

SH01

Return of allotment of shares

Laserform

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 for**
You cannot use this form to give
notice of shares allotted following
formation of the company or for an allotment
of shares by an unlimited company

WEDNESDAY



A21 15/07/2015 #86
COMPANIES HOUSE

1 Company details

Company number 08512931

Company name in full CANARY CARE 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 24 06 2015
To Date

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 | 11184 | 0.01 | 14 48406 | 0.00 |
| | | | | | |
| | | | | | |

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 | 1 00 | 0 00 | 27000 | £ 270.00 |
| Ordinary | 166 67 | 0 00 | 73000 | £ 730.00 |
| A Ordinary | 10 00 | 0 00 | 15000 | £ 150.00 |
| A Ordinary | 13 04 | 0 00 | 29995 | £ 299.95 |
| Totals | | | 144995 | £ 1,449.95 |

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 ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
|--|-----------------------------------|---|--------------------|---------------------------|
| | | | | |
| | | | | |
| Totals | | | | |

Currency

| 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 |
|--|-----------------------------------|---|--------------------|---------------------------|
| | | | | |
| | | | | |
| 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 | 157,885 | |
| Total aggregate nominal value ④ | £1578.85 | |

① Including both the nominal value and any share premium

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

Continuation Pages
Please use a Statement of Capital continuation page if necessary

③ Total number of issued shares in this class

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Return of allotment of shares

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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**

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

Class of share

ORDINARY

Prescribed particulars
1

1.1 The A Ordinary Shares and the Ordinary Shares shall rank equally in all respects save as set out below

1.2 In the event of a return of assets on a liquidation or capital reduction or otherwise, the Liquidation Surplus shall be distributed as follows:

SEE CONTINUATION SHEET

Class of share

A ORDINARY

Prescribed particulars
1

1.1 The A Ordinary Shares and the Ordinary Shares shall rank equally in all respects save as set out below

1.2 In the event of a return of assets on a liquidation or capital reduction or otherwise, the Liquidation Surplus shall be distributed as follows:

SEE CONTINUATION SHEET

Class of share

Prescribed particulars
1

8

Signature

I am signing this form on behalf of the company

Signature

Signature

X  X

This form may be signed by:

Director 2, Secretary, Person authorised 3, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager

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

CHFP025
03/11 Version 5.0

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Statement of capital (Prescribed particulars of rights attached to shares)

| | |
|------------------------|---|
| Class of share | A Ordinary |
| Prescribed particulars | <p>"Liquidation Surplus" means on a return of assets on a liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities,</p> <p>"Maximum Return" means the maximum value of the cumulative amount paid per Equity Share that any one of the Equity Shareholders would have received following payment under paragraphs 1.2 1 and 1 2 2,</p> <p>"Ordinary Shares" means ordinary shares of £0 01 each in the capital of the Company;</p> <p>"Sale" means the transfer (whether through a single transaction or a series of transactions) of Shares as a result of which any person (or persons connected with each other, or persons acting in concert with each other (within the meaning given in the City Code on Takeovers and Mergers as in force at the date of the transfer)) would hold or acquire beneficial ownership of or over that number of shares in the Company which in aggregate confers more than 50 per cent of the voting rights normally exercisable at general meetings of the Company, except where immediately following completion of the transfer or sale the shareholders and the proportion of shares held by each of them in the acquirer are the same as the shareholders and their shareholding proportions in the Company immediately prior to the transfer or sale</p> <p>"The Mercia Fund" means MERCIA INVESTMENTS LIMITED (company number 09108131), whose registered office is at Forward House, 17 High Street, Henley in Arden, Warwickshire, B95 5AA and each of MERCIA GROWTH NOMINEES LIMITED (company number 07711161), MERCIA GROWTH NOMINEES 2 LIMITED (company number 08452385), MERCIA GROWTH NOMINEES 3 LIMITED (company number 08886535) and MERCIA GROWTH NOMINEES 4 LIMITED (company number 09461920), in each case whose registered office is at Forward House, 17 High Street, Henley-In-Arden, Warwickshire B95 5AA and each acting by their manager Mercia Fund Management Limited (company number 06973399) whose registered office is at Forward House, 17 High Street, Henley-In-Arden, Warwickshire B95 5AA, and any other Investment Fund which is managed by the Investment Manager of any or all of Mercia Growth Nominees Limited and/or Mercia Growth Nominees 2 Limited and/or Mercia Growth Nominees 3 Limited and/or Mercia Growth Nominees 4 Limited and any holding company of Mercia Investments Limited and/or Mercia Fund Management Limited or any such other Investment Manager and any wholly owned subsidiary of any such holding company in each case from time to time and which is a holder of Shares</p> |

