



Companies House

AR01 (ef)

Annual Return



Received for filing in Electronic Format on the: **30/09/2014**

X3HIJ6JT

Company Name: **IONIX PHARMACEUTICALS LIMITED**

Company Number: **04217756**

Date of this return: **30/09/2014**

SIC codes: **99999**

Company Type: **Private company limited by shares**

Situation of Registered Office: **100 BERKSHIRE PLACE
WHARFEDALE ROAD WINNERSH
WOKINGHAM
BERKSHIRE
RG41 5RD**

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **KEVIN PATRICK**

Surname: **KISSANE**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): **DR PETER JOHN**

Surname: **FELLNER**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **31/12/1943** Nationality: **BRITISH**
Occupation: **DIRECTOR**

Company Director 2

Type: **Person**

Full forename(s): **MR IAN**

Surname: **GARLAND**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **09/07/1965**

Nationality: **BRITISH**

Occupation: **CEO**

Company Director 3

Type: **Person**

Full forename(s): **DAVID**

Surname: **MACKNEY**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **06/02/1968**

Nationality: **BRITISH**

Occupation: **CFO**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	1140750
		<i>Aggregate nominal value</i>	11407.5
<i>Currency</i>	GBP	<i>Amount paid</i>	0.69
		<i>Amount unpaid</i>	0

