

**Return of Allotment of Shares**Company Name: **PHYSIOMICS PLC**Company Number: **04225086**Received for filing in Electronic Format on the: **31/05/2018**

X7738XD4

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
31/05/2018

Class of Shares:	ORDINARY	Number allotted	13125000
Currency:	GBP	Nominal value of each share	0.004
		Amount paid:	0.04
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	DEFERRED	Number allotted	2481657918
Currency:	GBP	Aggregate nominal value:	893396.85048

Prescribed particulars

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. B. AS REGARDS INCOME THE HOLDERS OF THE DEFERRED SHARES SHALL NOT BE ENTITLED TO RECEIVE 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. 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 THEREOFTO ANY FURTHER OR OTHER RIGHT OF PARTICIPATION IN THE ASSETS OF THE COMPANY 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

Class of Shares:	ORDINARY	Number allotted	71910394
Currency:	GBP	Aggregate nominal value:	287641.576

Prescribed particulars

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. EACH SHARE HAS EQUAL RIGHTS TO DIVIDENDS. EACH SHARE IS ENTITLED TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY. THE ORDINARY SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	2553568312
		Total aggregate nominal value:	1181038.42648
		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.