



Companies House

CS01 (ef)

Confirmation Statement

Company Name: **AUTOLOGIC DIAGNOSTICS GROUP LIMITED**

Company Number: **07874811**



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X5M5BVUR

Company Name: **AUTOLOGIC DIAGNOSTICS GROUP LIMITED**

Company Number: **07874811**

Confirmation **08/12/2016**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	DEFERRED	Number allotted	150219
Currency:	GBP	Aggregate nominal value:	15021.9

Prescribed particulars

A B SHAREHOLDER SHALL BE ENTITLED BY NOTICE IN WRITING TO THE COMPANY (A ‘CONVERSION NOTICE’) TO REQUIRE THE CONVERSION OF THAT NUMBER OF B ORDINARY SHARES HELD BY THE HOLDER AND SPECIFIED IN THE CONVERSION NOTICE (THE “CONVERSION SHARES”) INTO AN EQUAL NUMBER OF DEFERRED SHARES. ON RECEIPT BY THE COMPANY OF A CONVERSION NOTICE THE CONVERSION SHARES SHALL AUTOMATICALLY CONVERT WITHOUT ANY RESOLUTION OF THE COMPANY OR THE DIRECTORS INTO AN EQUAL NUMBER OF DEFERRED SHARES. THE DEFERRED SHARES SHALL NOT ENTITLE THEIR HOLDERS TO A SHARE CERTIFICATE. THE HOLDERS OF DEFERRED SHARES SHALL NOT HAVE THE RIGHT TO RECEIVE NOTICE, ATTEND, SPEAK OR VOTE AT A GENERAL MEETING OF THE COMPANY. SAVE AS PROVIDED IN ARTICLE 13.6 THE HOLDERS OF DEFERRED SHARES SHALL NOT PARTICIPATE IN ANY PROFITS OR ASSETS OF THE COMPANY. THESE DEFERRED SHARES ARE NOT CAPABLE OF TRANSFER WITHOUT INVESTOR CONSENT.

Class of Shares:	A1	Number allotted	2200000
	ORDINARY	Aggregate nominal value:	22000
Currency:	GBP		

Prescribed particulars

INCOME NO DIVIDEND SHALL BE DECLARED OR PAID TO THE HOLDERS OF SHARES IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY WITHOUT INVESTOR CONSENT AND ANY SUCH DIVIDEND SHALL, SUBJECT TO THE PRIOR PAYMENT OF THE D DIVIDEND AND ALL ARREARS OF D DIVIDEND, THEN BE PAID TO ALL THE HOLDERS OF EQUITY SHARES (PAN PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE). CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OR DISCHARGE OF ITS LIABILITIES (AS THE CASE MAY BE) SHALL BE APPLIED IN THE FOLLOWING ORDER: FIRST, THE AGGREGATE AMOUNT OF ANY ACCRUALS AND/OR UNPAID AMOUNTS OF D DIVIDEND (TO BE CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF ASSETS AND TO BE PAYABLE IRRESPECTIVE OF WHETHER SUCH DIVIDEND WOULD BE UNLAWFUL); SECOND, IN PAYING TO EACH D SHAREHOLDER IN RESPECT OF EACH D ORDINARY SHARE OF WHICH HE IS THE HOLDER, AN AMOUNT

