In accordance with Section 555 of the Companies Act 2006

SH01

Return of allotment of shares

IRIS Laserform

You can use the WebFiling service to file this form online.
Please go to www companieshouse gov uk

✓ **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 gi notice of shares taken by subs on formation of the company c for an allotment of a new class shares by an unlimited compa

THURSDAY

A38XIDDS
A23 29/05/2014 #113
COMPANIES HOUSE

1 Company details

Company number	0 7 6 1 7 3 4 6
Company name in full	Oxford Genetics Limited

→ **Filling in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

1 Allotment dates ❶

From Date	d 2 d 1	m 0 m 3	y 2 y 0 y 1 y 4
To Date	d d	m m	y y y y

❶ **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)

❷ **Currency**
If currency details are not completed we will assume currency is in pound sterling

Class of shares (E g Ordinary/Preference etc)	Currency ❷	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
A Ordinary	GB£	1813	0.01	44 12	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

Section 4 (also **Section 5** and **Section 6**, if appropriate) should reflect the company's issued capital at the date of this return.

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete **Section 4** and then go to **Section 7**.

Class of shares (E.g Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary	0.01	0.00	10200	£ 102.00
A Ordinary	44 12	0.00	5213	£ 52.13
				£
				£
		Totals	15413	£ 154.13

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency

Class of shares (E g Ordinary / Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

Currency

Class of shares (E.g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❷
		Totals		

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares	
Total aggregate nominal value ❹	

❹ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately. For example £100 + €100 + $10 etc

❶ Including both the nominal value and any share premium.

❷ Total number of issued shares in this class

❸ E g Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary

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7 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 statement of capital share tables in **Section 4** and **Section 5** .

Class of share	Ordinary
Prescribed particulars ❶	1 1 The A Ordinary Shares and the Ordinary Shares shall rank equally in all respects save as set out below 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· ---See Continuation Sheet---
Class of share	A Ordinary
Prescribed particulars ❶	1.1 The A Ordinary Shares and the Ordinary Shares shall rank equally in all respects save as set out below. 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: ---See Continuation Sheet---
Class of share	
Prescribed particulars ❶	

❶ **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 and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

Continuation page
Please use a Statement of Capital continuation page if necessary

8 Signature

I am signing this form on behalf of the company.

Signature

Signature

X X

This form may be signed by·
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ **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

❸ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006.

In accordance with Section 555 of the Companies Act 2006.

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Ordinary
Prescribed particulars	1 2 1 first, each Equity Shareholder 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 Equity Shareholders in proportion to the number of Equity Shares held by each of them, 1 2 2 thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the Individual Premium or, if the remaining Liquidation Surplus is insufficient to enable payment of the Individual Premium to be made then such remaining Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the aggregate premium paid in respect of the Equity Shares held by them; 1 2 3 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 1.2.2 has been made all Equity Shareholders will have received (whether pursuant to this paragraph 1.2 or by way of dividend or 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 2, and 1 2.4 thereafter any balance shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them. 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. ---See Continuation Sheet---

7 **Statement of capital** (Prescribed particulars of rights attached to shares)

Class of share: Ordinary

Prescribed particulars

1 4 In the event of a Sale where the Exit Valuation is lower than or equal to the Issue Price paid by the holders of the A 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 shall be re-allocated between the sellers of such Shares so as to ensure that the Sale proceeds are distributed as follows:

1 4.1 first in paying to the holders of the A Shares any Arrears,

1 4 2 second in paying to the holders of the A Shares the Issue Price paid for the A Shares, and

1 4 3 the balance (if any) of such assets shall be distributed amongst the holders of the Ordinary Shares and the A Shares *pari passu* as if the same constituted one class of share

1 5 Immediately prior to an IPO where the Exit Valuation is lower than the Issue Price paid by the holders of the A Shares, the Company shall (to the extent that it is able to do so), by way of special dividend or bonus issue, allot to each holder of A 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 A Shares held (together with any Arrears)

1 6 Save with the consent of The Mercia Fund, the Company shall ensure that any and all premium(s) paid into the share premium account of the Company in respect of Shares allotted after the date of adoption of these Articles shall be preserved in order to enable the Company to satisfy its obligations in paragraph 1.5 If the Company is not lawfully permitted to make any special dividend or bonus issue pursuant to paragraph 1 5, it shall offer the holders of A Shares the right to subscribe for the number of Ordinary Shares referred to in paragraph 1 5 at par.

---See Continuation Sheet---

In accordance with Section 555 of the Companies Act 2006.

