

# SH01

## Return of allotment of shares



Go online to file this information  
[www.gov.uk/companieshouse](http://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 for**  
You cannot use this form to give  
notice of shares taken on formation of the  
company for an allotment of shares by an unlimited  
company.

THURSDAY



A09 \*A6C0VCB6\* 03/08/2017 #435  
COMPANIES HOUSE

se  
ie

### 1 Company details

Company number 0 8 5 8 0 5 1 8

Company name in full Neuro-bio 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 <sup>1</sup>

From Date d 2 d 1 m 0 m 6 y 2 y 0 y 1 y 7  
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 <sup>2</sup>	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
GBP	Ordinary	272	0.001	36.7161	0

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)

## SH01

## Return of allotment of shares

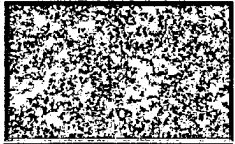
4


## 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
<b>Currency table A</b>				
GBP	Ordinary	133268	133.268	
GBP	A Preferred	14571	14.571	
Totals		147839	147.839	0

<b>Currency table B</b>				
				
Totals				

<b>Currency table C</b>				
				
Totals				

Totals (including continuation  
pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
147839	147.839	0

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

SH01

Return of allotment of shares

**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>Voting - Shares rank equally for voting purposes on a show of hands each member shall have one vote and on a poll each member shall have one vote per share held.</p> <p>Dividend - Each shares ranks equally for any dividend declared.</p> <p>Distribution rights on winding up - each share ranks equally for any distribution made on a winding up.</p> <p>Redeemable share - the shares are not redeemable.</p>
Class of share	A Preferred Share
Prescribed particulars ①	See continuation page
Class of share	
Prescribed particulars ①	

**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.

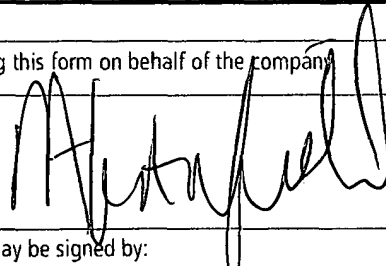
**6****Signature**

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.

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Preferred Share	
Prescribed particulars	<p>Votings:</p> <p>i) each 'A' Preferred Shareholder shall be entitled to receive notice of, to attend and to vote at, general meetings of the Company; every 'A' Preferred Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote on a show of hands and on a poll every 'A' Preferred Shareholder so present shall have one vote for each 'A' Preferred Share held by such holder as of the record date for determining Shareholders entitled to vote at such meeting;</p> <p>ii) each Ordinary Shareholder shall be entitled to receive notice of, and to attend and vote at, general meetings of the Company; on a show of hands every Ordinary Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll every Ordinary Shareholder so present shall have one vote for each Ordinary Share held by him/her/it.</p> <p>Dividends:</p> <p>As regards dividends, the 'A' Preferred Shareholders shall be entitled to receive dividends in respect of their 'A' Preferred Shares when declared by the directors and the 'A' Preferred Shareholders and the Ordinary Shareholders shall rank pari passu as regards dividends in respect of the Ordinary Shares on the basis that 'A' Preferred Shareholders will participate on a pro rata as-converted basis in any dividends declared or paid on the Ordinary Shares.</p> <p>Capital rights</p> <p>on a liquidation, reduction of capital, dissolution or winding up of the Company, the assets of the Company available for distribution among the Shareholders shall be applied, in priority to any payment or distribution to the holders of any other class of Shares, in paying to the Shareholders, in the following order of priority:</p> <p>(a) provided that all of the 'A' Preferred Shares have not been converted into Ordinary Shares in accordance with these Articles:</p> <p>(i) first, to the 'A' Preferred Shareholders, in respect of their 'A' Preferred Shares, an amount equal to the greater of:</p> <p>(A) the Preference Amount for the 'A' Preferred Shares (plus any arrears or accruals of dividends on the 'A' Preferred Shares due or declared or unpaid at the date of such distribution) (the First Series A Preference Amount); and</p> <p>(B) the amount that they would have received, had all of the 'A' Preferred Shares been converted into Ordinary Shares immediately prior to such distribution (plus any arrears or accruals of dividends on the 'A' Preferred Shares due or declared or unpaid at the date of such distribution),</p> <p>such payment to be shared amongst the 'A' Preferred Shareholders in proportion to the number of 'A' Preferred Shares held by them respectively and, where Article 11.3.1(a)(i) requires the First Series A Preference Amount to be paid and the relevant distribution is insufficient to pay the First Series A Preference Amount, the entire amount of the distribution shall be shared amongst the 'A' Preferred Shareholders in proportion to the number of 'A' Preferred Shares</p>	

