

SH10

Notice of particulars of variation of rights attached to shares



Companies House

☒ **What this form is for**
You may use this form to give notice
of particulars of variation of rights
attached to shares.

☒ **What this form is NOT for**
You cannot use this form to give
notice of particulars of variation of
class rights of member of a
company without share certificate.
If you wish to do this, please use form SH10.

FRIDAY



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L62VL7TF

24/03/2017

#91

COMPANIES HOUSE

1 Company details

Company number 05620555

Company name in full Cell Medica 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 variation of rights

Date of variation of rights 15/03/2017

3 Details of variation of rights

Please give details of the variation of rights attached to shares.

Variation

The rights attaching to the A Preference Shares of £0.10 each and the B Preference Shares of £0.10 each in the capital of the company are varied (or deemed varied) by the amendment and restatement of the company's articles of association and the creation, issue and allotment of a new class of C Preference Shares, which rank in priority to the A Preference Shares and the B Preference Shares on a Liquidation Event, Business Sale or Share Sale (as defined on the continuation page).

Continuation pages


Please use a continuation page if
you need to enter more details.

4 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director ¹, Secretary, Person authorised ², Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager.

1 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.

2 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	Rebecca Bunday
Company name	Davis Polk & Wardwell London LLP
Address	5 Aldermanbury Square
Post town	London
County/Region	
Postcode	E C 2 V 7 H R
Country	United Kingdom
DX	
Telephone	020 7418 1068

**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 variation of rights in section 2.
- ☐ You have provided details of the variation of rights in section 3.
- ☐ 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 or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

SH10 – continuation page

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3	Details of variation of rights	
	Please give details of the variation of rights attached to shares.	
Variation	<p>"Liquidation Event" means a return of assets by the company on a liquidation, dissolution, winding-up or capital reduction or other similar event.</p> <p>"Business Sale" means: (i) the sale or transfer of the whole, or substantially the whole, of the business and assets of the company; or (ii) the exclusive licensing, in a single transaction or a series of related transactions, by the company or any subsidiary of all or substantially all of the intellectual property of the company and its subsidiaries taken as a whole.</p> <p>"Share Sale" means: (i) an acquisition of a controlling interest of the company (whether effected by way of a single transaction or a number of transactions over a period of no longer than 12 months) by any third party investors; (ii) a consolidation or merger of the company with or into one or more third party investors; (iii) a consolidation or merger of any subsidiary with or into one or more third party investors in which the company issues any share; or (iv) any other form of corporate reorganization in which any share is exchanged for, or converted into, cash, securities of a third party investor or other property.</p>	