EQUAL TO 100% OF THE AMOUNT PAID UP OR CREDITED AS PAID UP ON EACH D ORDINARY SHARE; THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PAN PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) PROVIDED THAT (I) ONCE THE HOLDERS OF EQUITY SHARES HAVE RECEIVED BETWEEN THEM £125,000,000, THE HOLDERS OF THE D ORDINARY SHARES SHALL BE ENTITLED TO PARTICIPATE IN ANY FURTHER RETURN OF CAPITAL ON A PAN PASSU BASIS WITH THE EQUITY SHARES UNTIL EACH OF THE D SHAREHOLDERS IN THEIR CAPACITY AS SUCH HAVE RECEIVED A PAYMENT IN AGGREGATE OF £10,000, AFTER WHICH THEY SHALL HAVE NO FURTHER RIGHTS TO PARTICIPATE; AND (II) ONCE THE HOLDERS OF EQUITY SHARES HAVE RECEIVED THE SUM OF £1,000,000 PER SHARE, THE HOLDERS OF THE DEFERRED SHARES AND THE E ORDINARY SHARES SHALL EACH BE ENTITLED TO A PAYMENT OF £0.01 PER DEFERRED SHARE AND £0.01 PER E ORDINARY SHARE OF WHICH THEY ARE THE HOLDER AFTER WHICH THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES PARI PASSU. VOTING; EACH AL ORDINARY SHARE CARRIES ONE VOTE ON A WRITTEN RESOLUTION AND ONE VOTE ON A RESOLUTION ON A POLL TAKEN AT A MEETING. THE HOLDERS OF AL ORDINARY SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION ON A SHOW OF HANDS AT A MEETING. SUBJECT TO THE PROVISIONS OF A "VOTING ADJUSTMENT NOTICE", ON ANY WRITTEN RESOLUTION OR ANY RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY ON A POLL, THE AL ORDINARY SHARES SHALL CONFER ON THE HOLDERS THEREOF IN AGGREGATE 49% OF THE TOTAL VOTING RIGHTS OF ALL SHARES, EACH E ORDINARY SHARE SHALL CONFER ON THE HOLDER THEREOF, WHEN AGGREGATED WITH THE VOTES ATTRIBUTABLE TO ALL OTHER SHARES HELD BY THE HOLDER OF THAT E ORDINARY SHARE, 5% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AND THE VOTES ATTRIBUTABLE TO THE A2 ORDINARY SHARES, B ORDINARY SHARES, C ORDINARY SHARES AND D ORDINARY SHARES SHALL BE ADJUSTED ACCORDINGLY AND ON A PRO RATA BASIS AMONGST THE HOLDERS OF SUCH SHARES. REDEMPTION THE AL ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED.

Class of Shares:	A2	Number allotted	926828
	ORDINARY	Aggregate nominal value:	9268.28
Currency:	GBP		

Prescribed particulars

INCOME NO DIVIDEND SHALL BE DECLARED OR PAID TO THE HOLDERS OF SHARES IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY WITHOUT INVESTOR CONSENT

AND ANY SUCH DIVIDEND SHALL, SUBJECT TO THE PRIOR PAYMENT OF THE D DIVIDEND AND ALL ARREARS OF D DIVIDEND, THEN BE PAID TO ALL THE HOLDERS OF EQUITY SHARES (PAN PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE). CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OR DISCHARGE OF ITS LIABILITIES (AS THE CASE MAY BE) SHALL BE APPLIED IN THE FOLLOWING ORDER: FIRST, THE AGGREGATE AMOUNT OF ANY ACCRUALS AND/OR UNPAID AMOUNTS OF D DIVIDEND (TO BE CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF ASSETS AND TO BE PAYABLE IRRESPECTIVE OF WHETHER SUCH DIVIDEND WOULD BE UNLAWFUL); SECOND, IN PAYING TO EACH D SHAREHOLDER IN RESPECT OF EACH D ORDINARY SHARE OF WHICH HE IS THE HOLDER, AN AMOUNT EQUAL TO 100% OF THE AMOUNT PAID UP OR CREDITED AS PAID UP ON EACH D ORDINARY SHARE; THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PAN PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) PROVIDED THAT (I) ONCE THE HOLDERS OF EQUITY SHARES HAVE RECEIVED BETWEEN THEM £125,000,000, THE HOLDERS OF THE D ORDINARY SHARES SHALL BE ENTITLED TO PARTICIPATE IN ANY FURTHER RETURN OF CAPITAL ON A PAN PASSU BASIS WITH THE EQUITY SHARES UNTIL EACH OF THE D SHAREHOLDERS IN THEIR CAPACITY AS SUCH HAVE RECEIVED A PAYMENT IN AGGREGATE OF £10,000, AFTER WHICH THEY SHALL HAVE NO FURTHER RIGHTS TO PARTICIPATE; AND (II) ONCE THE HOLDERS OF EQUITY SHARES HAVE RECEIVED THE SUM OF £1,000,000 PER SHARE, THE HOLDERS OF THE DEFERRED SHARES AND THE E ORDINARY SHARES SHALL EACH BE ENTITLED TO A PAYMENT OF £0.01 PER DEFERRED SHARE AND £0.01 PER E ORDINARY SHARE OF WHICH THEY ARE THE HOLDER AFTER WHICH THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES PARI PASSU. VOTING; EACH A2 ORDINARY SHARE CARRIES ONE VOTE ON A WRITTEN RESOLUTION AND ONE VOTE ON A RESOLUTION ON A POLL TAKEN AT A MEETING. THE HOLDERS OF A2 ORDINARY SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION ON A SHOW OF HANDS AT A MEETING. SUBJECT TO THE PROVISIONS OF A "VOTING ADJUSTMENT NOTICE", ON ANY WRITTEN RESOLUTION OR ANY RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY ON A POLL, THE A1 ORDINARY SHARES SHALL CONFER ON THE HOLDERS THEREOF IN AGGREGATE 49% OF THE TOTAL VOTING RIGHTS OF ALL SHARES, EACH E ORDINARY SHARE SHALL CONFER ON THE HOLDER THEREOF, WHEN AGGREGATED WITH THE VOTES ATTRIBUTABLE TO ALL OTHER SHARES HELD BY THE HOLDER OF THAT E ORDINARY SHARE, 5% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AND THE VOTES ATTRIBUTABLE TO THE A2 ORDINARY

