Companies House

SH01 (ef)

Return of Allotment of Shares

Company Name: **Cambridge Mechatronics Limited**
Company Number: **03071231**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	31/12/2018	**31/12/2018**

Class of Shares:	**PREFERRED**	Number allotted	**16921**
	ORDINARY	Nominal value of each share	**0.0025**
Currency:	**GBP**	Amount paid:	**6.26**
		Amount unpaid:	**0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	**A1**	Number allotted	**157050**
	ORDINARY	Aggregate nominal value:	**392.625**

Currency: **GBP**

Prescribed particulars

THE HOLDERS OF THE A1 ORDINARY SHARES ARE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. ON A POLL, EACH HOLDER OF A1 ORDINARY SHARES IS ENTITLED TO ONE VOTE FOR EVERY HUNDRED A1 ORDINARY SHARE HELD. ORDINARY SHARES AND A ORDINARY SHARES (BEING THE A1 ORDINARY SHARES, A2 ORDINARY SHARES AND A3 ORDINARY SHARES) RANK EQUALLY FOR DIVIDENDS BUT NO DIVIDENDS MAY BE DECLARED OR PAID UNLESS ALL ACCRUALS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES HAVE BEEN PAID OR THE HOLDERS OF A MAJORITY OF THE PREFERRED ORDINARY SHARES CONSENT. ON A LIQUIDATION OR OTHER RETURN OF CAPITAL, THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST, IN PAYING ALL UNPAID ARREARS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES, (B) SECONDLY, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES THE ISSUE PRICE (OR DEEMED ISSUED PRICE) OF THE PREFERRED ORDINARY SHARES, (C) THIRDLY, AS TO ANY BALANCE UP TO £95.6 MILLION (OR AS INCREASED BY THE LOWER OF £6.26 AND THE ISSUE PRICE IN RESPECT OF EACH ORDINARY SHARE ISSUED AFTER THE DATE OF ADOPTION OF THE ARTICLES), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE ORDINARY SHARES, AND THE COMMON SHARES AND DEFERRED SHARES RESPECTIVELY, THE "REALISATION VALUE" OF THE A ORDINARY SHARES, AN AGGREGATE AMOUNT OF £1 TO THE HOLDER OF THE COMMON SHARES AND DEFERRED SHARES AND, AS TO THE REMAINDER, TO THE HOLDERS OF THE ORDINARY SHARES, AND (D) AS TO ANY BALANCE IN EXCESS OF THAT £95.6 MILLION (OR AS INCREASED), IN PAYING THAT BALANCE TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES, THE ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. A1 ORDINARY SHARES SHALL NOT BE REDEEMABLE. REFER TO ARTICLES FOR FULL DETAILS.

Class of Shares:	**A2**	Number allotted	**120349**
	ORDINARY	Aggregate nominal value:	**300.8725**

Currency: **GBP**

Prescribed particulars

THE HOLDERS OF THE A2 ORDINARY SHARES ARE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. ON A POLL, EACH HOLDER OF A2 ORDINARY SHARES IS ENTITLED TO ONE VOTE FOR EVERY HUNDRED A2 ORDINARY SHARE HELD. ORDINARY SHARES AND A ORDINARY SHARES (BEING THE A1 ORDINARY SHARES, A2 ORDINARY SHARES AND A3 ORDINARY SHARES) RANK EQUALLY FOR DIVIDENDS BUT NO DIVIDENDS MAY BE DECLARED OR PAID UNLESS ALL ACCRUALS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES HAVE BEEN PAID OR THE HOLDERS OF A MAJORITY OF THE PREFERRED ORDINARY SHARES CONSENT. ON A LIQUIDATION OR OTHER RETURN OF CAPITAL, THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST, IN PAYING ALL UNPAID ARREARS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES, (B) SECONDLY, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES THE ISSUE PRICE (OR DEEMED ISSUED PRICE) OF THE PREFERRED ORDINARY SHARES, (C) THIRDLY, AS TO ANY BALANCE UP TO £95.6 MILLION (OR AS INCREASED BY THE LOWER OF £6.26 AND THE ISSUE PRICE IN RESPECT OF EACH ORDINARY SHARE ISSUED AFTER THE DATE OF ADOPTION OF THE ARTICLES), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE ORDINARY SHARES, AND THE COMMON SHARES AND DEFERRED SHARES RESPECTIVELY, THE "REALISATION VALUE" OF THE A ORDINARY SHARES, AN AGGREGATE AMOUNT OF £1 TO THE HOLDER OF THE COMMON SHARES AND DEFERRED SHARES AND, AS TO THE REMAINDER, TO THE HOLDERS OF THE ORDINARY SHARES, AND (D) AS TO ANY BALANCE IN EXCESS OF THAT £95.6 MILLION (OR AS INCREASED), IN PAYING THAT BALANCE TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES, THE ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. A2 ORDINARY SHARES SHALL NOT BE REDEEMABLE. REFER TO ARTICLES FOR FULL DETAILS.

Class of Shares:	**A3**	Number allotted	**826000**
	ORDINARY	Aggregate nominal value:	**2065**

Currency: **GBP**

Prescribed particulars

THE HOLDERS OF THE A3 ORDINARY SHARES ARE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. ON A POLL, EACH HOLDER OF A3 ORDINARY SHARES IS ENTITLED TO ONE VOTE FOR EVERY HUNDRED

A3 ORDINARY SHARE HELD. ORDINARY SHARES AND A ORDINARY SHARES (BEING THE A1 ORDINARY SHARES, A2 ORDINARY SHARES AND A3 ORDINARY SHARES) RANK EQUALLY FOR DIVIDENDS BUT NO DIVIDENDS MAY BE DECLARED OR PAID UNLESS ALL ACCRUALS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES HAVE BEEN PAID OR THE HOLDERS OF A MAJORITY OF THE PREFERRED ORDINARY SHARES CONSENT. ON A LIQUIDATION OR OTHER RETURN OF CAPITAL, THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST, IN PAYING ALL UNPAID ARREARS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES, (B) SECONDLY, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES THE ISSUE PRICE (OR DEEMED ISSUED PRICE) OF THE PREFERRED ORDINARY SHARES, (C) THIRDLY, AS TO ANY BALANCE UP TO £95.6 MILLION (OR AS INCREASED BY THE LOWER OF £6.26 AND THE ISSUE PRICE IN RESPECT OF EACH ORDINARY SHARE ISSUED AFTER THE DATE OF ADOPTION OF THE ARTICLES), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE ORDINARY SHARES, AND THE COMMON SHARES AND DEFERRED SHARES RESPECTIVELY, THE "REALISATION VALUE" OF THE A ORDINARY SHARES, AN AGGREGATE AMOUNT OF £1 TO THE HOLDER OF THE COMMON SHARES AND DEFERRED SHARES AND, AS TO THE REMAINDER, TO THE HOLDERS OF THE ORDINARY SHARES, AND (D) AS TO ANY BALANCE IN EXCESS OF THAT £95.6 MILLION (OR AS INCREASED), IN PAYING THAT BALANCE TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES, THE ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. A3 ORDINARY SHARES SHALL NOT BE REDEEMABLE. REFER TO ARTICLES FOR FULL DETAILS.

Class of Shares:	**COMMON**	Number allotted	**1218907**
Currency:	**GBP**	Aggregate nominal value:	**3047.2675**

Prescribed particulars

THE HOLDERS OF THE COMMON SHARES ARE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. ON A POLL, EACH HOLDER OF COMMON SHARES IS ENTITLED TO ONE VOTE FOR EACH COMMON SHARE OF WHICH HE IS THE HOLDER. COMMON SHARES DO NOT ENTITLE HOLDERS OF ANY DIVIDEND. ON A LIQUIDATION OR OTHER RETURN OF CAPITAL, THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST, IN PAYING ALL UNPAID ARREARS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES, (B) SECONDLY, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES THE ISSUE PRICE (OR DEEMED ISSUED PRICE) OF THE PREFERRED ORDINARY SHARES, (C) THIRDLY,