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Preferred	
Prescribed particulars	<p>held by them respectively;</p> <p>(ii) second, the balance, if any, shall be distributed to the 'A' Preferred Shareholders and Ordinary Shareholders on a pro-rata as-converted basis until such time as the 'A' Preferred Shareholders have received in the aggregate an amount (including, for these purposes, any amount paid pursuant to Article 11.3.1(a)(i)) equal to the Preference Amount multiplied by 1.5; and</p> <p>(iii) third, the balance, if any, shall be distributed to the Ordinary Shareholders in proportion to the number of Ordinary Shares held by them; or</p> <p>(b) if all of the 'A' Preferred Shares have been converted into Ordinary Shares pursuant to these Articles, to the Ordinary Shareholders (including, for the avoidance of doubt, any Ordinary Shares arising from conversion of 'A' Preferred Shares) in proportion to the number of Ordinary Shares held by them respectively.</p> <p><b>Deemed Liquidation Event</b> If there is a Deemed Liquidation Event (in one or a series of transactions), the proceeds of such Deemed Liquidation Event shall (in the case of a sale of Shares) be allocated and otherwise (insofar as it is lawfully permissible) be distributed (whether by means of dividend or otherwise) to the Shareholders in the manner set out in Article 11.3.1 as if the same constituted a liquidation, reduction of capital, dissolution or winding up of the Company.</p> <p><b>Conversion rights:</b> immediately prior to the sooner to occur of: (a) a Qualifying Listing; and (b) the Company receiving written notice(s) from the Preferred Majority requiring conversion (a Qualifying Event), each outstanding 'A' Preferred Share shall convert automatically into and be re-designated as an Ordinary Share; or subject as hereafter provided, at any time prior to a Qualifying Event, any 'A' Preferred Shareholder may by written notice to the Company require that the Company convert into and re-designate each 'A' Preferred Share held by that 'A' Preferred Shareholder into an Ordinary Share; the Ordinary Shares arising on such conversion shall rank pari passu with the Ordinary Shares then in issue and fully paid up and shall entitle the Ordinary Shareholders to all dividends and other distributions declared, made or paid on the Ordinary Shares by reference to any record date occurring after the Conversion Date; upon the Conversion Date, each 'A' Preferred Shareholder shall deliver to the Company at its registered office the certificates for his/her/its 'A' Preferred Shares and upon such delivery there shall be issued to him/her/it a certificate for the number of Ordinary Shares resulting from the conversion and re-designation referred to in this Article 11.5; so long as 'A' Preferred Shares remain capable of being converted into and re-designated as Ordinary Shares then, if any bonus or rights issue or other offer or invitation is made by or on behalf of the Company to the Ordinary Shareholders, the Company shall make or, so far as it is able, procure that there shall be made a like bonus or rights issue, offer or invitation at the same time to each 'A' Preferred Shareholder as if his/her/its conversion rights had been</p>	

# SH01 - continuation page

## Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	A Preferred Shares	
Prescribed particulars	exercised in full on the record date for such issue, offer or invitation; for the purpose of determining the value of any Shares on a Listing, such Shares shall be valued at the final offer price of such Shares as stated in the final prospectus (or equivalent document) in respect of the Listing, or if no such price is available, at the price at the unconditional opening of dealings in such Shares on the relevant exchange; and in the event that the Company is unable to issue and allot Ordinary Shares in respect of each 'A' Preferred Share being converted in accordance with these Articles by virtue of the Company lacking the required authority to do so, the Company shall use its best endeavours to procure such authority from its directors and Shareholders as may be required to fulfil its obligations hereunder;	