SHARES, B ORDINARY SHARES, C ORDINARY SHARES AND D ORDINARY SHARES SHALL BE ADJUSTED ACCORDINGLY AND ON A PRO RATA BASIS AMONGST THE HOLDERS OF SUCH SHARES. REDEMPTION THE A2 ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED.

Class of Shares:	B	Number allotted	331101
	ORDINARY	Aggregate nominal value:	33110.1
Currency:	GBP		

Prescribed particulars

INCOME NO DIVIDEND SHALL BE DECLARED OR PAID TO THE HOLDERS OF SHARES IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY WITHOUT INVESTOR CONSENT AND ANY SUCH DMDEND SHALL, SUBJECT TO THE PRIOR PAYMENT OF THE D DIVIDEND AND ALL ARREARS OF D DIVIDEND, THEN BE PAID TO ALL THE HOLDERS OF EQUITY SHARES (PAN PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE). CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OR DISCHARGE OF ITS LIABILITIES (AS THE CASE MAY BE) SHALL BE APPLIED IN THE FOLLOWING ORDER: FIRST, THE AGGREGATE AMOUNT OF ANY ACCRUALS AND/OR UNPAID AMOUNTS OF D DIVIDEND (TO BE CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF ASSETS AND TO BE PAYABLE IRRESPECTIVE OF WHETHER SUCH DIVIDEND WOULD BE UNLAWFUL); SECOND, IN PAYING TO EACH D SHAREHOLDER IN RESPECT OF EACH D ORDINARY SHARE OF WHICH HE IS THE HOLDER, AN AMOUNT EQUAL TO 100% OF THE AMOUNT PAID UP OR CREDITED AS PAID UP ON EACH D ORDINARY SHARE; THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PAN PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) PROVIDED THAT (I) ONCE THE HOLDERS OF EQUITY SHARES HAVE RECEIVED BETWEEN THEM £125,000,000, THE HOLDERS OF THE D ORDINARY SHARES SHALL BE ENTITLED TO PARTICIPATE IN ANY FURTHER RETURN OF CAPITAL ON A PAN PASSU BASIS WITH THE EQUITY SHARES UNTIL EACH OF THE D SHAREHOLDERS IN THEIR CAPACITY AS SUCH HAVE RECEIVED A PAYMENT IN AGGREGATE OF £10,000, AFTER WHICH THEY SHALL HAVE NO FURTHER RIGHTS TO PARTICIPATE; AND (II) ONCE THE HOLDERS OF EQUITY SHARES HAVE RECEIVED THE SUM OF £1,000,000 PER SHARE, THE HOLDERS OF THE DEFERRED SHARES AND THE E ORDINARY SHARES SHALL EACH BE ENTITLED TO A PAYMENT OF £0.01 PER DEFERRED SHARE AND £0.01 PER E ORDINARY SHARE OF WHICH THEY ARE THE HOLDER AFTER WHICH THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES

PARI PASSU. VOTING; EACH B ORDINARY SHARE CARRIES ONE VOTE ON A WRITTEN RESOLUTION AND ONE VOTE ON A RESOLUTION ON A POLL TAKEN AT A MEETING. THE HOLDERS OF B ORDINARY SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION ON A SHOW OF HANDS AT A MEETING. SUBJECT TO THE PROVISIONS OF A "VOTING ADJUSTMENT NOTICE", ON ANY WRITTEN RESOLUTION OR ANY RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY ON A POLL, THE A1 ORDINARY SHARES SHALL CONFER ON THE HOLDERS THEREOF IN AGGREGATE 49% OF THE TOTAL VOTING RIGHTS OF ALL SHARES, EACH E ORDINARY SHARE SHALL CONFER ON THE HOLDER THEREOF, WHEN AGGREGATED WITH THE VOTES ATTRIBUTABLE TO ALL OTHER SHARES HELD BY THE HOLDER OF THAT E ORDINARY SHARE, 5% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AND THE VOTES ATTRIBUTABLE TO THE A2 ORDINARY SHARES, B ORDINARY SHARES, C ORDINARY SHARES AND D ORDINARY SHARES SHALL BE ADJUSTED ACCORDINGLY AND ON A PRO RATA BASIS AMONGST THE HOLDERS OF SUCH SHARES. REDEMPTION THE B ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED.

Class of Shares:	C	Number allotted	100020
	ORDINARY	Aggregate nominal value:	1002.00036
Currency:	GBP		

Prescribed particulars

INCOME NO DIVIDEND SHALL BE DECLARED OR PAID TO THE HOLDERS OF SHARES IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY WITHOUT INVESTOR CONSENT AND ANY SUCH DIVIDEND SHALL, SUBJECT TO THE PRIOR PAYMENT OF THE D DIVIDEND AND ALL ARREARS OF D DIVIDEND, THEN BE PAID TO ALL THE HOLDERS OF EQUITY SHARES (PAN PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE). CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OR DISCHARGE OF ITS LIABILITIES (AS THE CASE MAY BE) SHALL BE APPLIED IN THE FOLLOWING ORDER: FIRST, THE AGGREGATE AMOUNT OF ANY ACCRUALS AND/OR UNPAID AMOUNTS OF D DIVIDEND (TO BE CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF ASSETS AND TO BE PAYABLE IRRESPECTIVE OF WHETHER SUCH DIVIDEND WOULD BE UNLAWFUL); SECOND, IN PAYING TO EACH D SHAREHOLDER IN RESPECT OF EACH D ORDINARY SHARE OF WHICH HE IS THE HOLDER, AN AMOUNT EQUAL TO 100% OF THE AMOUNT PAID UP OR CREDITED AS PAID UP ON EACH D ORDINARY S HARE; THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PAN PASSU AS IF THE SAME CONSTITUTED ONE

CLASS OF SHARE) PROVIDED THAT (I) ONCE THE HOLDERS OF EQUITY SHARES HAVE RECEIVED BETWEEN THEM £125,000,000, THE HOLDERS OF THE D ORDINARY SHARES SHALL BE ENTITLED TO PARTICIPATE IN ANY FURTHER RETURN OF CAPITAL ON A PAN PASSU BASIS WITH THE EQUITY SHARES UNTIL EACH OF THE D SHAREHOLDERS IN THEIR CAPACITY AS SUCH HAVE RECEIVED A PAYMENT IN AGGREGATE OF £10,000, AFTER WHICH THEY SHALL HAVE NO FURTHER RIGHTS TO PARTICIPATE; AND (II) ONCE THE HOLDERS OF EQUITY SHARES HAVE RECEIVED THE SUM OF £1,000,000 PER SHARE, THE HOLDERS OF THE DEFERRED SHARES AND THE E ORDINARY SHARES SHALL EACH BE ENTITLED TO A PAYMENT OF £0.01 PER DEFERRED SHARE AND £0.01 PER E ORDINARY SHARE OF WHICH THEY ARE THE HOLDER AFTER WHICH THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES PARI PASSU. VOTING; EACH C ORDINARY SHARE CARRIES ONE VOTE ON A WRITTEN RESOLUTION AND ONE VOTE ON A RESOLUTION ON A POLL TAKEN AT A MEETING. THE HOLDERS OF C ORDINARY SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION ON A SHOW OF HANDS AT A MEETING. SUBJECT TO THE PROVISIONS OF A “VOTING ADJUSTMENT NOTICE”, ON ANY WRITTEN RESOLUTION OR ANY RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY ON A POLL, THE AL ORDINARY SHARES SHALL CONFER ON THE HOLDERS THEREOF IN AGGREGATE 49% OF THE TOTAL VOTING RIGHTS OF ALL SHARES, EACH E ORDINARY SHARE SHALL CONFER ON THE HOLDER THEREOF, WHEN AGGREGATED WITH THE VOTES ATTRIBUTABLE TO ALL OTHER SHARES HELD BY THE HOLDER OF THAT E ORDINARY SHARE, 5% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AND THE VOTES ATTRIBUTABLE TO THE A2 ORDINARY SHARES, B ORDINARY SHARES, C ORDINARY SHARES AND D ORDINARY SHARES SHALL BE ADJUSTED ACCORDINGLY AND ON A PRO RATA BASIS AMONGST THE HOLDERS OF SUCH SHARES. REDEMPTION THE C ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED.