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Return of allotment of shares

| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|--|--|
| Class of share | A Ordinary | |
| Prescribed particulars | <p>Definitions</p> <p>"A Shares" means the A ordinary shares of £0.01 each in the capital of the Company,</p> <p>"Arrears" means all arrears, accruals and deficiencies of any dividend or other sums payable in respect of the relevant Share whether or not earned or declared and irrespective of whether or not the Company has had, at any time, sufficient distributable profits to pay such dividend or sums, together with all interest and other amounts payable thereon;</p> <p>"Asset Sale" means the completion of a sale of all or substantially all (as a going concern) of the business and assets of the Company and/or its subsidiaries,</p> <p>"Equity Shareholder" means a holder of Equity Shares,</p> <p>"Equity Shares" means Ordinary Shares and A Shares;</p> <p>"Exit Valuation" means the price per share on an Exit, as follows</p> <p>(a) in the case of a Sale, the aggregate amount of consideration received and to be received by the shareholders in respect of Shares the subject of the Sale together with any non cash consideration which might reasonably be considered to form part of the aggregate consideration payable in respect of the Sale divided by the total number of Equity Shares the subject of the Sale,</p> <p>(b) the anticipated listing price per share of the shares on an IPO,</p> <p>"Individual Premium" means in respect of a Equity Share, the premium paid in respect of that Equity Share,</p> <p>"Investment Date" means 7 March 2014</p> <p>"IPO" means the listing of the entire share capital or Ordinary Share capital of the company to trading on a public market or stock exchange;</p> <p>"Issue Price" means in relation to any Share, the amount paid up or credited as paid up on it (including the full amount of any premium at which such Share was issued whether or not such premium is applied for any purpose after that),</p> | |

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Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

| Class of share | A Ordinary | |
|------------------------|--|--|
| Prescribed particulars | <p>1.3 In the event of an Asset Sale, the Company shall thereupon be wound up and the assets available distributed in accordance with paragraph 1 2</p> <p>1.4 In the event of a Sale at any time prior to an IPO where the Exit Valuation is lower than or equal to the Issue Price paid by the holders of the A Shares, the total of all and any consideration received (whether in cash or otherwise) in respect of the Shares that are the subject of the Sale shall be re-allocated between the sellers of such Shares so as to ensure that the Sale proceeds are distributed as follows:</p> <p>1 4 1 first in paying to the holders of the A Shares any Arrears;</p> <p>1 4.2 second in paying to the holders of the A Shares the Issue Price paid for the A Shares, and</p> <p>1.4 3 the balance (if any) of such assets shall be distributed amongst the holders of the Ordinary Shares and the A Shares <i>pari passu</i> as if the same constituted one class of share.</p> <p>For the avoidance of doubt, this paragraph 1 4 shall not apply at any time following the occurrence of an IPO.</p> <p>1 5 Immediately prior to an IPO where the Exit Valuation is lower than the Issue Price paid by the holders of the A Shares, the Company shall (to the extent that it is able to do so), by way of bonus issue, allot to each holder of A Shares by way of capitalisation of reserves such number of Ordinary Shares (disregarding any fraction of a Share) as shall have an aggregate price per share at which such Ordinary Shares in the Company are to be offered for sale, placed or otherwise marketed pursuant to the IPO equal to the Issue Price of the A Shares held (together with any Arrears)</p> <p>1.6 Save with the consent of The Mercia Fund, the Company shall ensure that any and all premium(s) paid into the share premium account of the Company in respect of Shares allotted after the Investment Date shall be preserved in order to enable the Company to satisfy its obligations in paragraph 1 5 If the Company is not lawfully permitted to make any bonus issue pursuant to paragraph 1.5, it shall offer the holders of A Shares the right to subscribe for the number of Ordinary Shares referred to in paragraph 1 5 at par</p> | |

