

**Return of Allotment of Shares**Company Name: **Immunocore Limited**Company Number: **06456207**Received for filing in Electronic Format on the: **12/03/2020**

X90NESKQ

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	02/03/2020	02/03/2020

Class of Shares:	SERIES B	Number allotted	203697
Currency:	GBP	Nominal value of each share	0.0001
		Amount paid:	0
		Amount unpaid:	0

Non-cash consideration

CONVERSION OF LOAN NOTES (£19,593,530.29 EQUIVALENT)

Class of Shares:	SERIES B	Number allotted	280418
Currency:	GBP	Nominal value of each share	0.0001
		Amount paid:	96.19
		Amount unpaid:	0

Non-cash consideration

CONVERSION OF LOAN NOTES (£19,593,530.29 EQUIVALENT)

Statement of Capital (Share Capital)

Class of Shares:	G1	Number allotted	57748
	SHARES	Aggregate nominal value:	5.7748
Currency:	GBP		

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM NO VOTING OR DIVIDEND RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ON A RETURN OF CAPITAL THE SHARES RANK IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION.

Class of Shares:	ORDINARY	Number allotted	2516463
Currency:	GBP	Aggregate nominal value:	251.6463

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS. THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. DIVIDEND – ANY AVAILABLE DISTRIBUTABLE PROFITS (AFTER PAYMENT OF THE PREFERENTIAL DIVIDEND ON THE SERIES A AND SERIES B SHARES) WILL BE DISTRIBUTED AMONG THE HOLDERS OF SERIES A, SERIES B AND ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. DISTRIBUTION ON LIQUIDATION OR RETURN OF CAPITAL – THE BALANCE OF ANY SURPLUS ASSETS FOLLOWING PAYMENT OF PREFERENCE AMOUNTS TO THE SERIES A AND SERIES B SHAREHOLDERS (IN ACCORDANCE WITH ARTICLE 5 OF THE ARTICLES OF ASSOCIATION).

Class of Shares:	SERIES	Number allotted	1699576
	A	Aggregate nominal value:	169.9576
Currency:	GBP		

Prescribed particulars

THE SERIES A SHARES HAVE ATTACHED TO THEM THE FOLLOWING RIGHTS: FULL VOTING RIGHTS. DIVIDEND – THE COMPANY SHALL PAY SECOND (AND IN PRIORITY TO ANY OTHER CLASSES OF SHARES, SAVE FOR THE SERIES B SHARES) TO THE SERIES A SHAREHOLDERS A FIXED NON-CUMULATIVE CASH PREFERENTIAL DIVIDEND IN RESPECT OF EACH SERIES A SHARE HELD BY THEM AT THE ANNUAL RATE OF 8% OF THE SERIES A PRICE PER SHARE AS DEFINED IN THE ARTICLES OF ASSOCIATION). ANY FURTHER AVAILABLE DISTRIBUTABLE PROFITS (AFTER PAYMENT OF THE PREFERENCE DIVIDEND

ON THE SERIES A AND SERIES B SHARES) WILL BE DISTRIBUTED AMONG THE HOLDERS OF SERIES A, SERIES B AND ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. DISTRIBUTION ON LIQUIDATION OR RETURN OF CAPITAL – SECOND, IN PAYING TO EACH SERIES A SHAREHOLDER, IN PRIORITY TO ANY OTHER CLASSES OF SHARE (SAVE FOR THE SERIES B SHARES), THE ISSUE PRICE AND ANY DECLARED AND UNPAID DIVIDEND. THE SERIES A SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	SERIES	Number allotted	1105671
	B	Aggregate nominal value:	110.5671

Currency: **GBP**

Prescribed particulars

THE SERIES B SHARES HAVE ATTACHED TO THEM THE FOLLOWING RIGHTS: FULL VOTING RIGHTS. DIVIDEND – THE COMPANY SHALL PAY FIRST (AND IN PRIORITY TO ANY OTHER CLASSES OF SHARES) TO THE SERIES B SHAREHOLDERS A FIXED NON-CUMULATIVE CASH PREFERENTIAL DIVIDEND IN RESPECT OF EACH SERIES B SHARE HELD BY THEM AT THE ANNUAL RATE OF 8% OF THE SERIES B PRICE PER SHARE (AS DEFINED IN THE ARTICLES OF ASSOCIATION). ANY FURTHER AVAILABLE DISTRIBUTABLE PROFITS (AFTER PAYMENT OF THE PREFERENCE DIVIDEND ON THE SERIES A AND SERIES B SHARES) WILL BE DISTRIBUTED AMONG THE HOLDERS OF SERIES A, SERIES B AND ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. DISTRIBUTION ON LIQUIDATION OR RETURN OF CAPITAL – FIRST, IN PAYING TO EACH SERIES B SHAREHOLDER, IN PRIORITY TO ANY OTHER CLASSES OF SHARE, THE ISSUE PRICE AND ANY DECLARED AND UNPAID DIVIDEND. THE SERIES B SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	5379458
		Total aggregate nominal value:	537.9458
		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.