

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 class
- of shares by an unlimited company

TUESDAY



LD4 *L301N10Y* #55
21/01/2014
COMPANIES HOUSE

1 Company details

Company number 8 4 4 5 5 8 6

Company name in full Tri-Air Health 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 d5 m0 m1 y2 y0 y1 y4
To Date d d m m y y y y

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
Preference Shares	GBP	150000	1.00	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)

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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

4 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
Ordinary Shares	1.00		100	£ 100.00
Preference Shares	1.00		150000	£ 150,000.00
				£
				£
Totals			150100	£ 150,100.00

5 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				

6 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	150100	
Total aggregate nominal value ④	£150,100.00	

① Including both the nominal value and any share premium

③ E.g. 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 (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	Ordinary Shares
Prescribed particulars 1	<p>Income</p> <p>Subject to the Preference Shares, all the profits of the company available for distribution and resolved to be distributed in respect of each financial year shall belong to and be distributed amongst the holders of the Ordinary Shares according to the amounts paid up or credited as paid up on the nominal amount of the Ordinary Shares</p> <p>(continued on SH01 Continuation Page)</p>
Class of share	Preference Shares
Prescribed particulars 1	<p>Income</p> <p>With regard to income</p> <p>(a) in priority to the payment of any dividend to the holders of the Ordinary Shares, the holders of the Preference Shares shall be paid a dividend equal to the aggregate of such sum of at least 15% and no more than 18% of the profits of the company available for distribution and resolved to be distributed in respect of the company's financial year ending on 31 December 2013 and in respect of each of the company's subsequent financial years, (continued on SH01 Continuation Page)</p>
Class of share	
Prescribed particulars 1	

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>Z. Baedm</i> X</p>
	<p>This form may be signed by</p> <p>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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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 Jonathon Hamill

Company name Taylor Wessing LLP

Address 5 New Street Square

Post town London

County/Region

Postcode EC4A 3TW

Country

DX 41 London London - Chancery Lane

Telephone +44 (0)207 300 7000



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



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 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

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares	
Prescribed particulars	<p data-bbox="328 432 663 459">(Continued from SH01 Form)</p> <p data-bbox="328 510 416 537"><u>Capital</u></p> <p data-bbox="328 584 1153 663">Subject to the capital distributions relating to the Preference Shares, capital shall distributed to the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up on their shares</p> <p data-bbox="328 712 411 739"><u>Voting</u></p> <p data-bbox="328 786 1153 835">Subject to the special rights as to voting attached to the Preference Shares, ordinary shareholders may vote</p> <p data-bbox="328 884 1153 963">(a) on a show of hands every holder of an Ordinary Share who is present in person or by proxy (or being a corporation is present by a representative) shall have one vote,</p> <p data-bbox="328 1012 1153 1090">(b) on a poll every holder of an Ordinary Share who is present in person or by a proxy (or being a corporation is present by a representative) shall have one vote for every Ordinary Share held by him, and</p> <p data-bbox="328 1140 1153 1189">(c) on a written resolution, every holder of an Ordinary Share shall have one vote for every Ordinary Share held by him</p> <p data-bbox="328 1238 475 1265"><u>Redemption</u></p> <p data-bbox="328 1312 775 1339">The Ordinary Shares are 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>(Continued from SH01 Form)</p> <p>(b) the preferential dividend due to be paid in respect of the company's financial year ending on 31 December 2013 shall be paid in full on or before 30 September 2014 and shall be payable in respect of the period from the date of the issue of the Preference Shares up to and including such dividend payment date, and</p> <p>(c) the preferential dividend due to be paid in respect of the Preference Shares in respect of the company's financial year ending on 31 December 2014 and in respect of each of the company's subsequent financial years shall be paid in full on or before 30 September 2015 and each succeeding 30 September</p> <p>Capital</p> <p>In relation to capital, the amount distributed on a return of capital on liquidation or otherwise shall be applied, firstly, in repaying to the holders of the Preference Shares</p> <p>(a) £0.01 in aggregate for all of their Preference Shares,</p> <p>(b) any arrears or accrual of the fixed cumulative preferential dividend accrued down to the date of the return of capital (and pro rated in respect of part of a financial year) and payable whether or not such dividend has been declared, and</p> <p>(c) 15% of the balance</p> <p>Voting</p> <p>The Preference Shares shall entitle the holders to receive notice of and to attend all general or other meetings of the company, and to receive a copy of any proposed written resolution, but they shall not entitle the holders to speak or vote at any such meeting, nor vote on or otherwise constitute an eligible member for the purposes of any proposed written resolution, unless</p> <p>(a) the fixed cumulative preferential dividend due in respect of the Preference Shares shall be in arrears in which case the Preference Shares shall carry the same right to vote as the Ordinary Shares, or</p> <p>(b) the business of the meeting, or the proposed written resolution, is or includes the consideration of a resolution varying, modifying, altering or abrogating any of the rights, privileges, limitations or restrictions attached to the Preference Shares in which case the Preference Shares shall carry the same right to vote as the Ordinary Shares but only in respect of the matters in question</p> <p>Redemption</p> <p>The Preference Shares are not redeemable</p>	