

SH01

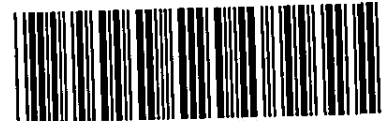
Return of allotment of shares

You can use the WebFiling service to file this form online.
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☒ **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 sub-
sidiary on formation of the company
for an allotment of a new class of
shares by an unlimited company

Enclosure 1/2006



A40G5FX7

A26 03/02/2015 #20

COMPANIES HOUSE

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

TUESDAY

1 Company details

Company number 0 8 9 9 6 5 2 4

Company name in full THR Number One plc (the "Company")

2 Allotment dates ①

From Date d 3 d 0 m 0 m 1 y 2 y 0 y 1 y 5
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	£	113798	1 00	£100 0000878750	0.00
Ordinary	£	50935	1 00	£100 0013350348	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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Return of allotment of shares

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
Please see attached.				£
				£
				£
				£
Totals				£

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	① Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares		
Total aggregate nominal value ④		

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

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

Return of allotment of shares

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**

Ordinary

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.

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

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

① Remote personnel

Signature

I am signing this form on behalf of the company

Signature _____

X

This form may be signed by
Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver,
Receiver, Receiver manager, CIC manager.

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

⑤ **Person authorised**
Under either section 270 or 274 of
the Companies Act 2006

FOR AND ON BEHALF
OF R I H FUND SERVICES LIMITED

SH01

Return of allotment of shares



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 Marc Proudfoot

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 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



Building a better
working world

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Private & confidential

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

30 January 2015

Ref SD/MG

Direct line 0131 777 2178

Email 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 (the "transfer") from Target Healthcare REIT Limited ("THRL") and the acquisition (the "acquisition") of THR Number Three plc ("THR3") from THRL

A total of 113,798 ordinary shares, having a nominal value of £1 00 and a premium of £99 00 each, are to be issued at a value of £11,379,810 and an additional cash consideration of £2,176,190 will also be paid to THRL in respect of the transfer

A total of 50,935 ordinary shares, having a nominal value of £1 00 and a premium of £99 00 each, are to be issued at a value of £5,093,568 and an additional cash consideration of £973,038 63 will also be paid to THRL in respect of the acquisition

The nominal value of the shares in respect of both the transfer and the acquisition 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 £13,556,000 in respect of the transfer, and the share capital of THR3 with a value of £6,066,606 63 (including a portfolio of one property amounting to £5,842,000) in respect of the acquisition (together, 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 31 December 2014 by Colliers International, a RICS registered valuer. The net assets of THR3 were valued by the Company as of 30 January 2015.

Opinion

In our opinion

- the methods of valuation 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

30 January 2015