AS TO ANY BALANCE UP TO £95.6 MILLION (OR AS INCREASED BY THE LOWER OF £6.26 AND THE ISSUE PRICE IN RESPECT OF EACH ORDINARY SHARE ISSUED AFTER THE DATE OF ADOPTION OF THE ARTICLES), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE ORDINARY SHARES, AND THE COMMON SHARES AND DEFERRED SHARES RESPECTIVELY, THE "REALISATION VALUE" OF THE A ORDINARY SHARES, AN AGGREGATE AMOUNT OF £1 TO THE HOLDER OF THE COMMON SHARES AND DEFERRED SHARES AND, AS TO THE REMAINDER, TO THE HOLDERS OF THE ORDINARY SHARES, AND (D) AS TO ANY BALANCE IN EXCESS OF THAT £95.6 MILLION (OR AS INCREASED), IN PAYING THAT BALANCE TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES, THE ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. COMMON SHARES SHALL NOT BE REDEEMABLE. REFER TO ARTICLES FOR FULL DETAILS.

Class of Shares:	**DEFERRED**	Number allotted	**38896**
Currency:	**GBP**	Aggregate nominal value:	**97.24**

Prescribed particulars

THE DEFERRED SHARES DO NOT HAVE ANY VOTING RIGHTS NOR ENTITLE HOLDERS OF ANY DIVIDENDS. ON A LIQUIDATION OR OTHER RETURN OF CAPITAL, THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST, IN PAYING ALL UNPAID ARREARS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES, (B) SECONDLY, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES THE ISSUE PRICE (OR DEEMED ISSUED PRICE) OF THE PREFERRED ORDINARY SHARES, (C) THIRDLY, AS TO ANY BALANCE UP TO £95.6 MILLION (OR AS INCREASED BY THE LOWER OF £6.26 AND THE ISSUE PRICE IN RESPECT OF EACH ORDINARY SHARE ISSUED AFTER THE DATE OF ADOPTION OF THE ARTICLES), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE ORDINARY SHARES, AND THE COMMON SHARES AND DEFERRED SHARES RESPECTIVELY, THE "REALISATION VALUE" OF THE A ORDINARY SHARES, AN AGGREGATE AMOUNT OF £1 TO THE HOLDER OF THE COMMON SHARES AND DEFERRED SHARES AND, AS TO THE REMAINDER, TO THE HOLDERS OF THE ORDINARY SHARES, AND (D) AS TO ANY BALANCE IN EXCESS OF THAT £95.6 MILLION (OR AS INCREASED), IN PAYING THAT BALANCE TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES, THE ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. DEFERRED SHARES SHALL NOT BE REDEEMABLE. REFER TO ARTICLES FOR FULL DETAILS.

Class of Shares:	**ORDINARY**	Number allotted	**13568831**
Currency:	**GBP**	Aggregate nominal value:	**33922.0775**