Prescribed particulars

CAPITALISED TERMS ARE DEFINED IN THE ARTICLES. UNLESS STATED OTHERWISE, PREFERRED ORDINARY SHARES, SPECIAL INTEREST SHARES, A ORDINARY SHARES AND ORDINARY SHARES RANK PARI PASSU. DIVIDENDS: PREFERRED ORDINARY SHARES, ORDINARY SHARES AND A ORDINARY SHARES RANK PARI PASSU AS REGARDS DIVIDENDS. SPECIAL INTEREST SHARES HAVE NO DIVIDEND OR DISTRIBUTION RIGHTS. RETURN OF CAPITAL ON LIQUIDATION OR SALE: SURPLUS ASSETS, AFTER PAYMENT OF LIABILITIES, ALLOCATED AS FOLLOWS: FIRST: SPECIAL INTEREST SHAREHOLDERS PAID ONE TIMES SUBSCRIPTION PRICE PLUS 20% INTEREST ON SUBSCRIPTION PRICE, ACCRUED DAILY WHILST SHARES OUTSTANDING, COMPOUNDED ANNUALLY AND CALCULATED PER 365 DAY YEAR. SECONDLY: B PREFERRED ORDINARY SHAREHOLDERS PAID ONE TIMES THE SUBSCRIPTION PRICE WITH ARREARS. THIRDLY: A PREFERRED ORDINARY SHAREHOLDERS PAID ONE TIMES THE SUBSCRIPTION PRICE WITH ARREARS. FOURTHLY: BALANCE OF REMAINING ASSETS OR SALE PROCEEDS DISTRIBUTED EQUALLY TO ORDINARY SHAREHOLDERS, A ORDINARY SHAREHOLDERS AND B PREFERRED ORDINARY SHAREHOLDERS IN PROPORTION TO AGGREGATE NUMBER OF SHARES HELD PROVIDED THAT B PREFERRED ORDINARY SHAREHOLDERS SHALL NOT RECEIVE MORE THAN ONE AND ONE HALF TIMES THE SUBSCRIPTION PRICE PAID (PLUS ARREARS). VOTING IN GENERAL MEETINGS: ALL SHAREHOLDERS, EXCEPT SPECIAL INTEREST SHAREHOLDERS, ENTITLED TO RECEIVE NOTICE, ATTEND AND VOTE AT GENERAL MEETINGS WITH ONE VOTE ON SHOW OF HANDS OR ONE VOTE PER SHARE IF POLL CALLED. SPECIAL INTEREST SHAREHOLDERS NOT ENTITLED TO RECEIVE NOTICE, ATTEND OR VOTE AT GENERAL MEETINGS. LEAD INVESTORS HAVE ONE VOTE ON SHOW OF HANDS AND 100 VOTES PER SHARE HELD ON A POLL. CONVERSION: PREFERRED SHAREHOLDERS MAY AT ANY TIME GIVE NOTICE FOR HIS SHARES TO BE CONVERTED AND REDESIGNATED AS FULLY PAID ORDINARY SHARES. PREFERRED SHARES AUTOMATICALLY CONVERT TO ORDINARY SHARES PRIOR TO QUALIFIED LISTING (IF NOT COMPLETED WITHIN 30 DAYS, SUCH ACTION AUTOMATICALLY CANCELLED). PREFERRED SHAREHOLDERS ENTITLED TO NOTICE OF QUALIFIED LISTING (INCLUDING EXPECTED DATE OF COMPLETION) AT LEAST 10 DAYS PRIOR TO EXPECTED COMPLETION. PREFERRED SHAREHOLDERS ENTITLED TO ALL ARREARS UP TO AND INCLUDING CONVERSION DATE PLUS FURTHER AMOUNTS DUE IN RESPECT OF SUCH SHARES. ORDINARY SHARES ARISING ON CONVERSION AND REDESIGNATION SHALL RANK PARI PASSU WITH ISSUED AND FULLY PAID UP ORDINARY SHARES. AT CONVERSION DATE, PREFERRED SHAREHOLDERS MUST PROVIDE CERTIFICATES (OR INDEMNITY FOR ANY LOST CERTIFICATES) TO COMPANY WHICH SHALL ISSUE CERTIFICATE FOR NUMBER OF ORDINARY SHARES RESULTING FROM CONVERSION AND REDESIGNATION (UNLESS QUALIFIED LISTING DOESN'T COMPLETE WITHIN 30 DAYS, WHEREUPON COMPANY SHALL RETURN CERTIFICATES) PLUS ARREARS THEREON. WHILST PREFERRED SHARES REMAIN CAPABLE OF CONVERSION OR REDESIGNATION INTO ORDINARY SHARES, ANY BONUS OR RIGHTS ISSUE OR OTHER OFFER OR INVITATION MADE BY COMPANY TO ORDINARY SHAREHOLDERS SHALL, AT THE SAME TIME, BE MADE TO PREFERRED SHAREHOLDERS AS IF HIS CONVERSION RIGHTS HAD BEEN EXERCISED IN FULL ON THE RECORD DATE. NOMINAL VALUE OF PREFERRED, SPECIAL INTEREST AND ORDINARY SHARES SHALL REMAIN EQUAL. CONVERSION - SPECIAL INTEREST SHARES: SPECIAL INTEREST SHAREHOLDERS MAY, ON A SINGLE CONVERSION DATE, GIVE NOTICE TO CONVERT AND REDESIGNATE SHARES AS FULLY PAID CONVERSION SECURITIES. COMPANY MUST COMPLY WITH THIS NOTICE WITHIN 30 DAYS OF RECEIPT AT CONVERSION RATE. CONVERSION SECURITIES CARRY THE SAME RIGHTS TO DIVIDENDS AND OTHER DISTRIBUTIONS (FROM THE CONVERSION DATE) AND RANK EQUALLY WITH OTHER CONVERSION SECURITIES. AT THE CONVERSION DATE, SPECIAL INTEREST SHAREHOLDERS WISHING TO CONVERT THEIR HOLDING MUST PROVIDE THEIR CERTIFICATES (OR AN INDEMNITY FOR ANY LOST CERTIFICATES) TO COMPANY WHICH SHALL ISSUE CONVERSION SECURITIES

Class of shares	ORDINARY A	<i>Number allotted</i>	2836750
		<i>Aggregate nominal value</i>	28367.5
<i>Currency</i>	GBP	<i>Amount paid</i>	0.69
		<i>Amount unpaid</i>	0

