERRED B ORDINARY SHARES HAVE RECEIVED 100% OF THEIR ISSUE PRICE AND ANY ACCRUED BUT UNPAID PREFERRED B DIVIDENDS (IF NOT REDEMED INSTEAD), TO 100% OF THE ISSUE PRICE OF THE PREFERRED A ORDINARY SHARES AND ANY ACCRUED BUT UNPAID PREFERRED A ORDINARY DIVIDENDS IN PRIORITY TO ANY RETURN OF CAPITAL ON THE ORDINARY SHARES AND DEFERRED SHARES IN ISSUE IN THE CAPITAL OF THE COMPANY. REDEMPTION RIGHTS: THE COMPANY SHALL (UNLESS DIRECTED TO THE CONTRARY BY INVESTOR DIRECTION) REDEEM ALL PREFERRED A ORDINARY SHARES THEN IN ISSUE UPON AN EXIT OR PRIOR TO A REDEMPTION DEFAULT EVENT AS SET OUT IN THE ARTICLES AND IF ALL PREFERRED B ORDINARY SHARES HAVE FIRST BEEN REDEEMED IN ACCORDANCE WITH THE PROVISIONS OF THE ARTTICLES THE COMPANY WITH INVESTOR CONSENT MAY ON NO LESS THAN 25 BUSINESS DAYS WRITTEN NOTICE REDEEM SUCH NUMBER OF PREFERRED A ORDINARY SHARES AS IS SET OUT IN THE NOTICE.

Class of shares	PREFERRED B ORDINARY	<i>Number allotted</i>	60826521
		<i>Aggregate nominal value</i>	608.26
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.00001
		<i>Amount unpaid per share</i>	0

Prescribed particulars

VOTING RIGHTS: NO VOTING RIGHTS. DIVIDEND RIGHTS: THE HOLDERS OF PREFERRED B ORDINARY SHARES ARE ENTITLED TO A FIXED CUMULATIVE NON-COMPOUNDING PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 4% OF THE ISSUE PRICE PER SHARE, IN ADDITION, ANY AVAILABLE PROFITS DETERMINED FOR DISTRIBUTION BY THE COMPANY SHALL BE DISTRIBUTED AS TO 1% IN AGGREGATE TO THE HOLDERS OF PREFERRED B ORDINARY SHARES AND 99% IN AGGREGATE TO THE HOLDERS OF B ORDINARY SHARES. RETURN OF CAPITAL RIGHTS: ON A RETURN OF CAPITAL OR AN EXIT EVENT THE PREFERRED B ORDINARY SHARES SHALL BE ENTITLED (IF NOT REDEEMED INSTEAD) TO 100% OF THE ISSUE PRICE OF THE PREFERRED B ORDINARY SHARES AND ANY ACCRUED BUT UNPAID PREFERRED B ORDINARY DIVIDENDS IN PRIORITY TO ANY PAYMENT BEING MADE ON THE PREFERRED A ORDINARY SHARES, THE ORDINARY SHARES AND DEFERRED SHARES IN ISSUE IN THE CAPITAL OF THE COMPANY. REDEMPTION RIGHTS: THE COMPANY SHALL (UNLESS DIRECTED TO THE CONTRARY BY INVESTOR DIRECTION) REDEEM ALL PREFERRED B ORDINARY SHARES THEN IN ISSUE UPON AN EXIT OR PRIOR TO A REDEMPTION DEFAULT EVENT AS SET OUT IN THE ARTICLES AND THE COMPANY WITH INVESTOR CONSENT MAY ON NO LESS THAN 25 BUSINESS DAYS WRITTEN NOTICE REDETM SUCH NUMBER OF PREFERRED B ORDINARY SHARES AS IS SET OUT IN THE NOTICE (ALL SUCH PREFERRED B SHARES IN ISSUE TO BE REDEEMED BEFORE ANY PREFERRED A ORDINARY SHARES CAN BE REDEEMED) .

Class of shares	A1 ORDINARY	<i>Number allotted</i>	1000000
		<i>Aggregate nominal value</i>	40000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.04
		<i>Amount unpaid per share</i>	0

Prescribed particulars

RIGHT TO VOTE AND ATTEND ANNUAL GENERAL MEETINGS. NO RIGHT TO DIVIDENDS. RETURN OF CAPITAL RIGHTS SET OUT IN THE ARTICLES OF ASSOCIATION. SHARES ARE NON-REDEEMABLE. THE A1 ORDINARY SHARES ARE SUBJECT TO LEAVER, DRAG AND TAG PROVISIONS.

Class of shares	C ORDINARY	<i>Number allotted</i>	9998
		<i>Aggregate nominal value</i>	99.98
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.01
		<i>Amount unpaid per share</i>	0

Prescribed particulars

NO VOTING RIGHTS. NO DIVIDEND RIGHTS. RETURN OF CAPITAL RIGHTS ARE SET OUT IN THE ARTICLES OF ASSOCIATION. C ORDINARY SHARES ARE NON-REDEEMABLE. THE C ORDINARY SHARES ARE SUBJECT TO LEAVER, DRAG AND TAG PROVISIONS.

Class of shares	D ORDINARY	<i>Number allotted</i>	8620
		<i>Aggregate nominal value</i>	86.2
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.01
		<i>Amount unpaid per share</i>	0

Prescribed particulars

NO VOTING RIGHTS. NO DIVIDEND RIGHTS. RETURN OF CAPITAL RIGHTS ARE SET OUT IN THE ARTICLES OF ASSOCIATION. D ORDINARY SHARES ARE NON-REDEEMABLE. THE D ORDINARY SHARES ARE SUBJECT TO LEAVER, DRAG AND TAG PROVISIONS.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	192922692
		<i>Total aggregate nominal value</i>	1343244.97

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 16/02/2016 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

Shareholding 1 : **300000 DEFERRED shares held as at the date of this return**
Name: **MICHAEL ROBERT PARISH**

Shareholding 2 : **12297 ORDINARY B shares held as at the date of this return**
Name: **MICHAEL ROBERT PARISH**

Shareholding 3 : **398703 PREFERRED A ORDINARY shares held as at the date of this return**
Name: **MICHAEL ROBERT PARISH**

Shareholding 4 : **3826117 ORDINARY B shares held as at the date of this return**

Name: **BRIDGEPOINT EUROPE IV (NOMINEES) LTD**

Shareholding 5 : **124058002 PREFERRED A ORDINARY shares held as at the date of this return**
Name: **BRIDGEPOINT EUROPE IV (NOMINEES) LTD**

Shareholding 6 : **380256 PREFERRED A ORDINARY shares held as at the date of this return**
Name: **ZEDRA TRUST COMPANY (GUERNSEY) LTD**

Shareholding 7 : **485000 DEFERRED shares held as at the date of this return**
Name: **ZEDRA TRUST COMPANY (GUERNSEY) LTD**

Shareholding 8 : **7500 DEFERRED shares held as at the date of this return**
Name: **JONATHAN CALOW**

Shareholding 9 : **0 ORDINARY A shares held as at the date of this return**
7500 shares transferred on 2015-09-09
Name: **ELIZABETH EASTLEY**

Shareholding 10 : **0 ORDINARY A shares held as at the date of this return**
7500 shares transferred on 2015-06-24
Name: **JAMES GREENMAN**

Shareholding 11 : **10000 DEFERRED shares held as at the date of this return**
Name: **SUZANNE LAWRENCE**

Shareholding 12 : **10000 DEFERRED shares held as at the date of this return**
Name: **JOHN O'BRIEN**

Shareholding 13 : **10000 DEFERRED shares held as at the date of this return**
Name: **RICHARD PEARMAN**

Shareholding 14 : **15000 DEFERRED shares held as at the date of this return**
Name: **ANDREW PROSSER**

Shareholding 15 : **7500 DEFERRED shares held as at the date of this return**
Name: **JASON RILEY**

Shareholding 16 : **0 ORDINARY A shares held as at the date of this return**
10000 shares transferred on 2015-09-09
Name: **PAUL WATSON**

Shareholding 17 : **10000 DEFERRED shares held as at the date of this return**
Name: **TONY WEEDON**

Shareholding 18 : **0 ORDINARY A shares held as at the date of this return**

7500 shares transferred on 2015-06-24

Name: **MALCOLM CHEW**

Shareholding 19 : **0 ORDINARY A shares held as at the date of this return**

7500 shares transferred on 2015-03-03

Name: **NICOLA MARIE GILLIS**

Shareholding 20 : **0 ORDINARY A shares held as at the date of this return**

12500 shares transferred on 2015-10-15

Name: **BELINDA MOORE**

Shareholding 21 : **11727 ORDINARY B shares held as at the date of this return**

Name: **ZEDRA TRUST COMPANY (GUERNSEY) LIMITED**

Shareholding 22 : **43844 ORDINARY B shares held as at the date of this return**

Name: **GILBERT CHALK**

Name: **JOHN PUTT**

Shareholding 23 : **1421607 PREFERRED A ORDINARY shares held as at the date of this return**

