

SH01

Return of allotment of shares



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www.gov.uk/companieshouse

✓ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

✗ **What this form is NOT for**
You cannot use this form to
give notice of shares taken by sub-
sidiary on formation of the company
for an allotment of a new class of
shares by an unlimited company.

SATURDAY



A16 29/10/2016 #260
COMPANIES HOUSE

1 Company details

Company number 0 7 6 1 7 3 4 6

Company name in full Oxford Genetics Ltd

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ①

From Date

d	2	d	1	m	1	m	0	y	2	y	0	y	1	y	6
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

To Date

d		d		m		m		y		y		y		y	
---	--	---	--	---	--	---	--	---	--	---	--	---	--	---	--

① Allotment date

If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

② Currency

If currency details are not
completed we will assume currency
is in pound sterling.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GB£	B Ordinary Shares	7226	0.01	138.38	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page

Please use a continuation page if
necessary.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
	Ordinary	10200	102.00	
	A Ordinary	13029	130.29	
	B Ordinary	16517	165.17	
Totals		39746	397.46	0.00
Currency table B				
Totals				
Currency table C				
Totals				
		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)		39746	£397.46	0.00

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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5**Statement of capital (prescribed particulars of rights attached to shares)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share	Ordinary
Prescribed particulars 1	<p>1.1 The Ordinary Shares shall be entitled to one vote, shall rank <i>equally</i> with the A Shares and B Shares as regards dividends and are not redeemable.</p> <p>1.2 In the event of an Asset Sale or on a return of assets on a liquidation or capital reduction or otherwise, the rights attaching to the Ordinary Shares are subject to the rights attaching to the B.</p> <p>-- Please see continuation sheet --</p>
Class of share	A Ordinary
Prescribed particulars 1	<p>1.1 The A Shares shall be entitled to one vote, shall rank <i>equally</i> with the Ordinary Shares and the B Shares as regards dividends and are not redeemable.</p> <p>1.2 In the event of an Asset Sale or on a return of assets on a liquidation or capital reduction or otherwise, the rights attaching to the A Shares are subject to the rights attaching to the B Shares.</p> <p>-- Please see continuation sheet --</p>
Class of share	B Ordinary
Prescribed particulars 1	<p>1.1 The B Shares shall be entitled to one vote, shall rank <i>equally</i> with the Ordinary Shares and the A Shares as regards dividends and are not redeemable.</p> <p>1.2 In the event of a return of assets on a liquidation or capital reduction or otherwise, the Liquidation Surplus shall be distributed as follows:</p> <p>-- please see continuation sheet --</p>

1 Prescribed particulars of rights attached to shares

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.

A separate table must be used for each class of share.

Continuation page


Please use a Statement of Capital continuation page if necessary.

6**Signature**

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director **2**, Secretary, Person authorised **3**, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

2 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.

3 Person authorised

Under either section 270 or 274 of the Companies Act 2006.

CHFP025

06/16 Version 6.0

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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