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Ordinary
Prescribed particulars	Definitions

"A Shares" means the A ordinary shares of £0 01 each in the capital of the Company,

"Arrears" means 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,

"Asset Sale" means 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,

"Equity Shareholder" means a holder of Equity Shares,

"Equity Shares" means Ordinary Shares and A Shares

"Exit Valuation" means the price per share on an Exit, as follows·

(a) in the case of a Sale, 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,

(b) in the case of an Asset Sale, the aggregate amount of consideration received and to be received by the Company in respect of the Asset Sale together with any non cash consideration which might reasonably be considered to form part of the aggregate consideration payable in respect of the Asset Sale divided by the total number of Equity Shares in issue;

(c) the anticipated listing price per share of the shares on an IPO;

"Individual Premium" means in respect of a Equity Share, the premium paid in respect of that Equity Share,

---See Continuation Sheet---

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Ordinary
Prescribed particulars	**"IPO"** means he listing of the entire share capital or Ordinary Share capital of the company to trading on a public market or stock exchange; **"Issue Price"** means 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), **"Liquidation Surplus"** means on a return of assets on a liquidation or capital reduction or otherwise, the assets of the Company reamining after the payment of its liabilities, **"Maximum Return"** means the maximum value of the cumulative amount paid per Equity Share that any one of the Equity Shareholders would have received following payment under paragraphs 1 2 1 and 1 2 2 **"Ordinary Shares"** means ordinary shares of £0 01 each in the capital of the Company **"The Mercia Fund"** means MERCIA GROWTH NOMINEES LIMITED (company number 07711161) and MERCIA GROWTH NOMINEES 2 LIMITED (company number 08452385)

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7 **Statement of capital** (Prescribed particulars of rights attached to shares)

Class of share	A Ordinary
Prescribed particulars	1 2 1 first, each Equity Shareholder 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 Equity Shareholders in proportion to the number of Equity Shares held by each of them, 1 2 2 thereafter if there is any remaining Liquidation Surplus each Equity Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the Individual Premium or, if the remaining Liquidation Surplus is insufficient to enable payment of the Individual Premium to be made then such remaining Liquidation Surplus shall be paid to the Equity Shareholders in proportion to the aggregate premium paid in respect of the Equity Shares held by them; 1 2 3 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 2 has been made all Equity Shareholders will have received (whether pursuant to this paragraph 1 2 or by way of dividend or 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 2, and 1 2 4 thereafter any balance shall be paid to the Equity Shareholders in proportion to the number of Equity Shares held by each of them. 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 ---See Continuation Sheet---

7 **Statement of capital** (Prescribed particulars of rights attached to shares)

Class of share	A Ordinary
Prescribed particulars	1.4 In the event of a Sale where the Exit Valuation is lower than or equal to the Issue Price paid by the holders of the A 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 shall be re-allocated between the sellers of such Shares so as to ensure that the Sale proceeds are distributed as follows 1.4 1 first in paying to the holders of the A Shares any Arrears, 1.4.2 second in paying to the holders of the A Shares the Issue Price paid for the A Shares, and 1 4 3 the balance (if any) of such assets shall be distributed amongst the holders of the Ordinary Shares and the A Shares *pari passu* as if the same constituted one class of share 1 5 Immediately prior to an IPO where the Exit Valuation is lower than the Issue Price paid by the holders of the A Shares, the Company shall (to the extent that it is able to do so), by way of special dividend or bonus issue, allot to each holder of A 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 A Shares held (together with any Arrears) 1 6 Save with the consent of The Mercia Fund, the Company shall ensure that any and all premium(s) paid into the share premium account of the Company in respect of Shares allotted after the date of adoption of these Articles shall be preserved in order to enable the Company to satisfy its obligations in paragraph 1 5 If the Company is not lawfully permitted to make any special dividend or bonus issue pursuant to paragraph 1 5, it shall offer the holders of A Shares the right to subscribe for the number of Ordinary Shares referred to in paragraph 1.5 at par. ---See Continuation Sheet---

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7 Statement of capital (Prescribed particulars of rights attached to shares)

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Prescribed particulars	Definitions

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(b) in the case of an Asset Sale, the aggregate amount of consideration received and to be received by the Company in respect of the Asset Sale together with any non cash consideration which might reasonably be considered to form part of the aggregate consideration payable in respect of the Asset Sale divided by the total number of Equity Shares in issue;

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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 Sofie de Pfeiffer

Company name Mills & Reeve LLP

Address Botanic House

100 Hills Road

Post town Cambridge

County/Region Cambridgeshire

Postcode C B 2 1 P H

Country United Kingdom

DX DX 122891 Cambridge 4

Telephone 01223 364422

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 appropriate sections of the Statement of Capital.
- ☐ 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