

**Return of Allotment of Shares**Company Name: **ACACIA PHARMA LIMITED**Company Number: **05934843**Received for filing in Electronic Format on the: **17/04/2015**

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Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
03/02/2015

Class of Shares: P SHARESCurrency: **GBP**Number allotted **696000**Nominal value of each share **0.0001**Amount paid: **0.00015**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	2664662
Currency:	GBP	Aggregate nominal value:	266.4662
		Amount paid per share	0.1333
		Amount unpaid per share	0

Prescribed particulars

VOTING RIGHTS EACH ORDINARY SHARE SHALL ON A POLL CARRY ONE VOTE PER SHARE. DIVIDEND RIGHTS THE P SHARES, THE B PREFERRED SHARES AND THE A ORDINARY SHARES WILL RANK IN PRIORITY TO ANY PAYMENT BY WAY OF DIVIDEND TO HOLDERS OF ANY OTHER SHARES. ON LIQUIDATION, BUSINESS SALE OR SHARES SALE ANY DIVIDEND SHALL BE PAID IN ACCORDANCE WITH THE CAPITAL DISTRIBUTION PROVISIONS. ALL DIVIDENDS ARE TO BE PAID TO ALL HOLDERS OF SHARES PRO-RATA TO THE NUMBER OF SHARES HELD BY EACH SUCH PERSON. CAPITAL DISTRIBUTION RIGHTS ON A DISTRIBUTION OF ALL OR SUBSTANTIALLY ALL ASSETS BY THE COMPANY ON A LIQUIDATION OR FOLLOWING A BUSINESS SALE (INCLUDING ANY SUCH RETURN OF ASSETS BY WAY OF DIVIDEND), OR ON THE APPLICATION OF THE PROCEEDS OF A SHARE SALE, EACH HOLDER OF ORDINARY SHARES ARE DISTRIBUTED THE AMOUNT PAID UP OR CREDITED AS PAID UP THEREON OF ANY RELEVANT SHARE, LESS ANY AMOUNT PREVIOUSLY DISTRIBUTED BY THE COMPANY IN RESPECT OF SUCH SHARE PURSUANT TO THE ARTICLES (THE “PRIORITY AMOUNT”) TOGETHER WITH ALL ARREARS THEREON, ONCE THE AFOREMENTIONED DISTRIBUTION HAS BEEN MADE TO THE HOLDERS OF P SHARES (IN RESPECT OF THE NOMINAL AMOUNT PAID UP ON SUCH P SHARES), B PREFERRED SHARES, A ORDINARY SHARES, AND S ORDINARY SHARES, BUT BEFORE DISTRIBUTIONS TO THE HOLDERS OF P SHARES (IN RESPECT OF THE PREMIUM AMOUNT PAID UP ON SUCH P SHARES).

Class of Shares:	A	Number allotted	9692856
	ORDINARY	Aggregate nominal value:	969.2856
	SHARES	Amount paid per share	0.77
Currency:	GBP	Amount unpaid per share	0

Prescribed particulars

VOTING RIGHTS EACH A ORDINARY SHARE SHALL ON A POLL CARRY ONE VOTE PER SHARE (SAVE IN THE EVENT THAT THE APPLICABLE CONVERSION RATIO (PURSUANT

