

# SH01

## Return of allotment of shares

You can use the **WebFiling service** to file this form online.  
Please go to [www.companieshouse.gov.uk](http://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  
you on formation of the company  
for an allotment of a new class of  
shares by an unlimited company

WEDNESDAY



\*A3C9TXQP\*  
A31 16/07/2014 #83  
COMPANIES HOUSE

### 1 Company details

Company number 0 8 9 9 6 5 2 4  
Company name in full THR Number One plc (the "Company")

**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 d0 d7 m0 m7 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
Ordinary	£	64940	1 00	100 00	0.00
Ordinary	£	999	1 00	100 037037037	0 00
Ordinary	£	1421	1 00	99 9739619986	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)

£6,736,000 satisfied in the form of  
  
(1) £99,937 in cash,  
(11) £142,063 of capitalisation of £142,063 of debt owed by the Company  
due under an intercompany loan to Target Healthcare REIT Limited  
("REIT"), the Company's sole shareholder, and  
(111) £6,494,000 as part consideration pursuant to the transfer of two  
properties from REIT to the Company.  
  
Valuation report attached is in relation to the non-cash consideration  
described at point (111)

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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	50000	£ 50,000 00
Ordinary	100 00	0 00	385840	£ 385,840 00
Ordinary	100 037037037	0 00	999	£ 999 00
Ordinary	99 9739619986	0 00	1421	£ 1,421 00
<b>Totals</b>			438260	£ 438,260 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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

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
<b>Totals</b>				

**6 Statement of capital (Totals)**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate  
nominal value ④

④ **Total aggregate nominal value**  
Please list total aggregate values in  
different currencies separately. For  
example £100 + €100 + \$10 etc

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

Prescribed particulars

1

(a) On a show of hands each member holding Ordinary Shares has one vote and on a poll each member holding Ordinary Shares has one vote for each Ordinary Share held  
 (b) The Ordinary Shares have the right, as respects dividends, to participate in a distribution  
 (c) The Ordinary Shares have the right, as respects capital, to participate in a distribution (including on a winding up)  
 (d) The Ordinary Shares are not to be redeemed or liable to be redeemed at the option of the Company or the Shareholders

Class of share

Prescribed particulars

1

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

Signature

X *Mananpuray* 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

\* FOR AND ON BEHALF OF K2H FUND SERVICES  
LIMITED

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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 Rebecca Carwood

Company name Dickson Minto W S

Address 16 Charlotte Square

Post town Edinburgh

County/Region

Postcode E H 2 4 D F

Country

DX DX 199 Edinburgh

Telephone 0131 225 4455

**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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)**

**Private and confidential**

The Directors  
THR Number One plc  
6 New Street Square  
New Fetter Lane  
London  
EC4A 3AQ

3 July 2014

Ref: SD/MG

Direct line: 0131 777 2178

Email: [sdawe@uk.ey.com](mailto:sdawe@uk.ey.com)

Dear Sirs

**REPORT OF THE INDEPENDENT VALUER TO THR NUMBER ONE PLC FOR THE  
PURPOSES OF SECTION 593(1) OF THE COMPANIES ACT 2006**

We report on the value of the consideration for the allotment of Ordinary Shares in THR number One plc (the "Company") pursuant to a transfer of properties from Target Healthcare REIT Limited ("THRL"). A total of 64,940 ordinary shares, having a nominal value of £1.00 each, are to be issued at a premium of £99. An additional cash consideration of £3,514,000 will also be paid to THRL. The nominal value of the shares is to be treated as fully paid up by the non-cash consideration (as defined below).

The consideration for the allotment to THRL shareholders will comprise a portfolio of properties amounting to £10,008,000 (the "Non Cash Consideration").

This report is made solely to the "Company", in accordance with Section 593(1) of the Companies Act 2006. Our work has been undertaken so that we might state to the Company those matters we are required to state to them in a valuer's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company for this report or for the opinions we have formed.

**Method and date of valuation**

The properties were valued as of 30 June 2014 by Colliers International, a RICS registered valuer.

## **Opinion**

In our opinion

- the methods of valuation of the properties were reasonable in all the circumstances, and
- there appears to have been no material change in the value of the consideration since the date at which the valuations were made.

On the basis of the valuations, in our opinion, the value of the total consideration is not less than the aggregate of the nominal value and share premium to be treated as paid up by the non-cash consideration

Yours faithfully

*Ernst & Young LLP*

Ernst & Young LLP

Edinburgh

3 July 2014