

# SH02

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



Companies House

☒ 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 consolidation of  
stock.

FRIDAY



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22/01/2016

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### 1 Company details

Company number 04225086

Company name in full PHYSIOMICS PLC

→ 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 14/12/2015

### 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
ORDINARY	2031657921	0.04	2031657921	0.004
DEFERRED			2031657921	0.036

### 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

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<b>6 Re-conversion</b>			
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

**Statement of capital**

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form

<b>7 Statement of capital (Share capital in pound sterling (£))</b>				
Please complete the table below to show each share classes held in pound sterling If all your issued capital is in sterling, only complete Section 7 and then go to Section 10				
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	0.28	0	2031657921	£ 8126631.684000
DEFERRED	0.036	0	2031657921	£ 73139685.156000
				£
				£
<b>Totals</b>			4063315842	£ 81266316.840000

<b>8 Statement of capital (Share capital in other currencies)</b>				
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
<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
<b>Totals</b>				

① Including both the nominal value and any share premium

② Total number of issued shares in this class

③ Number of shares issued multiplied by nominal value of each share

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

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## Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	<b>① Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc
Total number of shares	4063315842	
Total aggregate nominal value ①	£ 81266316 84	

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## Statement of capital (Prescribed particulars of rights attached to shares) ②

	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 7 and Section 8	<b>② 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 and any terms or conditions relating to redemption of these shares.  A separate table must be used for each class of share.  Please use a Statement of capital continuation page if necessary
Class of share	ORDINARY	
Prescribed particulars	A VOTING - EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES B DIVIDENDS - EACH SHARE HAS EQUAL RIGHTS TO DIVIDENDS C DISTRIBUTIONS - EACH SHARE IS ENTITLED TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF A COMPANY D THE ORDINARY SHARES ARE NOT REDEEMABLE	
Class of share	DEFERRED	
Prescribed particulars	SEE CONTINUATION SHEET	
Class of share		
Prescribed particulars		

## SH02 - continuation page

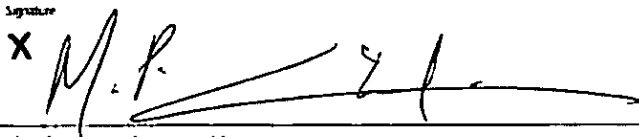
Notice of consolidation, sub-division, redemption of shares or  
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10	Statement of capital (Prescribed particulars of rights attached to shares) <sup>①</sup>	
Class of share	DEFERRED	
Prescribed particulars	<p>A AS REGARDS VOTING THE HOLDERS OF DEFERRED SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF OR TO ATTEND (EITHER PERSONALLY OR BY PROXY) ANY GENERAL MEETING OF THE COMPANY OR TO VOTE (EITHER PERSONALLY OR BY PROXY) ON ANY RESOLUTION TO BE PROPOSED THEREAT</p> <p>B AS REGARDS INCOME THE HOLDERS OF THE DEFERRED SHARES SHALL NOT BE ENTITLED TO RECIEVE ANY DIVIDEND OUT OF THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AND RESOLVED TO BE DISTRIBUTED IN RESPECT OF ANY FINANCIAL YEAR OR ANY OTHER INCOME OR RIGHT TO PARTICIPATE THEREIN</p> <p>C AS REGARDS CAPITAL ON A DISTRIBUTION OF ASSETS ON A WINDING-UP OR OTHER RETURN OF CAPITAL (OTHERWISE THAN ON CONVERSION OR REDEMPTION ON PURCHASE BY THE COMPANY OF ANY OF ITS SHARES) THE HOLDERS OF THE DEFERRED SHARES SHALL BE ENTITLED TO RECEIVE THE AMOUNT PAID UP ON THEIR SHARES AFTER THERE SHALL HAVE BEEN DISTRIBUTED (IN CASH OR IN SPECIE) TO THE HOLDERS OF THE ORDINARY SHARES THE AMOUNT OF £100,000,000 IN RESPECT OF EACH ORDINARY SHARE HELD BY THEM RESPECTIVELY FOR THIS PURPOSE DISTRIBUTIONS IN CURRENCY OTHER THAN STERLING SHALL BE TREATED AS CONVERTED INTO STERLING, AND THE VALUE FOR ANY DISTRIBUTION IN SPECIE SHALL BE ASCERTAINED IN STERLING, IN EACH CASE IN SUCH MANNER AS THE DIRECTORS OF THE COMPANY IN GENERAL MEETING MAY APPROVE THE DEFERRED SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO ANY FURTHER OR OTHER RIGHT OF PARTICIPATION IN THE ASSETS OF THE COMPANY</p> <p>D NOTWITHSTANDING ANY OTHER PROVISION OF THE COMPANY'S ARTICLES, THE COMPANY SHALL HAVE THE POWER AND AUTHORITY AT ANY TIME TO PURCHASE ALL OR ANY OF THE DEFERRED SHARES FOR AN AGGREGATE CONSIDERATION OF £1 THE COMPANY MAY, AT ITS OPTION AND SUBJECT TO COMPLIANCE WITH THE PROVISIONS OF APPLICABLE LEGISLATION, AT ANY TIME AFTER THE ADOPTION OF THIS ARTICLE, CANCEL SUCH SHARES BY WAY OF REDUCTION OF CAPITAL FOR NO CONSIDERATION</p>	<p><sup>①</sup> Prescribed particulars of rights attached to shares 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 and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p>

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Class of share		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>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.</p> <p>A separate table must be used for each class of share.</p> <p>Please use a Statement of capital continuation page if necessary</p>
Prescribed particulars		
Class of share		
Prescribed particulars		

<b>11</b>		<b>Signature</b>	
		I am signing this form on behalf of the company	
Signature	<p>Signature</p> <p>X  X</p>	<p>① Societas Europaea</p> <p>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.</p> <p>① Person authorised</p> <p>Under either section 270 or 271 of the Companies Act 2006</p>	
		<p>This form may be signed by</p> <p>Director ①, Secretary, Person authorised ①, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.</p>	

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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 **DOMINIC WRENCH**

Company name **TAYLOR VINTERS LLP**

Address **MERLIN PLACE**

**MILTON ROAD**

Post town **CAMBRIDGE**

Country/Region

Postcode **C B 4 0 D P**

Country **ENGLAND**

DX **724560 CAMBRIDGE 12**

Telephone **01223 225145**

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