

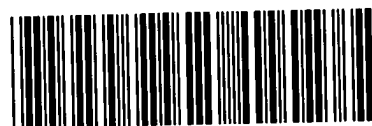
# SH02

## Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

☒ **What this form is for**  
You may use this form to give  
notice of consolidation,  
sub-division, redemption of  
shares or re-conversion of stock  
into shares.

☐ **What this form is for**  
You cannot use this form to give  
notice of a conversion of stock  
into stock.

FRIDAY



A14 \*A87L3JHC\* #133  
14/06/2019  
COMPANIES HOUSE

### 1 Company details

Company number 9 1 4 1 1 3 9

Company name in full Voyage Care HoldCo Limited

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals.  
  
All fields are mandatory unless  
specified or indicated by \*

### 2 Date of resolution

Date of resolution 3 1 0 3 2 0 1 9

### 3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

### 4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
B2 Ordinary	2,244	£1.00	2,244	£0.99
			2,244	£0.01
<del>Sub-confirmation pages</del>				

### 5 Redemption

Please show the class number and nominal value of shares that have been  
redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share



## SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

6

### Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

#### New share structure

Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

7

### Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc.) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc.) Including both the nominal value and any share premium
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#### Currency table A

	See continuation pages			
<b>Totals</b>				

#### Currency table B

<b>Totals</b>				

#### Currency table C

<b>Totals</b>				

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.



# SH02 - continuation page

## Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

7

### Statement of capital

Complete the table below to show the issued share capital.  
Complete a separate table for each currency.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
GBP	A Ordinary	88,757	£887.57	
GBP	B Ordinary	1,299,315	£12,993.15	
GBP	B1 Ordinary	4,787	£4739.13	
GBP	B1 Ordinary	4,787	£47.87	
GBP	B2 Ordinary	2,244	£2,221.56	
GBP	B2 Ordinary	2,244	£22.44	
GBP	B3 Ordinary	3,972	£3972	
Totals		1,410,078	£24,883.72	£0.00



SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion  
of stock into shares

8

**Statement of capital (prescribed particulars of rights attached to shares)<sup>①</sup>**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 7.

Class of share

Prescribed particulars  
①

See continuation pages

**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.

A separate table must be used for each class of share.

Please use a Statement of capital continuation page if necessary.

Class of share

Prescribed particulars  
①

Class of share

Prescribed particulars  
①

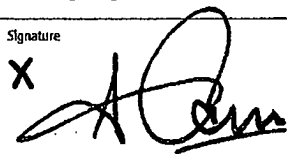
9

**Signature**

I am signing this form on behalf of the company.

Signature

Signature



X

This form may be signed by:

Director <sup>②</sup>, Secretary, Person authorised <sup>③</sup>, 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.



## SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or  
re-conversion of stock into shares

8	Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>	
Class of share	A Ordinary	
Prescribed particulars	<p>The holders of the A ordinary shares shall be entitled to receive notice of all general meetings of the Company, but holdings of A ordinary shares will not entitle their holders thereof to attend or vote at any such general meeting. Subject to the aforesaid, on a vote on a written resolution of the shareholders of the Company, the holders of the A ordinary shares shall have one vote in respect of each A ordinary share registered in his name.</p> <p>Any profits available for distribution which the Company determines to distribute shall be distributed amongst the holders of the A ordinary shares and holders of the B ordinary shares as if they constituted one class of shares pro rata to the number of shares held by them.</p> <p>On a return of capital of the Company on a winding up or otherwise (other than a redemption of shares or the purchase by the Company of its own shares), the surplus assets and retained profits of the Company, available for distribution among the shareholders of the Company shall be applied to the holders of the A ordinary shares, B ordinary shares and deferred shares as if they constituted one class of shares pro rata to the number of shares held by them provided that: (i) each holder of A ordinary shares shall receive a minimum of £5,000 in aggregate for his A ordinary shares acquired prior to 29 March 2019; (ii) each holder of deferred shares shall be entitled to £0.99 for each deferred share held by such shareholder; and (iii) the surplus assets and retained profits of the Company available for distribution amount the holders of the A ordinary shares on a return of capital and the proceeds of an Exit (as defined in the Investment Agreement, which is defined in more detail in the articles of association) available for distribution among the holders of the A ordinary shares, shall be increased by an amount equal to the Monitoring Fee Proportion (as defined in the articles of association) less the aggregate of any amounts by which the funds available for distribution to the holders of the Series B MIP Loan Notes and/or Series C MIP Loan Notes (both as defined in the Investment Agreement) have been increased pursuant to clause 4.9 of the Junior Intercreditor Deed (as defined in the Investment Agreement), (provided that such amount shall never be less than £nil.)</p> <p>The A ordinary shares are not redeemable.</p>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>



## SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or  
re-conversion of stock into shares

8	Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>	
Class of share	B Ordinary	
Prescribed particulars	<p>The holders of the B ordinary shares shall be entitled to received notice of, and to attend, speak and vote at, general meetings of the Company and to vote on any written resolution of the shareholders of the Company. Subject to the aforesaid, upon any resolution proposed at a general meeting of the Company on a show of hands and on a poll every holder of B ordinary shares who is present in person or by proxy shall have one vote in respect of each B ordinary share registered in his name and on a vote on a written resolution of the shareholders of the Company, the holders of the B ordinary shares shall have one vote in respect of each B ordinary share registered in his name.</p> <p>Any profits available for distribution which the Company determines to distribute shall be distributed amongst the holders of the A ordinary shares and holders of the B ordinary shares as if they constituted one class of shares pro rata to the number of shares held by them.</p> <p>On a return of capital of the Company on a winding up or otherwise (other than a redemption of shares or the purchase by the Company of its own shares), the surplus assets and retained profits of the Company, available for distribution among the shareholders of the Company shall be applied to the holders of the A ordinary shares, B ordinary shares and deferred shares as if they constituted one class of shares pro rata to the number of shares held by them provided that: (i) each holder of A ordinary shares shall receive a minimum of £5,000 in aggregate for his A ordinary shares acquired prior to 29 March 2019; (ii) each holder of deferred shares shall be entitled to £0.99 for each deferred share held by such shareholder; and (iii) the surplus assets and retained profits of the Company available for distribution amount the holders of the A ordinary shares on a return of capital and the proceeds of an Exit (as defined in the Investment Agreement, which is defined in more detail in the articles of association) available for distribution among the holders of the A ordinary shares, shall be increased by an amount equal to the Monitoring Fee Proportion (as defined in the articles of association) less the aggregate of any amounts by which the funds available for distribution to the holders of the Series B MIP Loan Notes and/or Series C MIP Loan Notes (both as defined in the Investment Agreement) have been increased pursuant to clause 4.9 of the Junior Intercreditor Deed (as defined in the Investment Agreement), (provided that such amount shall never be less than £nil.)</p> <p>The B ordinary shares are not redeemable.</p>	

**① Prescribed particulars of rights attached to shares**

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.



# SH02 - continuation page

## Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

### 8 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	B1 Ordinary (£0.99)	<b>① Prescribed particulars of rights attached to shares</b> 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.  A separate table must be used for each class of share.
Prescribed particulars	Please see form SH08 for details of immediate redesignation and form SH10 for corresponding prescribed particulars.	



# SH02 - continuation page

## Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

### 8 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	B1 Ordinary (£0.01)	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	Please see form SH08 for details of immediate redesignation and form SH10 for corresponding prescribed particulars.	



In accordance with  
Section 619, 621 & 689  
of the Companies Act  
2006.

## SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or  
re-conversion of stock into shares

### 8 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	B2 Ordinary (£0.99)	<b>① Prescribed particulars of rights attached to shares</b> The particulars are: <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	Please see form SH08 for details of immediate redesignation and form SH10 for corresponding prescribed particulars.	



# SH02 - continuation page

## Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

### 8 Statement of capital (prescribed particulars of rights attached to shares) 8

Class of share	B2 Ordinary (£0.01)	<p><b>8 Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	Please see form SH08 for details of immediate redesignation and form SH10 for corresponding prescribed particulars.	



# SH02 - continuation page

## Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

### 8 Statement of capital (prescribed particulars of rights attached to shares) 8

Class of share	B3 Ordinary	
Prescribed particulars	Please see forms SH02 for immediate subdivision, form SH08 for details of immediate redesignation and form SH10 for corresponding prescribed particulars.	<p><b>8 Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>



SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion  
of stock into 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 **Arron Crean**Company name **Oakwood Corporate Secretary Limited**Address **3rd Floor, 1 Ashley Road**Post town **Altrincham**County/Region **Cheshire**Postcode **W A 1 4 2 D T**

Country

DX

Telephone

**Checklist**

We may return 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 entered the date of resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse) 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)