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Statement of capital (Prescribed particulars of rights attached to shares)

| Class of share | A Ordinary | |
|------------------------|---|--|
| Prescribed particulars | | |
| 1 2 1 | first, each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the nominal value of that Equity Share or, if the Liquidation Surplus is insufficient to enable payment to each Equity Shareholder for all the Equity Shares held by them then such Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them, | |
| 1 2 2 | thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the Individual Premium or, if the remaining Liquidation Surplus is insufficient to enable payment of the Individual Premium to be made then such remaining Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the aggregate premium paid in respect of the Equity Shares held by them, | |
| 1 2 3 | thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of such amount per Equity Share (if any) as will ensure that after payment pursuant to paragraph 1 2 2 has been made all Equity Shareholders will have received (whether pursuant to this paragraph 1 2 or by way of dividend or other distribution) the Maximum Return or, if the remaining Liquidation Surplus is insufficient to enable all Equity Shareholders to have received the Maximum Return then such remaining Liquidation Surplus shall be paid to Equity Shareholders in such proportions as to ensure that as far as possible all Equity Shareholders will have received the Maximum Return after payment has been made pursuant to paragraph 1.2 2, and | |
| 1 2 4 | thereafter any balance shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them | |

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Statement of capital (Prescribed particulars of rights attached to shares)

| | | |
|------------------------|---|--|
| Class of share | Ordinary | |
| Prescribed particulars | <p>"Liquidation Surplus" means on a return of assets on a liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities,</p> <p>"Maximum Return" means the maximum value of the cumulative amount paid per Equity Share that any one of the Equity Shareholders would have received following payment under paragraphs 1.2.1 and 1.2.2;</p> <p>"Ordinary Shares" means ordinary shares of £0.01 each in the capital of the Company,</p> <p>"Sale" means the transfer (whether through a single transaction or a series of transactions) of Shares as a result of which any person (or persons connected with each other, or persons acting in concert with each other (within the meaning given in the City Code on Takeovers and Mergers as in force at the date of the transfer)) would hold or acquire beneficial ownership of or over that number of shares in the Company which in aggregate confers more than 50 per cent of the voting rights normally exercisable at general meetings of the Company, except where immediately following completion of the transfer or sale the shareholders and the proportion of shares held by each of them in the acquirer are the same as the shareholders and their shareholding proportions in the Company immediately prior to the transfer or sale</p> <p>"The Mercia Fund" means MERCIA INVESTMENTS LIMITED (company number 09108131), whose registered office is at Forward House, 17 High Street, Henley in Arden, Warwickshire, B95 5AA and each of MERCIA GROWTH NOMINEES LIMITED (company number 07711161), MERCIA GROWTH NOMINEES 2 LIMITED (company number 08452385), MERCIA GROWTH NOMINEES 3 LIMITED (company number 08886535) and MERCIA GROWTH NOMINEES 4 LIMITED (company number 09461920), in each case whose registered office is at Forward House, 17 High Street, Henley-In-Arden, Warwickshire B95 5AA and each acting by their manager Mercia Fund Management Limited (company number 06973399) whose registered office is at Forward House, 17 High Street, Henley-In-Arden, Warwickshire B95 5AA, and any other Investment Fund which is managed by the Investment Manager of any or all of Mercia Growth Nominees Limited and/or Mercia Growth Nominees 2 Limited and/or Mercia Growth Nominees 3 Limited and/or Mercia Growth Nominees 4 Limited and any holding company of Mercia Investments Limited and/or Mercia Fund Management Limited or any such other Investment Manager and any wholly owned subsidiary of any such holding company in each case from time to time and which is a holder of Shares</p> | |

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| | | |
|------------------------|--|--|
| Class of share | Ordinary | |
| Prescribed particulars | <p>Definitions</p> <p>"A Shares" means the A ordinary shares of £0.01 each in the capital of the Company,</p> <p>"Arrears" means all arrears, accruals and deficiencies of any dividend or other sums payable in respect of the relevant Share whether or not earned or declared and irrespective of whether or not the Company has had, at any time, sufficient distributable profits to pay such dividend or sums, together with all interest and other amounts payable thereon,</p> <p>"Asset Sale" means the completion of a sale of all or substantially all (as a going concern) of the business and assets of the Company and/or its subsidiaries,</p> <p>"Equity Shareholder" means a holder of Equity Shares,</p> <p>"Equity Shares" means Ordinary Shares and A Shares,</p> <p>"Exit Valuation" means the price per share on an Exit, as follows</p> <p>(a) in the case of a Sale, the aggregate amount of consideration received and to be received by the shareholders in respect of Shares the subject of the Sale together with any non cash consideration which might reasonably be considered to form part of the aggregate consideration payable in respect of the Sale divided by the total number of Equity Shares the subject of the Sale,</p> <p>(b) the anticipated listing price per share of the shares on an IPO,</p> <p>"Individual Premium" means in respect of a Equity Share, the premium paid in respect of that Equity Share,</p> <p>"Investment Date" means 7 March 2014</p> <p>"IPO" means the listing of the entire share capital or Ordinary Share capital of the company to trading on a public market or stock exchange,</p> <p>"Issue Price" means in relation to any Share, the amount paid up or credited as paid up on it (including the full amount of any premium at which such Share was issued whether or not such premium is applied for any purpose after that),</p> | |