Company name

Mills & Reeve LLP

Address Botanic House

100 Hills Road

Post town Cambridge

County/Region Cambridgeshire

Postcode

C

B

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P

H

Country United Kingdom

DX DX 122891 Cambridge 4

Telephone 01223 364422

**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.

**Checklist**

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Further information**

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B Ordinary	
Prescribed particulars	<p>1.2.1 first, each holder of B Shares shall be entitled in respect of their B Shares to payment of an amount per B Share equal to the Issue Price of that B Share or, if the Liquidation Surplus is insufficient to enable payment of such Issue Price to each holder of B Shares for all the B Shares held by them then such Liquidation Surplus shall be paid to the holders of B Shares in proportion to the aggregate Issue Price paid in respect of the B Shares held by each of them;</p> <p>1.2.2 second, if there is any remaining Liquidation Surplus each holder of Equity Shares shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the nominal value of that Equity Share or, if the Liquidation Surplus is insufficient to enable payment to each Equity Shareholder for all the Equity Shares held by them then such Liquidation Surplus shall be paid to the holders of Equity Shares in proportion to the number of Equity Shares held by each of them;</p> <p>1.2.3 third, if there is any remaining Liquidation Surplus each holder of Secondary Ranking Shares shall be entitled in respect of their Secondary Ranking Shares to payment of an amount per Secondary Ranking Share equal to the Individual Premium and each holder of B Shares shall be entitled in respect of their B Shares to payment of 1 pence per B Share or, if the remaining Liquidation Surplus is insufficient to enable such payment to be made then such remaining Liquidation Surplus shall be paid in such proportions as to ensure that as far as possible the holders of B Shares will have received 1 pence per B Share and the holders of Secondary Ranking Shares will have received the Individual Premium in respect of the Secondary Ranking Shares held by them;</p> <p>1.2.4 thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of such amount per Equity Share (if any) as will ensure that, after payment pursuant to paragraph 1.2.1 to <u>1.2.3</u> (inclusive) has been made, all Equity Shareholders will have received (whether pursuant to this paragraph <u>1.2</u> or by way of other distribution) the Maximum Return or, if the remaining Liquidation Surplus is insufficient to enable all Equity Shareholders to have received the Maximum Return then such remaining Liquidation Surplus shall be paid to Equity Shareholders in such proportions as to ensure that as far as possible all Equity Shareholders will have received the Maximum Return after payment has been made pursuant to paragraph 1.2.1 to <u>1.2.3</u> (inclusive); and</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Ordinary	
Prescribed particulars	<p>1.2.5 thereafter any balance of the Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them.</p> <p>1.3 In the event of an Asset Sale, the Company shall thereupon be wound up and the assets available distributed in accordance with paragraph 1.2.</p> <p>1.4 In the event of a Sale at any time prior to the occurrence of an IPO where the Exit Valuation is lower than or equal to the highest Issue Price paid by any holder of B Shares, the total of all and any consideration received (whether in cash or otherwise) in respect of the Shares that are the subject of the Sale ("Sale Proceeds") shall be paid to the sellers of the Equity Shares the subject of the Sale as follows:</p> <p>1.4.1 first, in paying to the holders of the B Shares any Arrears or, if the Sale Proceeds are insufficient to enable payment of such Arrears to each holder of B Shares for all the B Shares held by them, then such Sale Proceeds shall be paid to the holders of B Shares in proportion to the aggregate Arrears due to each of them in respect of the B Shares held by each of them;</p> <p>1.4.2 second, if there are any Sale Proceeds remaining, in paying to the holders of the B Shares the Issue Price paid for the B Shares or, if the remaining Sale Proceeds are insufficient to enable payment of such Issue Price to each holder of B Shares for all the B Shares held by them, then such Sale Proceeds shall be paid to the holders of B Shares in proportion to the aggregate Issue Price paid in respect of the B Shares held by each of them;</p> <p>1.4.3 third, if there are any Sale Proceeds remaining, in paying to the holders of the A Shares any Arrears or, if the Sale Proceeds are insufficient to enable payment of such Arrears to each holder of A Shares for all the A Shares held by them, then such Sale Proceeds shall be paid to the holders of A Shares in proportion to the aggregate Arrears due to each of them in respect of the A Shares held by each of them;</p>	

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5		Statement of capital (prescribed particulars of rights attached to shares)	
Class of share		B Ordinary	
Prescribed particulars		<div><div>1.4.4</div><div>fourth, if there are any Sale Proceeds remaining, in paying to the holders of the A Shares the Issue Price paid for the A Shares or, if the remaining Sale Proceeds are insufficient to enable payment of such Issue Price to each holder of A Shares for all the A Shares held by them, then such Sale Proceeds shall be paid to the holders of A Shares in proportion to the aggregate Issue Price paid in respect of the A Shares held by each of them; and</div></div> <div><div>1.4.5</div><div>the balance (if any) of such Sale Proceeds shall be distributed amongst the holders of the Ordinary Shares, the A Shares and the B Shares <i>pari passu</i> as if the same constituted one class of share.</div></div> <div><div>For the avoidance of doubt:</div></div> <div><div>1.4.6</div><div>in the event of a Sale at any time prior to the occurrence of an IPO where the Exit Valuation is greater than the highest Issue Price paid by any holder of B Shares, the Sale Proceeds shall be paid to the sellers of the Equity Shares the subject of the Sale in proportion to the number of such Equity Shares held by each of them; and</div></div> <div><div>1.4.7</div><div>this paragraph 1.4 shall not apply at any time following the occurrence of an IPO.</div></div> <div><div>1.5</div><div>Immediately prior to an IPO where the Exit Valuation is lower than the highest Issue Price paid by any holder of B Shares, the Company shall (to the extent that it is able to do so), by way of bonus issue, allot to each holder of B Shares by way of capitalisation of reserves such number of Ordinary Shares (disregarding any fraction of a Share) as shall have an aggregate price per share at which such Ordinary Shares in the Company are to be offered for sale, placed or otherwise marketed pursuant to the IPO equal to the Issue Price of the B Shares held (together with any Arrears). For the avoidance of doubt, this paragraph 1.5 shall not apply on an IPO where the Exit Valuation is greater than or equal to the highest Issue Price paid by any holder of B Shares.</div></div>	
		<div>Definitions</div> <div>"Arrears" All arrears, accruals and deficiencies of any dividend or other sums payable in respect of the relevant Share whether or not earned or declared and irrespective of whether or not the Company has had, at any time, sufficient distributable profits to pay such dividend or sums, together with all interest and other amounts payable thereon</div>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Ordinary	
Prescribed particulars	<p>"A Shares" A ordinary shares of £0.01 each in the capital of the Company</p> <p>"Asset Sale" The completion of a sale of all or substantially all (as a going concern) of the business and assets of the Company and/or its subsidiaries</p> <p>"B Shares" B ordinary shares of £0.01 each in the capital of the Company</p> <p>"Deferred Shares" Deferred shares of £0.01 each in the capital of the Company</p> <p>"Exit Valuation" The price per share on a Sale or IPO, as follows:</p> <p>(a) in the case of a Sale, being the aggregate amount of consideration received and to be received by the shareholders in respect of Shares the subject of the Sale together with any non cash consideration which might reasonably be considered to form part of the aggregate consideration payable in respect of the Sale divided by the total number of Equity Shares the subject of the Sale;</p> <p>(b) the anticipated listing price per share of the shares on an IPO</p> <p>"Equity Shares" Ordinary Shares, A Shares and B Shares</p> <p>"Equity Shareholder" A holder of Equity Shares</p> <p>"Individual Premium" In respect of a Secondary Ranking Share, the premium paid on issue in respect of that Secondary Ranking Share and if no premium was paid, 1 pence per Secondary Ranking Share</p> <p>"IPO" The listing of the entire share capital or Ordinary Share capital of the Company to trading on a public market or stock exchange</p> <p>"Issue Price" In relation to any Share, the amount paid up or credited as paid up on it (including the full amount of any premium at which such Share was issued whether or not such premium is applied for any purpose after that)</p> <p>"Liquidation Surplus" On a return of assets on a liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities</p> <p>"Maximum Return" The maximum value of the cumulative amount paid per Equity Share that any one of the Equity Shareholders would have received following payment under paragraph 1.2.1 to 1.2.3</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Ordinary	
Prescribed particulars	<p>"Ordinary Shares" Ordinary shares of £0.01 each in the capital of the Company</p> <p>"Sale" The transfer (whether through a single transaction or a series of transactions) of Shares as a result of which any person (or persons connected with each other, or persons acting in concert with each other (within the meaning given in the City Code on Takeovers and Mergers as in force at the date of the transfer)) would hold or acquire beneficial ownership of or over that number of shares in the Company which in aggregate confers more than 50 per cent of the voting rights normally exercisable at general meetings of the Company, except where immediately following completion of the transfer or sale the shareholders and the proportion of shares held by each of them in the acquirer are the same as the shareholders and their shareholding proportions in the Company immediately prior to the transfer or sale</p> <p>"Second Ranking Shares" The A Shares and the Ordinary Shares</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Ordinary
Prescribed particulars	<p>1.3 In the event of a Sale at any time prior to the occurrence of an IPO where the Exit Valuation is lower than or equal to the highest Issue Price paid by any holder of B Shares, the rights attaching to the B Shares and the A Shares take priority over the rights attaching to the Ordinary Shares.</p> <p>Definitions</p> <p>"A Shares" A ordinary shares of £0.01 each in the capital of the Company</p> <p>"Asset Sale" The completion of a sale of all or substantially all (as a going concern) of the business and assets of the Company and/or its subsidiaries</p> <p>"B Shares" B ordinary shares of £0.01 each in the capital of the Company</p> <p>"Equity Shares" Ordinary Shares, A Shares and B Shares</p> <p>"Exit Valuation" The price per share on a Sale, being the aggregate amount of consideration received and to be received by the shareholders in respect of Shares the subject of the Sale together with any non cash consideration which might reasonably be considered to form part of the aggregate consideration payable in respect of the Sale divided by the total number of Equity Shares the subject of the Sale</p> <p>"IPO" The listing of the entire share capital or Ordinary Share capital of the Company to trading on a public market or stock exchange</p> <p>Issue Price In relation to any share, the amount paid up or credited as paid up on it (including the full amount of any premium at which such share was issued whether or not such premium is applied for any purpose after that)</p> <p>"Ordinary Shares" Ordinary shares of £0.01 each in the capital of the Company</p> <p>"Sale" The transfer (whether through a single transaction or a series of transactions) of Shares as a result of which any person (or persons connected with each other, or persons acting in concert with each other (within the meaning given in the City Code on Takeovers and Mergers as in force at the date of the transfer)) would hold or acquire beneficial ownership of or over that number of shares in the Company which in aggregate confers more than 50 per cent of the voting rights normally exercisable at general meetings of the Company, except where immediately following completion of the transfer or sale the shareholders and the proportion of shares held by each of them in the acquirer are the same as the shareholders and their shareholding proportions in the Company immediately prior to the transfer or sale</p>