TO THE ARTICLES) IS OTHER THAN ONE, IN WHICH EVENT THE NUMBER OF VOTES CARRIED BY EACH A ORDINARY SHARE SHALL BE EQUAL TO ONE MULTIPLIED BY THE APPLICABLE CONVERSION RATIO PROVIDED THAT ANY FRACTIONAL ENTITLEMENT SHALL BE DISREGARDED). DIVIDEND RIGHTS THE HOLDERS OF A ORDINARY SHARES HAVE THE RIGHT TO RECEIVE ON EACH A ORDINARY SHARE IN PRIORITY TO ANY PAYMENT A FIXED ANNUALLY COMPOUNDING CUMULATIVE PREFERENTIAL DIVIDEND ON THE CAPITAL PAID UP THEREON AT A RATE OF 12% P.A. UP TO 19 AUGUST 2013 AND AT THE RATE OF 8% P.A. FROM AND INCLUDING THE 19 AUGUST 2013 (UP TO A MAXIMUM AGGREGATE AMOUNT OF 50% OF THE SUBSCRIPTION PRICE PAID FOR THE A ORDINARY SHARES), ONCE THE HOLDERS OF THE P SHARES HAVE BEEN PAID THE PREFERRED DIVIDEND AND THE B PREFERRED SHARES HAVE BEEN PAID A FIXED DIVIDEND. ON LIQUIDATION, BUSINESS SALE OR SHARES SALE ANY DIVIDEND SHALL BE PAID IN ACCORDANCE WITH THE CAPITAL DISTRIBUTION PROVISIONS. ALL DIVIDENDS ARE TO BE PAID TO ALL HOLDERS OF SHARES PRO-RATA TO THE NUMBER OF SHARES HELD BY EACH SUCH PERSON. CAPITAL DISTRIBUTION RIGHTS ON A DISTRIBUTION OF ALL OR SUBSTANTIALLY ALL ASSETS BY THE COMPANY ON A LIQUIDATION OR FOLLOWING A BUSINESS SALE (INCLUDING ANY SUCH RETURN OF ASSETS BY WAY OF DIVIDEND), OR ON THE APPLICATION OF THE PROCEEDS OF A SHARE SALE, EACH HOLDER OF A ORDINARY SHARES ARE DISTRIBUTED THE AMOUNT PAID UP OR CREDITED AS PAID UP THEREON OF ANY RELEVANT SHARE, LESS ANY AMOUNT PREVIOUSLY DISTRIBUTED BY THE COMPANY IN RESPECT OF SUCH SHARE PURSUANT TO THE ARTICLES (THE "PRIORITY AMOUNT") TOGETHER WITH ALL ARREARS THEREON, ONCE THE AFOREMENTIONED DISTRIBUTION HAS BEEN MADE TO THE HOLDERS OF P SHARES (IN RESPECT OF THE NOMINAL AMOUNT PAID UP ON SUCH P SHARES) AND B PREFERRED SHARES, BUT BEFORE DISTRIBUTIONS TO THE HOLDERS OF S ORDINARY SHARES, ORDINARY SHARES AND P SHARES (IN RESPECT OF THE PREMIUM AMOUNT PAID UP ON SUCH P SHARES).

Class of Shares:	B	Number allotted	12577228
	PREFERRED	Aggregate nominal value:	1257.7228
	SHARES	Amount paid per share	1
Currency:	GBP	Amount unpaid per share	0

Prescribed particulars

VOTING RIGHTS EACH B PREFERRED SHARE SHALL ON A POLL CARRY ONE VOTE PER SHARE (SAVE IN THE EVENT THAT THE APPLICABLE CONVERSION RATIO (PURSUANT TO THE ARTICLES) IS OTHER THAN ONE, IN WHICH EVENT THE NUMBER OF VOTES