Class of Shares:	D	Number allotted	140700
	ORDINARY	Aggregate nominal value:	1055.25
Currency:	GBP		

Prescribed particulars

INCOME D SHAREHOLDERS THE RIGHT TO RECEIVE, IN PRIORITY TO THE RIGHTS OF THE OTHER SHAREHOLDERS TO RECEIVE ANY DIVIDEND OR OTHER DISTRIBUTION, AND PAYABLE WITHOUT ANY RESOLUTION OF THE DIRECTORS OR OF THE COMPANY, A VARIABLE CUMULATIVE PREFERENTIAL DIVIDEND AT THE LIBOR. RATE PER ANNUM (PLUS, FOR THE AVOIDANCE OF DOUBT, THE BENEFIT OF ANY ASSOCIATED TAX

CREDIT) ON THE NOMINAL VALUE OF EACH D ORDINARY SHARE HELD BY THEM. THE D DIVIDEND SHALL ACCRUE FROM DAY TO DAY AND BE PAYABLE IN FULL TOGETHER WITH ALL ACCRUED ARREARS IMMEDIATELY PRIOR TO A SHARE SALE OR LISTING. THE COMPANY SHALL ENSURE THAT EACH OTHER GROUP COMPANY (IF ANY) WHICH HAS PROFITS AVAILABLE FOR DISTRIBUTION SHALL FROM TIME TO TIME AND TO THE EXTENT IT MAY LAWFULLY DO SO DECLARE AND PAY TO THE COMPANY SUCH DIVIDENDS AS ARE NECESSARY TO PERMIT LAWFUL AND PROMPT PAYMENT BY THE COMPANY OF THE D DIVIDEND. THE COMPANY SHALL ENSURE THAT ALL ACCOUNTS ARE PREPARED WHICH MAY BE NECESSARY FOR IT TO PAY DIVIDENDS OR MAKE DISTRIBUTIONS UNDER THESE ARTICLES. THE D ORDINARY SHARES SHALL NOT CARRY ANY RIGHT TO PARTICIPATE IN ANY DISTRIBUTION OR DIVIDEND WHICH MAY BE DECLARED BY THE COMPANY OTHER THAN THE D DIVIDEND. CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OR DISCHARGE OF ITS LIABILITIES (AS THE CASE MAY BE) SHALL BE APPLIED IN THE FOLLOWING ORDER: FIRST, THE AGGREGATE AMOUNT OF ANY ACCRUALS AND/OR UNPAID AMOUNTS OF D DIVIDEND (TO BE CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF ASSETS AND TO BE PAYABLE IRRESPECTIVE OF WHETHER SUCH DIVIDEND WOULD BE UNLAWFUL); SECOND, IN PAYING TO EACH D SHAREHOLDER IN RESPECT OF EACH D ORDINARY SHARE OF WHICH HE IS THE HOLDER, AN AMOUNT EQUAL TO 100% OF THE AMOUNT PAID UP OR CREDITED AS PAID UP ON EACH D ORDINARY SHARE; THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PAN PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) PROVIDED THAT (I) ONCE THE HOLDERS OF EQUITY SHARES HAVE RECEIVED BETWEEN THEM £125,000,000, THE HOLDERS OF THE D ORDINARY SHARES SHALL BE ENTITLED TO PARTICIPATE IN ANY FURTHER RETURN OF CAPITAL ON A PAN PASSU BASIS WITH THE EQUITY SHARES UNTIL EACH OF THE D SHAREHOLDERS IN THEIR CAPACITY AS SUCH HAVE RECEIVED A PAYMENT IN AGGREGATE OF £10,000, AFTER WHICH THEY SHALL HAVE NO FURTHER RIGHTS TO PARTICIPATE; AND (II) ONCE THE HOLDERS OF EQUITY SHARES HAVE RECEIVED THE SUM OF £1,000,000 PER SHARE, THE HOLDERS OF THE DEFERRED SHARES AND THE E ORDINARY SHARES SHALL EACH BE ENTITLED TO A PAYMENT OF £0.01 PER DEFERRED SHARE AND £0.01 PER E ORDINARY SHARE OF WHICH THEY ARE THE HOLDER AFTER WHICH THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES PAN PASSU. VOTING; EACH D ORDINARY SHARE CARRIES ONE VOTE ON A WRITTEN RESOLUTION AND ONE VOTE ON A RESOLUTION ON A POLL TAKEN AT A MEETING. THE

