

# SH01

## Return of allotment of shares



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 on formation of the company  
for an allotment of a new share by an unlimited company

SATURDAY



\*R1F38D17\*  
RM 11/08/2012 #64  
COMPANIES HOUSE

### 1 Company details

Company number 4 2 6 9 1 0 7

Company name in full SENEXIS LIMITED

#### 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 0 d 3 m 0 m 8 y 2 y 0 y 1 y 2

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
DEFERRED	£	1000	1 00	2110	0.00

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)

## Statement of capital

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

Currency	Pounds Sterling			
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	1.00	✓	474	474.00
Ordinary	386.10	✓	2024	2024.00
Ordinary	1260.00	✓	125	125.00
Series A Preferred	386.10	✓	2025	2025.00
Series A Preferred	628.43	✓	636	636.00
Series A Preferred	1120.78	✓	357	357.00
Series A Preferred	1435.85	✓	696	696.00
Deferred	2110.00		1000	1000.00
		Totals	7337	7337.00

1 Including both the nominal value and any share premium

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

**2** Total number of issued shares in this class

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars	<p>CONTINUATION SHEET 1</p> <p>The shares have attached to them Dividend rights however they are subject to veto by a majority of £1.00 Series A Preferred shares In the event that a dividend is paid, the holders of the Series A Preferred Shares and Ordinary Shares shall rank pari passu</p> <p>On a return of capital (including on a winding up) the surplus assets of the Company remaining after the payment of its liabilities will be distributed first in paying to each Series A Preferred shareholder an amount per share equal to the "BTG Weighted Average Share Price" (being the total subscription monies paid by BTG International Limited (BTG) from the 11 November 2002 (up to an aggregate amount of £800,000) for their Series A Preferred shares divided by the total number of Series A Preferred shares issued to BTG (up to a maximum of 556) in respect of such aggregate subscription monies but excluding such number of Series A Preferred shares that may have been converted into deferred shares) plus 8% per annum on each share at such price for the period from time to time of subscription to the time of repayment Any surplus remaining shall be</p> <ol style="list-style-type: none"> <li>1 first in paying the Deferred Shares £1.00 in aggregate, and</li> <li>2 second, equally divided between the Series A Preferred shareholders and the Ordinary shareholders pro rata to their shareholdings</li> </ol> <p>In the event that the assets of the Company are insufficient to pay an amount per share equivalent to the BTG Weighted Average Share Price plus 8% per annum on each such share at such price between the time of subscription and the time of repayment to the Series A Preferred shareholders, the Ordinary shareholders will not be entitled to any return of assets/capital.</p> <p>In the event of a sale of the entire issued share capital of the Company or the sale of substantially the whole of the assets of the Company or any other exit ("Exit"), the total of all and any cash and other form of consideration received will be reallocated between the shareholders so as to ensure that the aggregate sale proceeds are applied</p> <ol style="list-style-type: none"> <li>1 first in paying to each Series A Preferred shareholder an amount per share equal to the BTG Weighted Average Share Price plus 8% per annum on each such share at such share price between the time of subscription and the time of Exit, and</li> <li>2 second in paying the Deferred Shares £1 00 in aggregate,</li> <li>3 third, in paying any excess to the Ordinary shareholders and the Series A Preferred shareholders in proportion to the number of Ordinary shares or Series A Preferred shares held by each of them.</li> </ol> <p>They do not confer any rights of redemption</p>	

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## Return of allotment of shares