Prescribed particulars

CAPITALISED TERMS ARE DEFINED IN THE ARTICLES. UNLESS STATED OTHERWISE, PREFERRED ORDINARY SHARES, SPECIAL INTEREST SHARES, A ORDINARY SHARES AND ORDINARY SHARES RANK PARI PASSU. DIVIDENDS: PREFERRED ORDINARY SHARES, ORDINARY SHARES AND A ORDINARY SHARES RANK PARI PASSU AS REGARDS DIVIDENDS. SPECIAL INTEREST SHARES HAVE NO DIVIDEND OR DISTRIBUTION RIGHTS. RETURN OF CAPITAL ON LIQUIDATION OR SALE: SURPLUS ASSETS, AFTER PAYMENT OF LIABILITIES, ALLOCATED AS FOLLOWS: FIRST: SPECIAL INTEREST SHAREHOLDERS PAID ONE TIMES SUBSCRIPTION PRICE PLUS 20% INTEREST ON SUBSCRIPTION PRICE, ACCRUED DAILY WHILST SHARES OUTSTANDING, COMPOUNDED ANNUALLY AND CALCULATED PER 365 DAY YEAR. SECONDLY: B PREFERRED ORDINARY SHAREHOLDERS PAID ONE TIMES THE SUBSCRIPTION PRICE WITH ARREARS. THIRDLY: A PREFERRED ORDINARY SHAREHOLDERS PAID ONE TIMES THE SUBSCRIPTION PRICE WITH ARREARS. FOURTHLY: BALANCE OF REMAINING ASSETS OR SALE PROCEEDS DISTRIBUTED EQUALLY TO ORDINARY SHAREHOLDERS, A ORDINARY SHAREHOLDERS AND B PREFERRED ORDINARY SHAREHOLDERS IN PROPORTION TO AGGREGATE NUMBER OF SHARES HELD PROVIDED THAT B PREFERRED ORDINARY SHAREHOLDERS SHALL NOT RECEIVE MORE THAN ONE AND ONE HALF TIMES THE SUBSCRIPTION PRICE PAID (PLUS ARREARS). VOTING IN GENERAL MEETINGS: ALL SHAREHOLDERS, EXCEPT SPECIAL INTEREST SHAREHOLDERS, ENTITLED TO RECEIVE NOTICE, ATTEND AND VOTE AT GENERAL MEETINGS WITH ONE VOTE ON SHOW OF HANDS OR ONE VOTE PER SHARE IF POLL CALLED. SPECIAL INTEREST SHAREHOLDERS NOT ENTITLED TO RECEIVE NOTICE, ATTEND OR VOTE AT GENERAL MEETINGS. LEAD INVESTORS HAVE ONE VOTE ON SHOW OF HANDS AND 100 VOTES PER SHARE HELD ON A POLL. CONVERSION: PREFERRED SHAREHOLDERS MAY AT ANY TIME GIVE NOTICE FOR HIS SHARES TO BE CONVERTED AND REDESIGNATED AS FULLY PAID ORDINARY SHARES. PREFERRED SHARES AUTOMATICALLY CONVERT TO ORDINARY SHARES PRIOR TO QUALIFIED LISTING (IF NOT COMPLETED WITHIN 30 DAYS, SUCH ACTION AUTOMATICALLY CANCELLED). PREFERRED SHAREHOLDERS ENTITLED TO NOTICE OF QUALIFIED LISTING (INCLUDING EXPECTED DATE OF COMPLETION) AT LEAST 10 DAYS PRIOR TO EXPECTED COMPLETION. PREFERRED SHAREHOLDERS ENTITLED TO ALL ARREARS UP TO AND INCLUDING CONVERSION DATE PLUS FURTHER AMOUNTS DUE IN RESPECT OF SUCH SHARES. ORDINARY SHARES ARISING ON CONVERSION AND REDESIGNATION SHALL RANK PARI PASSU WITH ISSUED AND FULLY PAID UP ORDINARY SHARES. AT CONVERSION DATE, PREFERRED SHAREHOLDERS MUST PROVIDE CERTIFICATES (OR INDEMNITY FOR ANY LOST CERTIFICATES) TO COMPANY WHICH SHALL ISSUE CERTIFICATE FOR NUMBER OF ORDINARY SHARES RESULTING FROM CONVERSION AND REDESIGNATION (UNLESS QUALIFIED LISTING DOESN'T COMPLETE WITHIN 30 DAYS, WHEREUPON COMPANY SHALL RETURN CERTIFICATES) PLUS ARREARS THEREON. WHILST PREFERRED SHARES REMAIN CAPABLE OF CONVERSION OR REDESIGNATION INTO ORDINARY SHARES, ANY BONUS OR RIGHTS ISSUE OR OTHER OFFER OR INVITATION MADE BY COMPANY TO ORDINARY SHAREHOLDERS SHALL, AT THE SAME TIME, BE MADE TO PREFERRED SHAREHOLDERS AS IF HIS CONVERSION RIGHTS HAD BEEN EXERCISED IN FULL ON THE RECORD DATE. NOMINAL VALUE OF PREFERRED, SPECIAL INTEREST AND ORDINARY SHARES SHALL REMAIN EQUAL. CONVERSION - SPECIAL INTEREST SHARES: SPECIAL INTEREST SHAREHOLDERS MAY, ON A SINGLE CONVERSION DATE, GIVE NOTICE TO CONVERT AND REDESIGNATE SHARES AS FULLY PAID CONVERSION SECURITIES. COMPANY MUST COMPLY WITH THIS NOTICE WITHIN 30 DAYS OF RECEIPT AT CONVERSION RATE. CONVERSION SECURITIES CARRY THE SAME RIGHTS TO DIVIDENDS AND OTHER DISTRIBUTIONS (FROM THE CONVERSION DATE) AND RANK EQUALLY WITH OTHER CONVERSION SECURITIES. AT THE CONVERSION DATE, SPECIAL INTEREST SHAREHOLDERS WISHING TO CONVERT THEIR HOLDING MUST PROVIDE THEIR CERTIFICATES (OR AN INDEMNITY FOR ANY LOST CERTIFICATES) TO COMPANY WHICH SHALL ISSUE CONVERSION SECURITIES