CARRIED BY EACH B PREFERRED SHARE SHALL BE EQUAL TO ONE MULTIPLIED BY THE APPLICABLE CONVERSION RATIO PROVIDED THAT ANY FRACTIONAL ENTITLEMENT SHALL BE DISREGARDED). DIVIDEND RIGHTS THE HOLDERS OF B PREFERRED SHARES HAVE THE RIGHT TO RECEIVE ON EACH B PREFERRED SHARE IN PRIORITY TO ANY PAYMENT A FIXED ANNUALLY COMPOUNDING CUMULATIVE PREFERENTIAL DIVIDEND ON THE CAPITAL PAID UP THEREON AT A RATE OF 8% P.A. (UP TO A MAXIMUM AGGREGATE AMOUNT OF 50% OF THE SUBSCRIPTION PRICE PAID FOR THE B PREFERRED SHARES), ONCE THE HOLDERS OF THE P SHARES HAVE BEEN PAID THE PREFERRED DIVIDEND. ON LIQUIDATION, BUSINESS SALE OR SHARES SALE ANY DIVIDEND SHALL BE PAID IN ACCORDANCE WITH THE CAPITAL DISTRIBUTION PROVISIONS. ALL DIVIDENDS ARE TO BE PAID TO ALL HOLDERS OF SHARES PRO-RATA TO THE NUMBER OF SHARES HELD BY EACH SUCH PERSON. CAPITAL DISTRIBUTION RIGHTS ON A DISTRIBUTION OF ALL OR SUBSTANTIALLY ALL ASSETS BY THE COMPANY ON A LIQUIDATION OR FOLLOWING A BUSINESS SALE (INCLUDING ANY SUCH RETURN OF ASSETS BY WAY OF DIVIDEND), OR ON THE APPLICATION OF THE PROCEEDS OF A SHARE SALE, EACH HOLDER OF B PREFERRED SHARES ARE DISTRIBUTED THE AMOUNT PAID UP OR CREDITED AS PAID UP THEREON OF ANY RELEVANT SHARE, LESS ANY AMOUNT PREVIOUSLY DISTRIBUTED BY THE COMPANY IN RESPECT OF SUCH SHARE PURSUANT TO THE ARTICLES (THE "PRIORITY AMOUNT") TOGETHER WITH ALL ARREARS THEREON, ONCE THE AFOREMENTIONED DISTRIBUTION HAS BEEN MADE TO THE HOLDERS OF P SHARES (IN RESPECT OF THE NOMINAL AMOUNT PAID UP ON SUCH P SHARES), BUT BEFORE DISTRIBUTIONS TO THE HOLDERS OF A ORDINARY SHARES, S ORDINARY SHARES, ORDINARY SHARES AND P SHARES (IN RESPECT OF THE PREMIUM AMOUNT PAID UP ON SUCH P SHARES).

Class of Shares:	P	Number allotted	7815357
	SHARES	Aggregate nominal value:	781.536
Currency:	GBP	Amount paid per share	0.00015
		Amount unpaid per share	0

Prescribed particulars

VOTING RIGHTS EACH P SHARE SHALL ON A POLL CARRY ONE VOTE PER SHARE. **DIVIDEND RIGHTS** THE P SHARES ENTITLE EACH OF THE HOLDERS, PARI PASSU, TO A VARIABLE CUMULATIVE PREFERENTIAL DIVIDEND ON THE NOMINAL AMOUNT PAYABLE IN ARREARS ON THE ANNIVERSARY OF THE DATE OF ISSUE OF THE RELEVANT P SHARES (THE "PREFERRED DIVIDEND"). ON LIQUIDATION, BUSINESS SALE OR SHARES SALE ANY DIVIDEND SHALL BE PAID IN ACCORDANCE WITH THE CAPITAL DISTRIBUTION

PROVISIONS. ALL DIVIDENDS ARE TO BE PAID TO ALL HOLDERS OF SHARES PRO-RATA TO THE NUMBER OF SHARES HELD BY EACH SUCH PERSON. CAPITAL DISTRIBUTION RIGHTS ON A DISTRIBUTION OF ALL OR SUBSTANTIALLY ALL ASSETS BY THE COMPANY ON A LIQUIDATION OR FOLLOWING A BUSINESS SALE (INCLUDING ANY SUCH RETURN OF ASSETS BY WAY OF DIVIDEND), OR ON THE APPLICATION OF THE PROCEEDS OF A SHARE SALE, EACH HOLDER OF P SHARES IS DISTRIBUTED THE NOMINAL AMOUNT PAID UP IN RESPECT OF SUCH P SHARES TOGETHER WITH ALL ARREARS THEREON INCLUDING ACCRUALS OF THE PREFERRED DIVIDEND CALCULATED TO THE DATE OF REPAYMENT WHETHER OR NOT SUCH DIVIDEND SHALL HAVE BEEN DECLARED AND ONCE DISTRIBUTIONS HAVE BEEN MADE TO THE HOLDERS OF B PREFERRED SHARES, A ORDINARY SHARES, S ORDINARY SHARES AND ORDINARY SHARES, AN AMOUNT IN RESPECT OF EACH P SHARES EQUAL TO THE PREMIUM AMOUNT PAID UP IN RESPECT OF SUCH P SHARE TOGETHER WITH ALL ARREARS THEREON INCLUDING ACCRUALS OF THE PREFERRED DIVIDEND CALCULATED AS ABOVE.

