

**SH01**

Return of allotment of shares



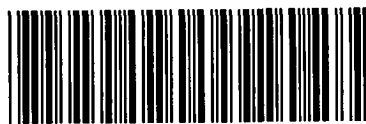
Companies House

Go online to file this information
www.gov.uk/companieshouse

☒ **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 incorporation. You must use form SH02 for an allotment of shares by an unincorporated company.

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A15 07/09/2019 #83
COMPANIES HOUSE

For more information, please visit www.gov.uk/companieshouse

1 Company details

Company number 0 3 9 8 3 1 8 5

Company name in full Cogniscience Limited

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

All fields are mandatory unless specified or indicated by *

2 Allotment dates

From Date d 0 d 3 m 0 m 9 y 2 y 0 y 1 y 9

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.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	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
GBP	B Preferred Ordinary Shares	3,788	0.01	2.64	0

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)

The transfer of intellectual property to the Company, being a patent and certain unregistered intellectual property rights.

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium
Currency table A				
GBP	A Ordinary Shares	182,535	1,825.35	
GBP	B Preferred Ordinary Shares	162,348	1,623.48	
Totals		344,883	3,448.83	0
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
		344,883	3,448.83	0

① Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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5 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 share capital tables in Section 4.

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.

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

Class of share	A Ordinary Shares
Prescribed particulars ①	See continuation sheet.

Class of share	B Preferred Ordinary Shares
Prescribed particulars ①	See continuation sheet.

Class of share	
Prescribed particulars ①	

6 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.

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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	Paul Kelly
Company name	KPMG LLP
Address	One St Peter's Square
Post town	Manchester
County/Region	
Postcode	M 3 2 A E
Country	
DX	
Telephone	



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 relevant 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.gov.uk/companieshouse or email 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

SH01 - continuation page

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5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary Shares
Prescribed particulars	<p>As regards income the profits of the company available for distribution shall be used to pay dividends as follows: in paying to the holders of A Ordinary Shares and B Preferred Ordinary Shares (pari passu as if they were one class of share) a dividend of such amount as the directors may determine; dividends shall be paid pro rata according to the nominal value of the A Ordinary Shares and the B Preferred Ordinary Shares; dividends shall be paid together with (and not inclusive of) the imputed tax credit (if any) at the rate from time to time prevailing.</p> <p>As regards capital, on a return of assets whether in a winding-up or reduction of capital or otherwise (except in the case of the redemption of shares of any class or the purchase by the company of its own shares) the assets and retained profits of the company available for distribution among the members shall be applied as follows: first in paying to the holders of B Preferred Ordinary Shares the amounts credited as paid-up together with any dividends in arrears; secondly in distributing the balance of such assets or retained profits amongst the holders of the B Preferred Ordinary Shares and A Ordinary Shares (pari passu as if the same constituted on class of share) in proportion to the amounts credited as paid-up on the B Preferred Ordinary Shares and A Ordinary Shares (held by them respectively).</p> <p>In the event of a sale, then notwithstanding anything to the contrary in the terms of such sale (unless all the shareholders immediately prior to the sale have agreed in writing to the contrary expressly for the purposes of this provision whether in agreement with for the sale or otherwise) the shareholders immediately prior to such sale shall procure that the purchase consideration whenever received is paid into a designated trustee account and shall be distributed as follows: first in paying to the holders of the B Preferred Ordinary Shares the amounts credited as paid up together with any dividends in arrears; thereafter amongst those shareholders who sold shares pro rata to the number of shares held by them.</p>

SH01 - continuation page

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Preferred Ordinary Shares	
Prescribed particulars	<p>As regards income the profits of the company available for distribution shall be used to pay dividends as follows: in paying to the holders of A Ordinary Shares and B Preferred Ordinary Shares (pari passu as if they were one class of share) a dividend of such amount as the directors may determine; dividends shall be paid pro rata according to the nominal value of the A Ordinary Shares and the B Preferred Ordinary Shares; dividends shall be paid together with (and not inclusive of) the imputed tax credit (if any) at the rate from time to time prevailing.</p> <p>As regards capital, on a return of assets whether in a winding-up or reduction of capital or otherwise (except in the case of the redemption of shares of any class or the purchase by the company of its own shares) the assets and retained profits of the company available for distribution among the members shall be applied as follows: first in paying to the holders of B Preferred Ordinary Shares the amounts credited as paid-up together with any dividends in arrears; secondly in distributing the balance of such assets or retained profits amongst the holders of the B Preferred Ordinary Shares and A Ordinary Shares (pari passu as if the same constituted on class of share) in proportion to the amounts credited as paid-up on the B Preferred Ordinary Shares and A Ordinary Shares (held by them respectively).</p> <p>In the event of a sale, then notwithstanding anything to the contrary in the terms of such a sale unless all the shareholders immediately prior to the sale have agreed in writing to the contrary expressly for the purposes of this provision (whether in agreement with for the sale or otherwise) the shareholders immediately prior to such sale shall procure that the purchase consideration whenever received is paid into a designated trustee account and shall be distributed as follows: first in paying to the holders of the B Preferred Ordinary Shares the amounts credited as paid up together with any dividends in arrears; thereafter amongst those shareholders who sold shares pro rata to the number of shares held by them.</p>	