Class of shares	A PREFERRED ORDINARY	Number allotted	8000000
		Aggregate nominal value	80000
Currency	GBP	Amount paid	0.69
		Amount unpaid	0

Prescribed particulars

CAPITALISED TERMS ARE DEFINED IN THE ARTICLES. UNLESS STATED OTHERWISE, PREFERRED ORDINARY SHARES, SPECIAL INTEREST SHARES, A ORDINARY SHARES AND ORDINARY SHARES RANK PARI PASSU. DIVIDENDS: PREFERRED ORDINARY SHARES, ORDINARY SHARES AND A ORDINARY SHARES RANK PARI PASSU AS REGARDS DIVIDENDS. SPECIAL INTEREST SHARES HAVE NO DIVIDEND OR DISTRIBUTION RIGHTS. RETURN OF CAPITAL ON LIQUIDATION OR SALE: SURPLUS ASSETS, AFTER PAYMENT OF LIABILITIES, ALLOCATED AS FOLLOWS: FIRST: SPECIAL INTEREST SHAREHOLDERS PAID ONE TIMES SUBSCRIPTION PRICE PLUS 20% INTEREST ON SUBSCRIPTION PRICE, ACCRUED DAILY WHILST SHARES OUTSTANDING, COMPOUNDED ANNUALLY AND CALCULATED PER 365 DAY YEAR. SECONDLY: B PREFERRED ORDINARY SHAREHOLDERS PAID ONE TIMES THE SUBSCRIPTION PRICE WITH ARREARS. THIRDLY: A PREFERRED ORDINARY SHAREHOLDERS PAID ONE TIMES THE SUBSCRIPTION PRICE WITH ARREARS. FOURTHLY: BALANCE OF REMAINING ASSETS OR SALE PROCEEDS DISTRIBUTED EQUALLY TO ORDINARY SHAREHOLDERS, A ORDINARY SHAREHOLDERS AND B PREFERRED ORDINARY SHAREHOLDERS IN PROPORTION TO AGGREGATE NUMBER OF SHARES HELD PROVIDED THAT B PREFERRED ORDINARY SHAREHOLDERS SHALL NOT RECEIVE MORE THAN ONE AND ONE HALF TIMES THE SUBSCRIPTION PRICE PAID (PLUS ARREARS). VOTING IN GENERAL MEETINGS: ALL SHAREHOLDERS, EXCEPT SPECIAL INTEREST SHAREHOLDERS, ENTITLED TO RECEIVE NOTICE, ATTEND AND VOTE AT GENERAL MEETINGS WITH ONE VOTE ON SHOW OF HANDS OR ONE VOTE PER SHARE IF POLL CALLED. SPECIAL INTEREST SHAREHOLDERS NOT ENTITLED TO RECEIVE NOTICE, ATTEND OR VOTE AT GENERAL MEETINGS. LEAD INVESTORS HAVE ONE VOTE ON SHOW OF HANDS AND 100 VOTES PER SHARE HELD ON A POLL. CONVERSION: PREFERRED SHAREHOLDERS MAY AT ANY TIME GIVE NOTICE FOR HIS SHARES TO BE CONVERTED AND REDESIGNATED AS FULLY PAID ORDINARY SHARES. PREFERRED SHARES AUTOMATICALLY CONVERT TO ORDINARY SHARES PRIOR TO QUALIFIED LISTING (IF NOT COMPLETED WITHIN 