HOLDERS OF O ORDINARY SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION ON A SHOW OF HANDS AT A MEETING. SUBJECT TO THE PROVISIONS OF A "VOTING ADJUSTMENT NOTICE", ON ANY WRITTEN RESOLUTION OR ANY RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY ON A POLL, THE AL ORDINARY SHARES SHALL CONFER ON THE HOLDERS THEREOF IN AGGREGATE 49% OF THE TOTAL VOTING RIGHTS OF ALL SHARES, EACH E ORDINARY SHARE SHALL CONFER ON THE HOLDER THEREOF, WHEN AGGREGATED WITH THE VOTES ATTRIBUTABLE TO ALL OTHER SHARES HELD BY THE HOLDER OF THAT E ORDINARY SHARE, 5% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AND THE VOTES ATTRIBUTABLE TO THE A2 ORDINARY SHARES, B ORDINARY SHARES, C ORDINARY SHARES AND D ORDINARY SHARES SHALL BE ADJUSTED ACCORDINGLY AND ON A PRO RATA BASIS AMONGST THE HOLDERS OF SUCH SHARES. REDEMPTION THE D ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED

Class of Shares:	E	Number allotted	3
	ORDINARY	Aggregate nominal value:	0.3
Currency:	GBP		

Prescribed particulars

INCOME NO DIVIDEND SHALL BE DECLARED OR PAID TO THE HOLDERS OF SHARES IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY WITHOUT INVESTOR CONSENT AND ANY SUCH DIVIDEND SHALL, SUBJECT TO THE PRIOR PAYMENT OF THE D DIVIDEND AND ALL ARREARS OF D DIVIDEND, THEN BE PAID TO ALL THE HOLDERS OF EQUITY SHARES (PAN PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE). CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OR DISCHARGE OF ITS LIABILITIES (AS THE CASE MAY BE) SHALL BE APPLIED IN THE FOLLOWING ORDER: FIRST, THE AGGREGATE AMOUNT OF ANY ACCRUALS AND/OR UNPAID AMOUNTS OF D DIVIDEND (TO BE CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF ASSETS AND TO BE PAYABLE IRRESPECTIVE OF WHETHER SUCH DIVIDEND WOULD BE UNLAWFUL); SECOND, IN PAYING TO EACH D SHAREHOLDER IN RESPECT OF EACH D ORDINARY SHARE OF WHICH HE IS THE HOLDER, AN AMOUNT EQUAL TO 100% OF THE AMOUNT PAID UP OR CREDITED AS PAID UP ON EACH D ORDINARY SHARE; THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PAN PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) PROVIDED THAT (I) ONCE THE HOLDERS OF EQUITY SHARES HAVE RECEIVED BETWEEN THEM £125,000,000, THE HOLDERS OF THE D ORDINARY SHARES