7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Series A Preferred	
Prescribed particulars	<p>CONTINUATION SHEET 2</p> <p>The holders of the Series A Preferred shares have rights of veto over all key decisions affecting significant operational and corporate issues (including the issue of shares, warrants, options and any debt instruments) The key decisions over which the holders of the Series A Preferred shares have a right of veto are set out in Annex 1 of the Company's Articles of Association</p> <p>The key decisions numbered 1 and 2 in Annex 1 may be vetoed by holders of 75% of the Series A Preferred shares The remaining key decisions in Annex 1 may be vetoed by holders of a simple majority of the Series A Preferred shares</p> <p>The shares have attached to them Dividend rights however they are subject to veto by a majority of the Series A Preferred shares In the event that a dividend is paid, all shareholders rank pari passu</p> <p>On a return of capital (including on a winding up) the surplus assets of the Company remaining after the payment of its liabilities will be distributed first in paying to each Series A Preferred shareholder an amount per share equal to the "BTG Weighted Average Share Price" (being the total subscription monies paid by BTG International Limited (BTG) from the 11 November 2002 (up to an aggregate amount of £800,000) for their Series A Preferred shares divided by the total number of Series A Preferred shares issued to BTG (up to a maximum of 556) in respect of such aggregate subscription monies but excluding such number of Series A Preferred shares that may have been converted into deferred shares) plus 8% per annum on each share at such price for the period from time to time of subscription to the time of repayment Any surplus remaining shall be</p> <ol style="list-style-type: none"> <li>1 first in paying the Deferred Shares £1 00 in aggregate; and</li> <li>2 second, equally divided between the Series A Preferred shareholders and the Ordinary shareholders pro rata to their shareholdings</li> </ol> <p>In the event that the assets of the Company are insufficient to pay an amount per share equivalent to the BTG Weighted Average Share Price plus 8% per annum on each such share at such price between the time of subscription and the time of repayment to the Series A Preferred shareholders, the assets of the Company will be split among the Series A Preferred shareholders in proportions to their holdings</p> <p>GO TO CONTINUATION SHEET 3</p>	

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<b>7</b>	<b>Statement of capital</b> (Prescribed particulars of rights attached to shares)	
<b>Class of share</b>	Series A Preferred	
<b>Prescribed particulars</b>	<p>CONTINUATION SHEET 3</p> <p>In the event of a sale of the entire issued share capital of the Company or the sale of substantially the whole of the assets of the Company or any other exit ("Exit"), the total of all and any cash and other form of consideration received will be reallocated between the shareholders so as to ensure that the aggregate sale proceeds are applied</p> <ol style="list-style-type: none"> <li>1 first in paying to each Series A Preferred shareholder an amount per share equal to the BTG Weighted Average Share Price plus 8% per annum on each such share at such share price between the time of subscription and the time of Exit; and</li> <li>2 second in paying the Deferred Shares £1.00 in aggregate,</li> <li>3 third, in paying any excess to the Ordinary shareholders and the Series A Preferred shareholders in proportion to the number of Ordinary shares or Series A Preferred shares held by each of them.</li> </ol> <p>They do not confer any rights of redemption</p>	

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Return of allotment of shares



7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Deferred	
Prescribed particulars	<p>CONTINUATION SHEET 4</p> <p>No right to dividend</p> <p>On a return of capital (including on a winding up) the surplus assets of the Company remaining after the payment of its liabilities will be distributed first in paying to each Series A Preferred shareholder an amount per share equal to the "BTG Weighted Average Share Price" (being the total subscription monies paid by BTG International Limited (BTG) from the 11 November 2002 (up to an aggregate amount of £800,000) for their Series A Preferred shares divided by the total number of Series A Preferred shares issued to BTG (up to a maximum of 556) in respect of such aggregate subscription monies but excluding such number of Series A Preferred shares that may have been converted into deferred shares) plus 8% per annum on each share at such price for the period from time to time of subscription to the time of repayment. Any surplus remaining shall be</p> <ol style="list-style-type: none"> <li>1. first in paying the Deferred Shares £1.00 in aggregate, and</li> <li>2. second, equally divided between the Series A Preferred shareholders and the Ordinary shareholders pro rata to their shareholdings</li> </ol> <p>In the event that the assets of the Company are insufficient to pay an amount per share equivalent to the BTG Weighted Average Share Price plus 8% per annum on each such share at such price between the time of subscription and the time of repayment to the Series A Preferred shareholders, the Ordinary shareholders will not be entitled to any return of assets/capital.</p> <p>In the event of a sale of the entire issued share capital of the Company or the sale of substantially the whole of the assets of the Company or any other exit ("Exit"), the total of all and any cash and other form of consideration received will be reallocated between the shareholders so as to ensure that the aggregate sale proceeds are applied:</p> <ol style="list-style-type: none"> <li>1. first in paying to each Series A Preferred shareholder an amount per share equal to the BTG Weighted Average Share Price plus 8% per annum on each such share at such share price between the time of subscription and the time of Exit, and</li> <li>2. second in paying the Deferred Shares £1.00 in aggregate;</li> <li>3. third, in paying any excess to the Ordinary shareholders and the Series A Preferred shareholders in proportion to the number of Ordinary shares or Series A Preferred shares held by each of them</li> </ol> <p>The Deferred Shares may be redeemed by the Company at any time at its option for £1.00 for all the Deferred Shares registered in the name of the holder without obtaining the sanction of the holder pending the transfer and/or purchase, retain the certificates</p>	