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Statement of capital (Prescribed particulars of rights attached to shares)

| Class of share | Ordinary | |
|------------------------|---|--|
| Prescribed particulars | <p>1 4 In the event of a Sale at any time prior to an IPO where the Exit Valuation is lower than or equal to the Issue Price paid by the holders of the A Shares, the total of all and any consideration received (whether in cash or otherwise) in respect of the Shares that are the subject of the Sale shall be re-allocated between the sellers of such Shares so as to ensure that the Sale proceeds are distributed as follows</p> <p>1 4 1 first in paying to the holders of the A Shares any Arrears,</p> <p>1 4 2 second in paying to the holders of the A Shares the Issue Price paid for the A Shares; and</p> <p>1 4 3 the balance (if any) of such assets shall be distributed amongst the holders of the Ordinary Shares and the A Shares <i>pari passu</i> as if the same constituted one class of share</p> <p>For the avoidance of doubt, this paragraph 1 4 shall not apply at any time following the occurrence of an IPO</p> <p>1 5 Immediately prior to an IPO where the Exit Valuation is lower than the Issue Price paid by the holders of the A Shares, the Company shall (to the extent that it is able to do so), by way of bonus issue, allot to each holder of A Shares by way of capitalisation of reserves such number of Ordinary Shares (disregarding any fraction of a Share) as shall have an aggregate price per share at which such Ordinary Shares in the Company are to be offered for sale, placed or otherwise marketed pursuant to the IPO equal to the Issue Price of the A Shares held (together with any Arrears)</p> <p>1 6 Save with the consent of The Mercia Fund, the Company shall ensure that any and all premium(s) paid into the share premium account of the Company in respect of Shares allotted after the Investment Date shall be preserved in order to enable the Company to satisfy its obligations in paragraph 1 5 If the Company is not lawfully permitted to make any bonus issue pursuant to paragraph 1 5, it shall offer the holders of A Shares the right to subscribe for the number of Ordinary Shares referred to in paragraph 1 5 at par</p> <p>---See Continuation Sheet---</p> | |

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7 Statement of capital (Prescribed particulars of rights attached to shares)

| Class of share | Ordinary |
|------------------------|--|
| Prescribed particulars | <p>1 2 1 first, each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the nominal value of that Equity Share or, if the Liquidation Surplus is insufficient to enable payment to each Equity Shareholder for all the Equity Shares held by them then such Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them,</p> <p>1 2 2 thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the Individual Premium or, if the remaining Liquidation Surplus is insufficient to enable payment of the Individual Premium to be made then such remaining Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the aggregate premium paid in respect of the Equity Shares held by them,</p> <p>1 2 3 thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of such amount per Equity Share (if any) as will ensure that after payment pursuant to paragraph 1 2 2 has been made all Equity Shareholders will have received (whether pursuant to this paragraph 1 2 or by way of dividend or other distribution) the Maximum Return or, if the remaining Liquidation Surplus is insufficient to enable all Equity Shareholders to have received the Maximum Return then such remaining Liquidation Surplus shall be paid to Equity Shareholders in such proportions as to ensure that as far as possible all Equity Shareholders will have received the Maximum Return after payment has been made pursuant to paragraph 1.2 2, and</p> <p>1 2 4 thereafter any balance shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them</p> <p>1 3 In the event of an Asset Sale, the Company shall thereupon be wound up and the assets available distributed in accordance with paragraph 1 2.</p> <p>---See Continuation Sheet---</p> |

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

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

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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 **Sofie de Pfeiffer**

Company name **Mills & Reeve LLP**

Address **Botanic House**

100 Hills Road

Post town **Cambridge**

County/Region **Cambridgeshire**

Postcode **C B 2 1 P H**

Country **United Kingdom**

DX **DX 122891 Cambridge 4**

Telephone **01223 364422**



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