SHALL BE ENTITLED TO PARTICIPATE IN ANY FURTHER RETURN OF CAPITAL ON A PAN PASSU BASIS WITH THE EQUITY SHARES UNTIL EACH OF THE D SHAREHOLDERS IN THEIR CAPACITY AS SUCH HAVE RECEIVED A PAYMENT IN AGGREGATE OF £10,000, AFTER WHICH THEY SHALL HAVE NO FURTHER RIGHTS TO PARTICIPATE; AND (II) ONCE THE HOLDERS OF EQUITY SHARES HAVE RECEIVED THE SUM OF £1,000,000 PER SHARE, THE HOLDERS OF THE DEFERRED SHARES AND THE E ORDINARY SHARES SHALL EACH BE ENTITLED TO A PAYMENT OF £0.01 PER DEFERRED SHARE AND £0.01 PER E ORDINARY SHARE OF WHICH THEY ARE THE HOLDER AFTER WHICH THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES PARI PASSU. VOTING; EACH E ORDINARY SHARE CARRIES ONE VOTE ON A WRITTEN RESOLUTION AND ONE VOTE ON A RESOLUTION ON A POLL TAKEN AT A MEETING. THE HOLDERS OF E ORDINARY SHARES ALSO HAVE THE RIGHT TO VOTE ON A RESOLUTION ON A SHOW OF HANDS AT A MEETING. SUBJECT TO THE PROVISIONS OF A “VOTING ADJUSTMENT NOTICE”, ON ANY WRITTEN RESOLUTION OR ANY RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY ON A POLL, THE AL ORDINARY SHARES SHALL CONFER ON THE HOLDERS THEREOF IN AGGREGATE 49% OF THE TOTAL VOTING RIGHTS OF ALL SHARES, EACH E ORDINARY SHARE SHALL CONFER ON THE HOLDER THEREOF, WHEN AGGREGATED WITH THE VOTES ATTRIBUTABLE TO ALL OTHER SHARES HELD BY THE HOLDER OF THAT E ORDINARY SHARE, 5% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AND THE VOTES ATTRIBUTABLE TO THE A2 ORDINARY SHARES, B ORDINARY SHARES, C ORDINARY SHARES AND D ORDINARY SHARES SHALL BE ADJUSTED ACCORDINGLY AND ON A PRO RATA BASIS AMONGST THE HOLDERS OF SUCH SHARES. REDEMPTION THE E ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED.

Class of Shares:	F	Number allotted	133500
	ORDINARY	Aggregate nominal value:	1335
Currency:	GBP		

Prescribed particulars

THE PRESCRIBED PARTICULARS FOR THE F ORDS ARE SET OUT BELOW. YOU WILL NEED TO INCLUDE THIS IN THE CONFIRMATION STATEMENT. INCOME NO DIVIDEND SHALL BE DECLARED OR PAID TO THE HOLDERS OF SHARES IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY WITHOUT INVESTOR CONSENT AND ANY SUCH DIVIDEND SHALL, SUBJECT TO THE PRIOR PAYMENT OF THE D DIVIDEND AND ALL ARREARS OF D DIVIDEND, THEN BE PAID TO ALL THE HOLDERS OF EQUITY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE). CAPITAL ON A

RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OR DISCHARGE OF ITS LIABILITIES (AS THE CASE MAY BE) SHALL BE APPLIED IN THE FOLLOWING ORDER:

- FIRST, THE AGGREGATE AMOUNT OF ANY ACCRUALS AND/OR UNPAID AMOUNTS OF D DIVIDEND (TO BE CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF ASSETS AND TO BE PAYABLE IRRESPECTIVE OF WHETHER SUCH DIVIDEND WOULD BE UNLAWFUL);
- SECOND, IN PAYING TO EACH D SHAREHOLDER IN RESPECT OF EACH D ORDINARY SHARE OF WHICH HE IS THE HOLDER, AN AMOUNT EQUAL TO 100% OF THE AMOUNT PAID UP OR CREDITED AS PAID UP ON EACH D ORDINARY SHARE;
- THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) PROVIDED THAT (I) ONCE THE HOLDERS OF EQUITY SHARES HAVE RECEIVED BETWEEN THEM £125,000,000, THE HOLDERS OF THE D ORDINARY SHARES SHALL BE ENTITLED TO PARTICIPATE IN ANY FURTHER RETURN OF CAPITAL ON A PARI PASSU BASIS WITH THE EQUITY SHARES UNTIL EACH OF THE D SHAREHOLDERS IN THEIR CAPACITY AS SUCH HAVE RECEIVED A PAYMENT IN AGGREGATE OF £10,000, AFTER WHICH THEY SHALL HAVE NO FURTHER RIGHTS TO PARTICIPATE; AND (II) ONCE THE HOLDERS OF EQUITY SHARES HAVE RECEIVED THE SUM OF £1,000,000 PER SHARE,
- THE HOLDERS OF THE DEFERRED SHARES AND THE E ORDINARY SHARES SHALL EACH BE ENTITLED TO A PAYMENT OF £0.01 PER DEFERRED SHARE AND £0.01 PER E ORDINARY SHARE OF WHICH THEY ARE THE HOLDER AFTER WHICH THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF EQUITY SHARES PARI PASSU.

VOTING EACH F ORDINARY SHARE SHALL:

- NOT ENTITLE THE HOLDERS (IN THAT CAPACITY) TO RECEIVE NOTICE OF OR ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING;
- AND
- NOT ENTITLE THE HOLDERS (IN THAT CAPACITY) TO RECEIVE A COPY OF OR VOTE ON ANY RESOLUTION OF THE COMPANY PROPOSED AS A WRITTEN RESOLUTION.