Name: **JOHN PUTT**

Name: **GILBERT CHALK**

Shareholding 24 : **50000 DEFERRED shares held as at the date of this return**

Name: **JAMES EASTON**

Shareholding 25 : **7500 DEFERRED shares held as at the date of this return**

Name: **NICOLA GRIMES**

Shareholding 26 : **0 ORDINARY A shares held as at the date of this return**

7500 shares transferred on 2015-03-03

Name: **SIMONE HEMINGWAY**

Shareholding 27 : **0 ORDINARY A shares held as at the date of this return**

7500 shares transferred on 2015-09-09

Name: **CHRIS HINDLE**

Shareholding 28 : **0 ORDINARY A shares held as at the date of this return**

20000 shares transferred on 2015-06-24

Name: **KAREN MCCORMICK**

Shareholding 29 : **0 ORDINARY A shares held as at the date of this return**

7500 shares transferred on 2015-06-24

Name: MARK RUDKINS

Shareholding 30 : 12500 DEFERRED shares held as at the date of this return
Name: BARRY NEE

Shareholding 31 : 0 ORDINARY A shares held as at the date of this return
7500 shares transferred on 2015-09-09
Name: DONNA COUSINS

Shareholding 32 : 30303 A1 ORDINARY shares held as at the date of this return
Name: JONATHAN CALOW

Shareholding 33 : 50505 A1 ORDINARY shares held as at the date of this return
Name: NICOLA GRIMES

Shareholding 34 : 666667 A1 ORDINARY shares held as at the date of this return
Name: MICHAEL PARISH

Shareholding 35 : 252525 A1 ORDINARY shares held as at the date of this return
Name: PHILIP WHITECROSS

Shareholding 36 : 502 C ORDINARY shares held as at the date of this return
Name: ROSS DOWSETT

Shareholding 37 : 4563 C ORDINARY shares held as at the date of this return
Name: JAMES EASTON

Shareholding 38 : 502 C ORDINARY shares held as at the date of this return
Name: CHRISTOPHER JACKSON

Shareholding 39 : 502 C ORDINARY shares held as at the date of this return
Name: MIKE LALLEY

Shareholding 40 : 1325 C ORDINARY shares held as at the date of this return
Name: SUZANNE LAWRENCE

Shareholding 41 : 777 C ORDINARY shares held as at the date of this return
Name: BARRY NEE

Shareholding 42 : 502 C ORDINARY shares held as at the date of this return
Name: JOHN O'BRIEN

Shareholding 43 : 1325 C ORDINARY shares held as at the date of this return
Name: ANDREW PROSSER

Shareholding 44 : 450 D ORDINARY shares held as at the date of this return
Name: GEOFF EDWARDS

Shareholding 45 : 450 D ORDINARY shares held as at the date of this return
Name: RACHEL GILBERT

Shareholding 46 : 450 D ORDINARY shares held as at the date of this return
Name: CHRIS HOPKINSON

Shareholding 47 : 3937 D ORDINARY shares held as at the date of this return
Name: ANDREW KNIGHT

Shareholding 48 : 690 D ORDINARY shares held as at the date of this return
Name: RICHARD PEARMAN

Shareholding 49 : 643 D ORDINARY shares held as at the date of this return
Name: LEAH QUERPEL

Shareholding 50 : 1310 D ORDINARY shares held as at the date of this return
Name: MATTHEW ROSENBERG

Shareholding 51 : 690 D ORDINARY shares held as at the date of this return
Name: TONY WEEDON

Shareholding 52 : 1069098 PREFERRED B ORDINARY shares held as at the date of this return
Name: ZEDRA TRUST COMPANY (GUERNSEY) LTD

Shareholding 53 : 58742519 PREFERRED B ORDINARY shares held as at the date of this return
Name: BRIDGEPOINT EUROPE IV (NOMINEES) LTD

Shareholding 54 : 792609 PREFERRED B ORDINARY shares held as at the date of this return
Name: GILBERT CHALK & JOHN PUTT

Shareholding 55 : 222295 PREFERRED B ORDINARY shares held as at the date of this return
Name: MICHAEL PARISH

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.