30 DAYS, SUCH ACTION AUTOMATICALLY CANCELLED). PREFERRED SHAREHOLDERS ENTITLED TO NOTICE OF QUALIFIED LISTING (INCLUDING EXPECTED DATE OF COMPLETION) AT LEAST 10 DAYS PRIOR TO EXPECTED COMPLETION. PREFERRED SHAREHOLDERS ENTITLED TO ALL ARREARS UP TO AND INCLUDING CONVERSION DATE PLUS FURTHER AMOUNTS DUE IN RESPECT OF SUCH SHARES. ORDINARY SHARES ARISING ON CONVERSION AND REDESIGNATION SHALL RANK PARI PASSU WITH ISSUED AND FULLY PAID UP ORDINARY SHARES. AT CONVERSION DATE, PREFERRED SHAREHOLDERS MUST PROVIDE CERTIFICATES (OR INDEMNITY FOR ANY LOST CERTIFICATES) TO COMPANY WHICH SHALL ISSUE CERTIFICATE FOR NUMBER OF ORDINARY SHARES RESULTING FROM CONVERSION AND REDESIGNATION (UNLESS QUALIFIED LISTING DOESN'T COMPLETE WITHIN 30 DAYS, WHEREUPON COMPANY SHALL RETURN CERTIFICATES) PLUS ARREARS THEREON. WHILST PREFERRED SHARES REMAIN CAPABLE OF CONVERSION OR REDESIGNATION INTO ORDINARY SHARES, ANY BONUS OR RIGHTS ISSUE OR OTHER OFFER OR INVITATION MADE BY COMPANY TO ORDINARY SHAREHOLDERS SHALL, AT THE SAME TIME, BE MADE TO PREFERRED SHAREHOLDERS AS IF HIS CONVERSION RIGHTS HAD BEEN EXERCISED IN FULL ON THE RECORD DATE. NOMINAL VALUE OF PREFERRED, SPECIAL INTEREST AND ORDINARY SHARES SHALL REMAIN EQUAL. CONVERSION - SPECIAL INTEREST SHARES: SPECIAL INTEREST SHAREHOLDERS MAY, ON A SINGLE CONVERSION DATE, GIVE NOTICE TO CONVERT AND REDESIGNATE SHARES AS FULLY PAID CONVERSION SECURITIES. COMPANY MUST COMPLY WITH THIS NOTICE WITHIN 30 DAYS OF RECEIPT AT CONVERSION RATE. CONVERSION SECURITIES CARRY THE SAME RIGHTS TO DIVIDENDS AND OTHER DISTRIBUTIONS (FROM THE CONVERSION DATE) AND RANK EQUALLY WITH OTHER CONVERSION SECURITIES. AT THE CONVERSION DATE, SPECIAL INTEREST SHAREHOLDERS WISHING TO CONVERT THEIR HOLDING MUST PROVIDE THEIR CERTIFICATES (OR AN INDEMNITY FOR ANY LOST CERTIFICATES) TO COMPANY WHICH SHALL ISSUE CONVERSION SECURITIES

Class of shares	B PREFERRED ORDINARY	<i>Number allotted</i>	22857144
		<i>Aggregate nominal value</i>	228571.44
<i>Currency</i>	GBP	<i>Amount paid</i>	0.69
		<i>Amount unpaid</i>	0

Prescribed particulars

CAPITALISED TERMS ARE DEFINED IN THE ARTICLES. UNLESS STATED OTHERWISE, PREFERRED ORDINARY SHARES, SPECIAL INTEREST SHARES, A ORDINARY SHARES AND ORDINARY SHARES RANK PARI PASSU. DIVIDENDS: PREFERRED ORDINARY SHARES, ORDINARY SHARES AND A ORDINARY SHARES RANK PARI PASSU AS REGARDS DIVIDENDS. SPECIAL INTEREST SHARES HAVE NO DIVIDEND OR DISTRIBUTION RIGHTS. RETURN OF CAPITAL ON LIQUIDATION OR SALE: SURPLUS ASSETS, AFTER PAYMENT OF LIABILITIES, ALLOCATED AS FOLLOWS: FIRST: SPECIAL INTEREST SHAREHOLDERS PAID ONE TIMES SUBSCRIPTION PRICE PLUS 20% INTEREST ON SUBSCRIPTION PRICE, ACCRUED DAILY WHILST SHARES OUTSTANDING, COMPOUNDED ANNUALLY AND CALCULATED PER 365 DAY YEAR. SECONDLY: B PREFERRED ORDINARY SHAREHOLDERS PAID ONE TIMES THE SUBSCRIPTION PRICE WITH ARREARS. THIRDLY: A PREFERRED ORDINARY SHAREHOLDERS PAID ONE TIMES THE SUBSCRIPTION PRICE WITH ARREARS. FOURTHLY: BALANCE OF REMAINING ASSETS OR SALE PROCEEDS DISTRIBUTED EQUALLY TO ORDINARY SHAREHOLDERS, A ORDINARY SHAREHOLDERS AND B PREFERRED ORDINARY SHAREHOLDERS IN PROPORTION TO AGGREGATE NUMBER OF SHARES HELD PROVIDED THAT B PREFERRED ORDINARY SHAREHOLDERS SHALL NOT RECEIVE MORE THAN ONE AND ONE HALF TIMES THE SUBSCRIPTION PRICE PAID (PLUS ARREARS). VOTING IN GENERAL MEETINGS: ALL SHAREHOLDERS, EXCEPT SPECIAL INTEREST SHAREHOLDERS, ENTITLED TO RECEIVE NOTICE, ATTEND AND VOTE AT GENERAL MEETINGS WITH ONE VOTE ON SHOW OF HANDS OR ONE VOTE PER SHARE IF POLL CALLED. SPECIAL INTEREST SHAREHOLDERS NOT ENTITLED TO RECEIVE NOTICE, ATTEND OR VOTE AT GENERAL MEETINGS. LEAD INVESTORS HAVE ONE VOTE ON SHOW OF HANDS AND 100 VOTES PER SHARE HELD ON A POLL. CONVERSION: PREFERRED SHAREHOLDERS MAY AT ANY TIME GIVE NOTICE FOR HIS SHARES TO BE CONVERTED AND REDESIGNATED AS FULLY PAID ORDINARY SHARES. PREFERRED SHARES AUTOMATICALLY CONVERT TO ORDINARY SHARES PRIOR TO QUALIFIED LISTING (IF NOT COMPLETED WITHIN 30 DAYS, SUCH ACTION AUTOMATICALLY CANCELLED). PREFERRED SHAREHOLDERS ENTITLED TO NOTICE OF QUALIFIED LISTING (INCLUDING EXPECTED DATE OF COMPLETION) AT LEAST 10 DAYS PRIOR TO EXPECTED COMPLETION. PREFERRED SHAREHOLDERS ENTITLED TO ALL ARREARS UP TO AND INCLUDING CONVERSION DATE PLUS FURTHER AMOUNTS DUE IN RESPECT OF SUCH SHARES. ORDINARY SHARES ARISING ON CONVERSION AND REDESIGNATION SHALL RANK PARI PASSU WITH ISSUED AND FULLY PAID UP ORDINARY SHARES. AT CONVERSION DATE, PREFERRED SHAREHOLDERS MUST PROVIDE CERTIFICATES (OR INDEMNITY FOR ANY LOST CERTIFICATES) TO COMPANY WHICH SHALL ISSUE CERTIFICATE FOR NUMBER OF ORDINARY SHARES RESULTING FROM CONVERSION AND REDESIGNATION (UNLESS QUALIFIED LISTING DOESN'T COMPLETE WITHIN 30 DAYS, WHEREUPON COMPANY SHALL RETURN CERTIFICATES) PLUS ARREARS THEREON. WHILST PREFERRED SHARES REMAIN CAPABLE OF CONVERSION OR REDESIGNATION INTO ORDINARY SHARES, ANY BONUS OR RIGHTS ISSUE OR OTHER OFFER OR INVITATION MADE BY COMPANY TO ORDINARY SHAREHOLDERS SHALL, AT THE SAME TIME, BE MADE TO PREFERRED SHAREHOLDERS AS IF HIS CONVERSION RIGHTS HAD BEEN EXERCISED IN FULL ON THE RECORD DATE. NOMINAL VALUE OF PREFERRED, SPECIAL INTEREST AND ORDINARY SHARES SHALL REMAIN EQUAL. CONVERSION - SPECIAL INTEREST SHARES: SPECIAL INTEREST SHAREHOLDERS MAY, ON A SINGLE CONVERSION DATE, GIVE NOTICE TO CONVERT AND REDESIGNATE SHARES AS FULLY PAID CONVERSION SECURITIES. COMPANY MUST COMPLY WITH THIS NOTICE WITHIN 30 DAYS OF RECEIPT AT CONVERSION RATE. CONVERSION SECURITIES CARRY THE SAME RIGHTS TO DIVIDENDS AND OTHER DISTRIBUTIONS (FROM THE CONVERSION DATE) AND RANK EQUALLY WITH OTHER CONVERSION SECURITIES. AT THE CONVERSION DATE, SPECIAL INTEREST SHAREHOLDERS WISHING TO CONVERT THEIR HOLDING MUST PROVIDE THEIR CERTIFICATES (OR AN INDEMNITY FOR ANY LOST CERTIFICATES) TO COMPANY WHICH SHALL ISSUE CONVERSION SECURITIES

Class of shares	SPECIAL INTEREST SHARES	<i>Number allotted</i>	500000
		<i>Aggregate nominal value</i>	5000
<i>Currency</i>	GBP	<i>Amount paid</i>	0.69
		<i>Amount unpaid</i>	0

Prescribed particulars

CAPITALISED TERMS ARE DEFINED IN THE ARTICLES. UNLESS STATED OTHERWISE, PREFERRED ORDINARY SHARES, SPECIAL INTEREST SHARES, A ORDINARY SHARES AND ORDINARY SHARES RANK PARI PASSU. DIVIDENDS: PREFERRED ORDINARY SHARES, ORDINARY SHARES AND A ORDINARY SHARES RANK PARI PASSU AS REGARDS DIVIDENDS. SPECIAL INTEREST SHARES HAVE NO DIVIDEND OR DISTRIBUTION RIGHTS. RETURN OF CAPITAL ON LIQUIDATION OR SALE: SURPLUS ASSETS, AFTER PAYMENT OF LIABILITIES, ALLOCATED AS FOLLOWS: FIRST: SPECIAL INTEREST SHAREHOLDERS PAID ONE TIMES SUBSCRIPTION PRICE PLUS 20% INTEREST ON SUBSCRIPTION PRICE, ACCRUED DAILY WHILST SHARES OUTSTANDING, COMPOUNDED ANNUALLY AND CALCULATED PER 365 DAY YEAR. SECONDLY: B PREFERRED ORDINARY SHAREHOLDERS PAID ONE TIMES THE SUBSCRIPTION PRICE WITH ARREARS. THIRDLY: A PREFERRED ORDINARY SHAREHOLDERS PAID ONE TIMES THE SUBSCRIPTION PRICE WITH ARREARS. FOURTHLY: BALANCE OF REMAINING ASSETS OR SALE PROCEEDS DISTRIBUTED EQUALLY TO ORDINARY SHAREHOLDERS, A ORDINARY SHAREHOLDERS AND B PREFERRED ORDINARY SHAREHOLDERS IN PROPORTION TO AGGREGATE NUMBER OF SHARES HELD PROVIDED THAT B PREFERRED ORDINARY SHAREHOLDERS SHALL NOT RECEIVE MORE THAN ONE AND ONE HALF TIMES THE SUBSCRIPTION PRICE PAID (PLUS ARREARS). VOTING IN GENERAL MEETINGS: ALL SHAREHOLDERS, EXCEPT SPECIAL INTEREST SHAREHOLDERS, ENTITLED TO RECEIVE NOTICE, ATTEND AND VOTE AT GENERAL MEETINGS WITH ONE VOTE ON SHOW OF HANDS OR ONE VOTE PER SHARE IF POLL CALLED. SPECIAL INTEREST SHAREHOLDERS NOT ENTITLED TO RECEIVE NOTICE, ATTEND OR VOTE AT GENERAL MEETINGS. LEAD INVESTORS HAVE ONE VOTE ON SHOW OF HANDS AND 100 VOTES PER SHARE HELD ON A POLL. CONVERSION: PREFERRED SHAREHOLDERS MAY AT ANY TIME GIVE NOTICE FOR HIS SHARES TO BE CONVERTED AND REDESIGNATED AS FULLY PAID ORDINARY SHARES. PREFERRED SHARES AUTOMATICALLY CONVERT TO ORDINARY SHARES PRIOR TO QUALIFIED LISTING (IF NOT COMPLETED WITHIN 30 DAYS, SUCH ACTION AUTOMATICALLY CANCELLED). PREFERRED SHAREHOLDERS ENTITLED TO NOTICE OF QUALIFIED LISTING (INCLUDING EXPECTED DATE OF COMPLETION) AT LEAST 10 DAYS PRIOR TO EXPECTED COMPLETION. PREFERRED SHAREHOLDERS ENTITLED TO ALL ARREARS UP TO AND INCLUDING CONVERSION DATE PLUS FURTHER AMOUNTS DUE IN RESPECT OF SUCH SHARES. ORDINARY SHARES ARISING