Prescribed particulars

THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. ON A POLL, EACH HOLDER OF ORDINARY SHARES IS ENTITLED TO ONE VOTE FOR EACH ORDINARY SHARE OF WHICH HE IS THE HOLDER. ORDINARY SHARES AND A ORDINARY SHARES (BEING THE A1 ORDINARY SHARES, A2 ORDINARY SHARES AND A3 ORDINARY SHARES) RANK EQUALLY FOR DIVIDENDS BUT NO DIVIDENDS MAY BE DECLARED OR PAID UNLESS ALL ACCRUALS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES HAVE BEEN PAID OR THE HOLDERS OF A MAJORITY OF THE PREFERRED ORDINARY SHARES CONSENT. ON A LIQUIDATION OR OTHER RETURN OF CAPITAL, THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST, IN PAYING ALL UNPAID ARREARS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES, (B) SECONDLY, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES THE ISSUE PRICE (OR DEEMED ISSUED PRICE) OF THE PREFERRED ORDINARY SHARES, (C) THIRDLY, AS TO ANY BALANCE UP TO £95.6 MILLION (OR AS INCREASED BY THE LOWER OF £6.26 AND THE ISSUE PRICE IN RESPECT OF EACH ORDINARY SHARE ISSUED AFTER THE DATE OF ADOPTION OF THE ARTICLES), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE ORDINARY SHARES, AND THE COMMON SHARES AND DEFERRED SHARES RESPECTIVELY, THE "REALISATION VALUE" OF THE A ORDINARY SHARES, AN AGGREGATE AMOUNT OF £1 TO THE HOLDER OF THE COMMON SHARES AND DEFERRED SHARES AND, AS TO THE REMAINDER, TO THE HOLDERS OF THE ORDINARY SHARES, AND (D) AS TO ANY BALANCE IN EXCESS OF THAT £95.6 MILLION (OR AS INCREASED), IN PAYING THAT BALANCE TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES, THE ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. ORDINARY SHARES SHALL NOT BE REDEEMABLE. REFER TO ARTICLES FOR FULL DETAILS.

Class of Shares:	**PREFERRED ORDINARY**	Number allotted	**1706359**
		Aggregate nominal value:	**4265.8975**
Currency:	**GBP**		

Prescribed particulars

THE HOLDERS OF THE PREFERRED ORDINARY SHARES ARE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT GENERAL MEETINGS OF THE COMPANY. ON A POLL, EACH HOLDER OF PREFERRED ORDINARY SHARES IS ENTITLED TO ONE VOTE FOR EACH PREFERRED ORDINARY SHARE HELD. THE HOLDERS OF THE PREFERRED ORDINARY SHARES WILL BE ENTITLED TO RECEIVE A CUMULATIVE PREFERENTIAL DIVIDEND PAYABLE ON A LIQUIDATION OR OTHER RETURN OF CAPITAL, A SALE OR LISTING UNLESS OTHERWISE DECLARED OR PAID BY THE COMPANY. THE RATE OF THE DIVIDEND IS 8 PER CENT. PER ANNUM OF THE ISSUE PRICE (OR DEEMED ISSUE PRICE) OF THE PREFERRED ORDINARY SHARES. ON A LIQUIDATION OR OTHER RETURN OF CAPITAL, THE ASSETS AVAILABLE FOR DISTRIBUTION WILL BE APPLIED: (A) FIRST, IN PAYING ALL UNPAID ARREARS OF THE PREFERENTIAL DIVIDEND ON THE PREFERRED ORDINARY SHARES, (B) SECONDLY, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES THE ISSUE PRICE (OR DEEMED ISSUED PRICE) OF THE PREFERRED ORDINARY SHARES, (C) THIRDLY, AS TO ANY BALANCE UP TO £95.6 MILLION (OR AS INCREASED BY THE LOWER OF £6.26 AND THE ISSUE PRICE IN RESPECT OF EACH ORDINARY SHARE ISSUED AFTER THE DATE OF ADOPTION OF THE ARTICLES), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE ORDINARY SHARES, AND THE COMMON SHARES AND DEFERRED SHARES RESPECTIVELY, THE "REALISATION VALUE" OF THE A ORDINARY SHARES, AN AGGREGATE AMOUNT OF £1 TO THE HOLDER OF THE COMMON SHARES AND DEFERRED SHARES AND, AS TO THE REMAINDER, TO THE HOLDERS OF THE ORDINARY SHARES, AND (D) AS TO ANY BALANCE IN EXCESS OF THAT £95.6 MILLION (OR AS INCREASED), IN PAYING THAT BALANCE TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES, THE ORDINARY SHARES AND A ORDINARY SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS. PREFERRED ORDINARY SHARES SHALL NOT BE REDEEMABLE. REFER TO ARTICLES FOR FULL DETAILS.

Statement of Capital (Totals)

Currency:	**GBP**	Total number of shares:	**17636392**
		Total aggregate nominal value:	**44090.98**
		Total aggregate amount unpaid:	**0**

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.