

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online
Please go to 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 for**
You cannot use this form
to give notice of shares taken by
on formation of the company
for an allotment of a new
share by an unlimited company

THURSDAY



A32 *AWDFSVM7* 07/07/2011 134
COMPANIES HOUSE

1 Company details

Company number: 0 7 4 8 0 1 5 2
Company name in full: Priory Group No 1 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 ¹

From Date: d1 d4 m0 m4 y2 y0 y1 y1
To Date: d0 d6 m0 m5 y2 y0 y1 y1

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
(Please use a continuation page if necessary)

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) on each share	Amount (if any) unpaid (including share premium) on each share
A Ordinary shares	GBP	3046871	0.001		
C Ordinary shares	GBP	287500	0.001	0.29	0.61
D Ordinary shares	GBP	768471	0.001		1.00

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

Continuation page
Please use a continuation page if
necessary

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

Consideration for A Ordinary shares 3,105,000 ordinary shares and
3,311,727 preference shares in the capital of Craegmoor Group Limited

Shares allotted

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

[illegible]

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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)

*Consideration for the Preference shares - 75, 034,926 preference shares issued by Craegmoor
Group Limited*

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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

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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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
A Ordinary shares	1 00		10072403	£ 10,072 40
B Ordinary shares	1 00		57801	£ 57 80
C Ordinary shares	0 81	0 19	1056250	£ 1,056 25
D Ordinary shares	0 00	1 00	2008272	£ 2,008 27
Totals			13194726	£ 13,194 72

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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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
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
Totals				

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Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares	274,359,903	
Total aggregate nominal value ④	261,178,371 72	

① Including both the nominal value and any share premium

② E g Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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

- ❶ Including both the nominal value and any share premium
- ❷ Total number of issued shares in this class
- ❸ E.g. Number of shares issued multiplied by nominal value of each share

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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 **Section 4** and **Section 5**

Class of share	A Ordinary Shares
Prescribed particulars ①	<p>VOTING - each A Ordinary Share is entitled to vote in any circumstances</p> <p>DIVIDENDS - the A Ordinary shares rank equally with the B and C Ordinary shares, but behind the Preference shares in a distribution as respects dividends</p> <p>WINDING UP - the A Ordinary shares rank equally with the B and C Ordinary shares, but behind the Preference shares in a winding up of the Company</p> <p>REDEMPTION - not redeemable</p>
Class of share	B Ordinary Share
Prescribed particulars ①	<p>VOTING - no entitlement to vote</p> <p>DIVIDENDS - the B Ordinary shares rank equally with the A and C Ordinary shares, but behind the Preference shares in a distribution as respects dividends</p> <p>WINDING UP - the B Ordinary shares rank equally with the A and C Ordinary shares, but behind the Preference shares in a winding up of the Company</p> <p>REDEMPTION - not redeemable</p>
Class of share	C Ordinary shares
Prescribed particulars ①	<p>VOTING - no entitlement to vote</p> <p>DIVIDENDS - the C Ordinary shares rank equally with the A and B Ordinary shares, but behind the Preference shares in a distribution as respects dividends</p> <p>WINDING UP - the C Ordinary shares rank equally with the A and B Ordinary shares, but behind the Preference shares in a winding up of the Company</p> <p>REDEMPTION - not redeemable</p>

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

Continuation page

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	<p>Signature</p> <p>X <i>Jan Hall</i> X</p> <p>This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>

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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7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	D Ordinary Shares	
Prescribed particulars	<p>VOTING - each D Ordinary Share is entitled to vote in any circumstances</p> <p>DIVIDENDS - no entitlement to a dividend</p> <p>WINDING UP - the D Ordinary Shares are only entitled to the shares' nominal value on a winding up of the Company</p> <p>REDEMPTION - not redeemable</p>	

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7 Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Preference shares
Prescribed particulars	<p>VOTING - no entitlement to vote</p> <p>DIVIDENDS - the Preference Shares rank ahead of the A, B, C and D Ordinary Shares in a distribution as respects dividends, at a rate of 12% per annum</p> <p>WINDING UP the Preference Shares rank ahead of the A, B, C and D Ordinary Shares on a winding up of the Company</p> <p>REDEMPTION - the Company may redeem some or all of the Preference Shares in issue at any time</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 **Ellie Fialho**

Company name **Weil Gotshal & Manges**

Address **One South Place**

Post town **London**

County/Region

Postcode **E C 2 M 2 W G**

Country **UK**

DX

Telephone **0207 903 1018**



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



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



Further information

For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email 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