ON CONVERSION AND REDESIGNATION SHALL RANK PARI PASSU WITH ISSUED AND FULLY PAID UP ORDINARY SHARES. AT CONVERSION DATE, PREFERRED SHAREHOLDERS MUST PROVIDE CERTIFICATES (OR INDEMNITY FOR ANY LOST CERTIFICATES) TO COMPANY WHICH SHALL ISSUE CERTIFICATE FOR NUMBER OF ORDINARY SHARES RESULTING FROM CONVERSION AND REDESIGNATION (UNLESS QUALIFIED LISTING DOESN'T COMPLETE WITHIN 30 DAYS, WHEREUPON COMPANY SHALL RETURN CERTIFICATES) PLUS ARREARS THEREON. WHILST PREFERRED SHARES REMAIN CAPABLE OF CONVERSION OR REDESIGNATION INTO ORDINARY SHARES, ANY BONUS OR RIGHTS ISSUE OR OTHER OFFER OR INVITATION MADE BY COMPANY TO ORDINARY SHAREHOLDERS SHALL, AT THE SAME TIME, BE MADE TO PREFERRED SHAREHOLDERS AS IF HIS CONVERSION RIGHTS HAD BEEN EXERCISED IN FULL ON THE RECORD DATE. NOMINAL VALUE OF PREFERRED, SPECIAL INTEREST AND ORDINARY SHARES SHALL REMAIN EQUAL. CONVERSION - SPECIAL INTEREST SHARES: SPECIAL INTEREST SHAREHOLDERS MAY, ON A SINGLE CONVERSION DATE, GIVE NOTICE TO CONVERT AND REDESIGNATE SHARES AS FULLY PAID CONVERSION SECURITIES. COMPANY MUST COMPLY WITH THIS NOTICE WITHIN 30 DAYS OF RECEIPT AT CONVERSION RATE. CONVERSION SECURITIES CARRY THE SAME RIGHTS TO DIVIDENDS AND OTHER DISTRIBUTIONS (FROM THE CONVERSION DATE) AND RANK EQUALLY WITH OTHER CONVERSION SECURITIES. AT THE CONVERSION DATE, SPECIAL INTEREST SHAREHOLDERS WISHING TO CONVERT THEIR HOLDING MUST PROVIDE THEIR CERTIFICATES (OR AN INDEMNITY FOR ANY LOST CERTIFICATES) TO COMPANY WHICH SHALL ISSUE CONVERSION SECURITIES

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	35334644
		<i>Total aggregate nominal value</i>	353346.44

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 30/09/2014 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

Shareholding 1 : **1140750 ORDINARY shares held as at the date of this return**
Name: **VERNALIS PLC**

Shareholding 2 : **2836750 ORDINARY A shares held as at the date of this return**
Name: **VERNALIS PLC**

Shareholding 3 : **500000 SPECIAL INTEREST SHARES shares held as at the date of this return**
Name: **VERNALIS PLC**

Shareholding 4 : **8000000 A PREFERRED ORDINARY shares held as at the date of this return**
Name: **VERNALIS PLC**

Shareholding 5 : **22857144 B PREFERRED ORDINARY shares held as at the date of this return**
Name: **VERNALIS PLC**

Authorisation

Authenticated

This form was authorised by one of the following:

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