

**Return of Allotment of Shares**Company Name: **Voyage Care HoldCo Limited**Company Number: **09141139**Received for filing in Electronic Format on the: **25/06/2019**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	31/03/2019	31/03/2019

Class of Shares:	A ORDINARY	Number allotted	118985
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	0.01
		Amount unpaid:	0.0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	212529
	ORDINARY	Aggregate nominal value:	2125.29

Currency: GBP

Prescribed particulars

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. 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. 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.) THE A ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	1305531
	ORDINARY	Aggregate nominal value:	13055.31

Currency: GBP

Prescribed particulars

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. 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. 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.) THE B ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	DEFERRED	Number allotted	11003
Currency:	GBP	Aggregate nominal value:	10892.97

Prescribed particulars

THE HOLDERS OF THE DEFERRED SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF, ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY OR TO RECEIVE OR VOTE ON ANY WRITTEN RESOLUTION OF THE SHAREHOLDERS OF THE COMPANY. THE DEFERRED SHARES SHALL NOT ENTITLE THE HOLDER TO ANY RIGHT TO PARTICIPATE IN ANY DISTRIBUTION REFERRED TO IN ARTICLE 5.1 OF THE COMPANY'S ARTICLES OF ASSOCIATION. 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.) THE DEFERRED SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1529063
		Total aggregate nominal value:	26073.57
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.