Class of Shares:	S	Number allotted	3910732
	ORDINARY	Aggregate nominal value:	391.0732
	SHARES	Amount paid per share	0.77
Currency:	GBP	Amount unpaid per share	0

Prescribed particulars

VOTING RIGHTS EACH S ORDINARY SHARE SHALL ON A POLL CARRY ONE VOTE PER SHARE (SAVE IN THE EVENT THAT THE APPLICABLE CONVERSION RATIO (PURSUANT TO THE ARTICLES) IS OTHER THAN ONE, IN WHICH EVENT THE NUMBER OF VOTES CARRIED BY EACH S ORDINARY SHARE SHALL BE EQUAL TO ONE MULTIPLIED BY THE APPLICABLE CONVERSION RATIO PROVIDED THAT ANY FRACTIONAL ENTITLEMENT SHALL BE DISREGARDED). DIVIDEND RIGHTS THE P SHARES, THE B PREFERRED SHARES AND THE A ORDINARY SHARES WILL RANK IN PRIORITY TO ANY PAYMENT BY WAY OF DIVIDEND TO HOLDERS OF ANY OTHER SHARES. ON LIQUIDATION, BUSINESS SALE OR SHARES SALE ANY DIVIDEND SHALL BE PAID IN ACCORDANCE WITH THE CAPITAL DISTRIBUTION PROVISIONS. ALL DIVIDENDS ARE TO BE PAID TO ALL HOLDERS OF SHARES PRO-RATA TO THE NUMBER OF SHARES HELD BY EACH SUCH PERSON. CAPITAL DISTRIBUTION RIGHTS ON A DISTRIBUTION OF ALL OR SUBSTANTIALLY ALL ASSETS BY THE COMPANY ON A LIQUIDATION OR FOLLOWING A BUSINESS SALE (INCLUDING ANY SUCH RETURN OF ASSETS BY WAY OF DIVIDEND), OR ON THE APPLICATION OF THE PROCEEDS OF A SHARE SALE, EACH HOLDER OF S ORDINARY SHARES ARE DISTRIBUTED

THE AMOUNT PAID UP OR CREDITED AS PAID UP THEREON OF ANY RELEVANT SHARE, LESS ANY AMOUNT PREVIOUSLY DISTRIBUTED BY THE COMPANY IN RESPECT OF SUCH SHARE PURSUANT TO THE ARTICLES (THE “PRIORITY AMOUNT”) TOGETHER WITH ALL ARREARS THEREON, ONCE THE AFOREMENTIONED DISTRIBUTION HAS BEEN MADE TO THE HOLDERS OF P SHARES (IN RESPECT OF THE NOMINAL AMOUNT PAID UP ON SUCH P SHARES), B PREFERRED SHARES, A ORDINARY SHARES, AND S ORDINARY SHARES, BUT BEFORE DISTRIBUTIONS TO THE HOLDERS OF ORDINARY SHARES AND P SHARES (IN RESPECT OF THE PREMIUM AMOUNT PAID UP ON SUCH P SHARES).

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	36660835
		Total aggregate nominal value:	3666.0838

Authorisation

Authenticated

This form was authorised by one of the following:

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