

# SH01

## Return of allotment of shares



Companies House

You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://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  
give notice of shares taken by  
you on formation of the company  
for an allotment of a new  
share by an unlimited company.

WEDNESDAY



\*S4MVQNIW\*

SCT

23/12/2015

#1268

COMPANIES HOUSE

### 1 Company details

Company number S C 1 7 0 0 7 1

Company name in full AORTECH INTERNATIONAL PLC

→ **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 2 m 1 m 2 y 2 y 0 y 1 y 5  
To Date d d m m y y y y

#### <sup>1</sup> 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.)

#### <sup>2</sup> Currency

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency <sup>2</sup>	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
ORDINARY		724,917	0.05	0.27	-

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)

SURRENDER OF ALL REMAINING RIGHTS RELATING TO LOAN NOTES CREATED AND  
ISSUED UNDER TRUST DEED BETWEEN THE COMPANY AND ROBERT MITCHELL (AS  
TRUSTEE) DATED 19 & 23 OCTOBER 2012.

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## Return of allotment of shares

## 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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	£0.456	0	5,557,695	£ 277,884.75
PREFERENCE	£2.45	0	4,832,778	£ 11,840,306.10
				£
				£
<b>Totals</b>			10,390,473	£ 12,118,190.85

**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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
<b>Totals</b>				

**6 Statement of capital (Totals)**

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

④ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately. For  
example: £100 + €100 + \$10 etc.

Total number of shares	
Total aggregate nominal value ④	

① Including both the nominal value and any share premium.

② E.g. Number of shares issued multiplied by nominal value of each share.

③ Total number of issued shares in this class.

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

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**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 SHARES
Prescribed particulars ①	SEE ATTACHED SHEET
Class of share	PREFERRED SHARES
Prescribed particulars ①	SEE ATTACHED SHEET
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 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.

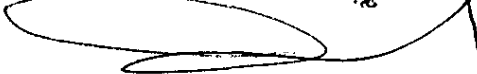
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**Signature**

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.

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

Class of share	ORDINARY SHARES	
Prescribed particulars	<ol style="list-style-type: none"><li>1. ON A SHOW OF HANDS EACH MEMBER PRESENT IN PERSON OR BY PROXY HAS ONE VOTE. ON A POLL EVERY ORDINARY SHAREHOLDER PRESENT IN PERSON OR BY PROXY SHALL HAVE ONE VOTE FOR EACH ORDINARY SHARE OF WHICH HE IS A BIDDER.</li><li>2. EACH ORDINARY SHARE IS ENTITLED PARI PASSU TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION.</li><li>3. EACH ORDINARY SHARE IS ENTITLED PARI PASSU TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY.</li><li>4. THE ORDINARY SHARES ARE NOT REDEEMABLE.</li></ol>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	DEFERRED SHARES	
Prescribed particulars	<p>1. DEFERRED SHARES HAVE NO VOTING RIGHTS.</p> <p>2. DEFERRED SHARES CARRY NO ENTITLEMENT TO DIVIDENDS OR TO PARTICIPATE IN ANY WAY IN THE INCOME OF PROFITS OF THE COMPANY OR THE ASSETS OF THE COMPANY.</p> <p>3. ON A RETURN OF CAPITAL, WHETHER ON A WINDING-UP OR OTHERWISE, OR SALE OF THE COMPANY, THE HOLDERS OF THE DEFERRED SHARES SHALL BE ENTITLED TO RECEIVE A TOTAL OF ONE POUND (£1.00) FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES), BUT ONLY AFTER THE HOLDERS OF EACH ORDINARY SHARE HAVE RECEIVED £100,000,000, BUT THE HOLDERS OF DEFERRED SHARES SHALL NOT BE ENTITLED TO PARTICIPATE FURTHER.</p> <p>4. THE COMPANY SHALL HAVE THE IRREVOCABLE AUTHORITY AT ANY TIME AFTER THE CREATION OR ISSUE OF DEFERRED SHARES TO APPOINT ANY PERSON TO EXECUTE ON BEHALF OF THE HOLDERS OF SUCH SHARES A TRANSFER THEREOF AND/OR AGREEMENT TO TRANSFER THE SAME WITHOUT MAKING ANY PAYMENT TO THE HOLDERS THEREOF TO SUCH PERSON OR PERSONS AS THE COMPANY MAY DETERMINE AND, IN ACCORDANCE WITH THE PROVISIONS OF THE STATUTES, AS THE CASE MAY BE, TO PURCHASE OR CANCEL SUCH SHARES WITHOUT MAKING ANY PAYMENT TO OR OBTAINING THE SANCTION OF THE HOLDERS THEREOF AND PENDING SUCH TRANSFER AND/OR PURCHASE OR CANCELLATION TO RETAIN THE CERTIFICATES (IF ANY) IN RESPECT THEREOF PROVIDED ALSO THAT THE COMPANY MAY, IN ACCORDANCE WITH THE PROVISIONS OF THE STATUTES, PURCHASE ALL BUT NOT SOME ONLY OF THE DEFERRED SHARES THEN IN ISSUE AT A PRICE NOT EXCEEDING ONE POUND (£1.00) FOR ALL THE DEFERRED SHARES SO PURCHASED.</p>	

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## Return of allotment of shares

**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 CATHERINE FEECHAN

Company name KERGAN STEWART LLP

Address 163 BATH STREET

Post town GLASGOW

County/Region

Postcode G 2 4 S Q

Country SCOTLAND

DX

Telephone 0141 428 3323

**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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)