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary	
Prescribed particulars	<p>1.3 In the event of a Sale at any time prior to the occurrence of an IPO where the Exit Valuation is lower than or equal to the highest Issue Price paid by any holder of B Shares, the rights attaching to the A Shares take priority over the rights attaching to the Ordinary Shares but are subject to the rights attaching to the B Shares.</p> <p>Definitions</p> <p>"A Shares" A ordinary shares of £0.01 each in the capital of the Company</p> <p>"Asset Sale" The completion of a sale of all or substantially all (as a going concern) of the business and assets of the Company and/or its subsidiaries</p> <p>"B Shares" B ordinary shares of £0.01 each in the capital of the Company</p> <p>"Equity Shares" Ordinary Shares, A Shares and B Shares</p> <p>"Exit Valuation" The price per share on a Sale, being the aggregate amount of consideration received and to be received by the shareholders in respect of Shares the subject of the Sale together with any non cash consideration which might reasonably be considered to form part of the aggregate consideration payable in respect of the Sale divided by the total number of Equity Shares the subject of the Sale</p> <p>"IPO" The listing of the entire share capital or Ordinary Share capital of the Company to trading on a public market or stock exchange</p> <p>"Issue Price" In relation to any share, the amount paid up or credited as paid up on it (including the full amount of any premium at which such share was issued whether or not such premium is applied for any purpose after that)</p> <p>"Ordinary Shares" Ordinary shares of £0.01 each in the capital of the Company</p> <p>"Sale" The transfer (whether through a single transaction or a series of transactions) of Shares as a result of which any person (or persons connected with each other, or persons acting in concert with each other (within the meaning given in the City Code on Takeovers and Mergers as in force at the date of the transfer)) would hold or acquire beneficial ownership of or over that number of shares in the Company which in aggregate confers more than 50 per cent of the voting rights normally exercisable at general meetings of the Company, except where immediately following completion of the transfer or sale the shareholders and the proportion of shares held by each of them in the acquirer are the same as the shareholders and their shareholding proportions in the Company immediately prior to the transfer or sale</p>	