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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 <sup>1</sup>	Amount (if any) unpaid on each share <sup>1</sup>	Number of shares <sup>2</sup>	Aggregate nominal value <sup>3</sup>
SEE CONTINUATION PAGE				£
				£
				£
				£
Totals				£

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

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

#### 6 Statement of capital (Totals)

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

Total number of shares

Total aggregate  
nominal value <sup>4</sup>

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

<sup>1</sup> Including both the nominal value and any  
share premium

<sup>2</sup> E.g. Number of shares issued multiplied by  
nominal value of each share

<sup>2</sup> Total number of issued shares in this class

#### Continuation Pages

Please use a Statement of Capital continuation  
page if necessary

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**7 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

Prescribed particulars

1

Each holder of Ordinary shares is entitled to one vote on a show of hands and one vote for each share held on a vote by way of a poll

PLEASE GO TO CONTINUATION SHEET 1

Class of share

SERIES A PREFERRED

Prescribed particulars

1

Each holder of Series A Preferred shares is entitled to one vote on a show of hands and one vote for each share held on a vote by way of a poll

PLEASE GO TO CONTINUATION PAGE 2 and 3

Class of share

DEFERRED

Prescribed particulars

1

The Deferred Shares shall not entitle the holders to vote at any general meeting

PLEASE GO TO CONTINUATION PAGE 4

**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**

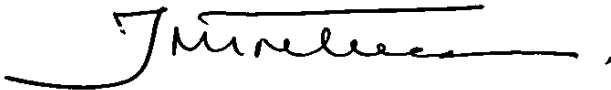
Please use a Statement of Capital continuation page if necessary

**8 Signature**

I am signing this form on behalf of the company

Signature

Signature

X  X

This form may be signed by  
Director <sup>2</sup>, Secretary, Person authorised <sup>3</sup>, 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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## Return of allotment of shares


	<b>Presenter information</b>
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	RHIAN OWEN
Company name	SEMPLE FRASER LLP
Address	1 PORTLAND STREET
MANCHESTER	
Post town	
County/Region	
Postcode	M 1 3 B E
Country	
DX	
Telephone	0161 907 3771

	<b>Checklist</b>
We may return forms completed incorrectly or with information missing	

Please make sure you have remembered the following:	
<input type="checkbox"/>	The company name and number match the information held on the public Register
<input type="checkbox"/>	You have shown the date(s) of allotment in section 2
<input type="checkbox"/>	You have completed all appropriate share details in section 3
<input type="checkbox"/>	You have completed the appropriate sections of the Statement of Capital
<input type="checkbox"/>	You have signed the form

	<b>Important information</b>
Please note that all information on this form will appear on the public record.	

	<b>Where to send</b>
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	

	<b>Further information</b>
For further information, please see the guidance notes on the website at <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a> or email <a href="mailto:enquiries@companieshouse.gov.uk">enquiries@companieshouse.gov.uk</a>	

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)