REDEMPTION THE F ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	3982371
		Total aggregate nominal value:	82792.83036
		Total aggregate amount unpaid:	0

Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1:	2150132 A1 ORDINARY shares held as at the date of this confirmation statement
Name:	FIS NOMINEE LIMITED ISIS IV LP
Shareholding 2:	32252 A1 ORDINARY shares held as at the date of this confirmation statement
Name:	FIS NOMINEE LIMITED ISIS IV CO-INVEST LP
Shareholding 3:	183880 A2 ORDINARY shares held as at the date of this confirmation statement
Name:	FORESIGHT VCT PLC
Shareholding 4:	61294 A2 ORDINARY shares held as at the date of this confirmation statement
Name:	FORESIGHT 2 VCT PLC O POOL
Shareholding 5:	183881 A2 ORDINARY shares held as at the date of this confirmation statement
Name:	FORESIGHT 2 VCT PLC (C POOL)
Shareholding 6:	245176 A2 ORDINARY shares held as at the date of this confirmation statement
Name:	FORESIGHT 3 VCT PLC
Shareholding 7:	245176 A2 ORDINARY shares held as at the date of this confirmation statement
Name:	FORESIGHT 4 VCT PLC
Shareholding 8:	137221 B ORDINARY shares held as at the date of this confirmation statement
Name:	IAN MICHAEL JONES
Shareholding 9:	1 E ORDINARY shares held as at the date of this confirmation statement
Name:	IAN MICHAEL JONES
Shareholding 10:	96940 B ORDINARY shares held as at the date of this confirmation statement
Name:	PETER TOLAND
Shareholding 11:	96940 B ORDINARY shares held as at the date of this confirmation statement
Name:	KEVIN FINN

Shareholding 12:	1 E ORDINARY shares held as at the date of this confirmation statement
Name:	KEVIN FINN
Shareholding 13:	17616 A1 ORDINARY shares held as at the date of this confirmation statement
Name:	IAN WILLIAMSON
Shareholding 14:	7421 A2 ORDINARY shares held as at the date of this confirmation statement
Name:	IAN WILLIAMSON
Shareholding 15:	100020 C ORDINARY shares held as at the date of this confirmation statement
Name:	IAN WILLIAMSON
Shareholding 16:	140700 D ORDINARY shares held as at the date of this confirmation statement
Name:	IAN WILLIAMSON
Shareholding 17:	1 E ORDINARY shares held as at the date of this confirmation statement
Name:	JEREMY FRY
Shareholding 18:	133500 F ORDINARY shares held as at the date of this confirmation statement
Name:	JOHN HAWKINS
Shareholding 19:	50073 DEFERRED shares held as at the date of this confirmation statement
Name:	IAN JONES
Shareholding 20:	50073 DEFERRED shares held as at the date of this confirmation statement
Name:	PETER TOLAND
Shareholding 21:	50073 DEFERRED shares held as at the date of this confirmation statement
Name:	KEVIN FINN

Persons with Significant Control (PSC)

PSC notifications

Notification Details

Date of becoming a registrable RLE: **06/04/2016**

Name: **LIVINGBRIDGE EP LLP**

Registered or Principal Office Address: **100 WOOD STREET
LONDON
ENGLAND
EC2V 7AN**

Legal Form: **LIMITED LIABILITY PARTNERSHIP**

Governing Law: **ENGLISH LAW**

Register: **COMPANIES HOUSE**

Country/state of register: **ENGLAND**

Registration Number: **OC311889**

Nature of control

The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) hold, directly or indirectly, more than 50% but less than 75% of the shares in the company.

The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.

The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Notification Details

Date of becoming a registrable RLE: **06/04/2016**

Name: **LIVINGBRIDGE GP COMPANY LIMITED**

Registered or Principal Office Address: **50 LOTHIAN ROAD
EDINBURGH
SCOTLAND
EH3 9WJ**

Legal Form: **PRIVATE LIMITED COMPANY**

Governing Law: **SCOTTISH LAW**

Register: **COMPANIES HOUSE**

Country/state of register: **SCOTLAND**

Registration Number: **SC310692**

Nature of control

The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) hold, directly or indirectly, more than 50% but less than 75% of the shares in the company.

The relevant legal entity holds, directly or indirectly, more than 50% but less than 75% of the shares in the company.

The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.

The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor