



Companies House
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AR01 (ef)

Annual Return



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Received for filing in Electronic Format on the: **02/08/2010**

Company Name: **PROCOGNIA LIMITED**

Company Number: **04398973**

Date of this return: **20/03/2010**

SIC codes: **7310**

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

Situation of Registered Office: **UNIT 4 THE SWITCHBACK
GARDNER ROAD
MAIDENHEAD
BERKSHIRE
SL6 7RJ**

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MR CHRISTOPHER**

Surname: **LYDDON**

Former names:

Service Address: **4 RUE DE LA CHAPELLE
GOURNAY
VERCHOCQ
62560
FRANCE**

Company Director ***1***

Type: **Person**

Full forename(s): **DR RONIT**

Surname: **BENDORI**

Former names:

Service Address: **7 KFAR AHARON
NES ZIONA
70451
ISRAEL**

Country/State Usually Resident: **ISRAEL**

Date of Birth: **05/01/1954**

Nationality: **ISRAELI**

Occupation: **DIRECTOR**

Company Director 2

Type: **Person**
Full forename(s): **MR JEFFREY**

Surname: **DYKAN**

Former names:

Service Address: **15 SHAI AGNON
RA'ANANA
43380
ISRAEL**

Country/State Usually Resident: **ISRAEL**

Date of Birth: **26/08/1958** *Nationality:* **ISRAELI**

Occupation: **VENTURE CAPITAL**

Company Director **3**

Type: **Person**

Full forename(s): **MR AMOS MEIR**

Surname: **GOREN**

Former names:

Service Address: **5 KEHILAT PADOVA STREET
TEL AVIV
ISRAEL**

Country/State Usually Resident: **ISRAEL**

Date of Birth: **14/08/1955** *Nationality:* **ISRAELI**

Occupation: **DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	36231212
		<i>Aggregate nominal value</i>	362312.12
<i>Currency</i>	GBP	<i>Amount paid</i>	0.029075
		<i>Amount unpaid</i>	0

Prescribed particulars

VOTING MEMBERS HOLDING ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, AND TO ATTEND AND VOTE AT, GENERAL MEETINGS OF THE COMPANY; ON A SHOW OF HANDS EVERY HOLDER OF ORDINARY SHARES 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 HOLDER OF ORDINARY SHARES SO PRESENT SHALL HAVE ONE VOTE FOR EACH ORDINARY SHARE HELD. INCOME WHERE A DIVIDEND IS DECLARED BY THE BOARD, IT IS FIRSTLY DISTRIBUTED TO THE B PREFERRED SHARES AND B1 PREFERRED SHARES, UNTIL THE HOLDERS OF THIS CLASS OF SHARE HAVE RECEIVED AN AMOUNT EQUAL TO THEIR ORIGINAL SUBSCRIPTION PLUS 10% PER ANNUM ACCRUING ON A DAILY BASIS. SECONDLY THE A PREFERRED SHARES SHOULD RECEIVE ANY ADDITIONAL DIVIDEND UNTIL THE HOLDERS OF THIS CLASS HAVE RECEIVED AN AMOUNT EQUAL TO THEIR ORIGINAL SUBSCRIPTION PLUS 8% PER ANNUM ACCRUING ON A DAILY BASIS FROM 1 SEPTEMBER 2000. ONLY WHEN THESE CONDITIONS ARE MET DOES ANY REMAINING DIVIDEND BECOME DISTRIBUTABLE TO THE ORDINARY SHAREHOLDERS. THIS B PREFERRED SHARE, B1 PREFERRED SHARE AND A PREFERRED SHARE PRIORITY CAN BE WAIVED BY A MAJORITY OF THESE SHARES VOTING TOGETHER AS ONE CLASS, IN WHICH CASE ALL SHARES WOULD RANK EQUALLY FOR A DIVIDEND DECLARED BY THE BOARD. CAPITAL ON A RETURN OF CAPITAL WHETHER ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (OTHER THAN A PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: A) IF ON A PARI PASSU RETURN OF CAPITAL TO THE HOLDERS OF B PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES AND ORDINARY SHARES, THE HOLDERS OF B PREFERRED SHARES AND B1 PREFERRED SHARES WOULD RECEIVE (INCLUDING ANY CUMULATIVE DIVIDEND RECEIVED), FOUR TIMES THEIR ORIGINAL SUBSCRIPTION PLUS 10% PER ANNUM ACCRUING ON A DAILY BASIS, THEN THE CAPITAL SHALL BE RETURNED PARI PASSU TO THE HOLDERS OF B PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES AND ORDINARY SHARES; OR B) IF A) DOES NOT APPLY THEN THE RETURN OF CAPITAL SHALL BE APPLIED: I) FIRSTLY TO THE B PREFERRED SHARES AND B1 PREFERRED SHARES, UNTIL THE HOLDERS OF THIS CLASS OF SHARE HAVE RECEIVED AN AMOUNT EQUAL TO THEIR ORIGINAL SUBSCRIPTION PLUS 10% PER ANNUM ACCRUING ON A DAILY BASIS, LESS ANY CUMULATIVE DIVIDENDS PAID TO SUCH HOLDERS OF B PREFERRED SHARES AND B1 PREFERRED SHARES; II) SECONDLY TO THE A PREFERRED SHARES UNTIL THE HOLDERS OF THIS CLASS HAVE RECEIVED AN AMOUNT EQUAL TO THEIR ORIGINAL SUBSCRIPTION PLUS 8% PER ANNUM ACCRUING ON A DAILY BASIS FROM 1 SEPTEMBER 2000, LESS ANY CUMULATIVE DIVIDENDS PAID TO SUCH HOLDERS OF A PREFERRED SHARES; III) FINALLY THE BALANCE, IF ANY, PARI PASSU TO THE HOLDERS OF B PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES AND ORDINARY SHARES. THE AMOUNT RECEIVED UNDER B) BY THE B PREFERRED SHARES AND B1 PREFERRED SHARES, INCLUDING ANY CUMULATIVE DIVIDEND, IS RESTRICTED TO FOUR TIMES THEIR ORIGINAL SUBSCRIPTION PLUS 10% PER ANNUM ACCRUING ON A DAILY BASIS. REDEMPTION THE ORDINARY SHARES CARRY NO RIGHT OF REDEMPTION.

Class of shares	A PREFERRED	<i>Number allotted</i>	7714215
		<i>Aggregate nominal value</i>	77142.15
<i>Currency</i>	GBP	<i>Amount paid</i>	0.059463
		<i>Amount unpaid</i>	0

Prescribed particulars

VOTING MEMBERS HOLDING A PREFERRED SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, AND TO ATTEND AND VOTE AT, GENERAL MEETINGS OF THE COMPANY; ON A SHOW OF HANDS EVERY HOLDER OF A PREFERRED SHARES 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 HOLDER OF A PREFERRED SHARES SO PRESENT SHALL HAVE ONE VOTE FOR EACH A PREFERRED SHARE HELD. INCOME WHERE A DIVIDEND IS DECLARED BY THE BOARD, IT IS FIRSTLY DISTRIBUTED TO THE B PREFERRED SHARES AND B1 PREFERRED SHARES, UNTIL THE HOLDERS OF THIS CLASS OF SHARE HAVE RECEIVED AN AMOUNT EQUAL TO THEIR ORIGINAL SUBSCRIPTION PLUS 10% PER ANNUM ACCRUING ON A DAILY BASIS. SECONDLY THE A PREFERRED SHARES SHOULD RECEIVE ANY ADDITIONAL DIVIDEND UNTIL THE HOLDERS OF THIS CLASS HAVE RECEIVED AN AMOUNT EQUAL TO THEIR ORIGINAL SUBSCRIPTION PLUS 8% PER ANNUM ACCRUING ON A DAILY BASIS FROM 1 SEPTEMBER 2000. ONLY WHEN THESE CONDITIONS ARE MET DOES ANY REMAINING DIVIDEND BECOME DISTRIBUTABLE TO THE ORDINARY SHAREHOLDERS. THIS B PREFERRED SHARE, B1 PREFERRED SHARE AND A PREFERRED SHARE PRIORITY CAN BE WAIVED BY A MAJORITY OF THESE SHARES VOTING TOGETHER AS ONE CLASS, IN WHICH CASE ALL SHARES WOULD RANK EQUALLY FOR A DIVIDEND DECLARED BY THE BOARD. CAPITAL ON A RETURN OF CAPITAL WHETHER ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (OTHER THAN A PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: A) IF ON A PARI PASSU RETURN OF CAPITAL TO THE HOLDERS OF B PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES AND ORDINARY SHARES, THE HOLDERS OF B PREFERRED SHARES AND B1 PREFERRED SHARES WOULD RECEIVE (INCLUDING ANY CUMULATIVE DIVIDEND RECEIVED), FOUR TIMES THEIR ORIGINAL SUBSCRIPTION PLUS 10% PER ANNUM ACCRUING ON A DAILY BASIS, THEN THE CAPITAL SHALL BE RETURNED PARI PASSU TO THE HOLDERS OF B PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES AND ORDINARY SHARES; OR B) IF A) DOES NOT APPLY THEN THE RETURN OF CAPITAL SHALL BE APPLIED: I) FIRSTLY TO THE B PREFERRED SHARES AND B1 PREFERRED SHARES, UNTIL THE HOLDERS OF THIS CLASS OF SHARE HAVE RECEIVED AN AMOUNT EQUAL TO THEIR ORIGINAL SUBSCRIPTION PLUS 10% PER ANNUM ACCRUING ON A DAILY BASIS, LESS ANY CUMULATIVE DIVIDENDS PAID TO SUCH HOLDERS OF B PREFERRED SHARES AND B1 PREFERRED SHARES; II) SECONDLY TO THE A PREFERRED SHARES UNTIL THE HOLDERS OF THIS CLASS HAVE RECEIVED AN AMOUNT EQUAL TO THEIR ORIGINAL SUBSCRIPTION PLUS 8% PER ANNUM ACCRUING ON A DAILY BASIS FROM 1 SEPTEMBER 2000, LESS ANY CUMULATIVE DIVIDENDS PAID TO SUCH HOLDERS OF A PREFERRED SHARES; III) FINALLY THE BALANCE, IF ANY, PARI PASSU TO THE HOLDERS OF B PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES AND ORDINARY SHARES. THE AMOUNT RECEIVED UNDER B) BY THE B PREFERRED SHARES AND B1 PREFERRED SHARES, INCLUDING ANY CUMULATIVE DIVIDEND, IS RESTRICTED TO FOUR TIMES THEIR ORIGINAL SUBSCRIPTION PLUS 10% PER ANNUM ACCRUING ON A DAILY BASIS. REDEMPTION THE A PREFERRED SHARES CAN BE CONVERTED INTO ORDINARY SHARES AT THE OPTION OF THE HOLDER AT A CONVERSION RATIO OF ONE TO ONE. THE A PREFERRED SHARES WILL AUTOMATICALLY CONVERT INTO ORDINARY SHARES ON A CONVERSION RATIO OF ONE TO ONE WHERE: I) IN AN ISSUE OF SHARES TO LIST THE COMPANY ON A RECOGNISED STOCK EXCHANGE, WHERE THE PROCEEDS ARE GREATER THAN US\$30M AND THE VALUATION OF THE SHARES IS GREATER THAN 400% OF THE SUBSCRIPTION PRICE PAID FOR THE B PREFERRED SHARES; OR II) ON THE WRITTEN NOTICE OF A MAJORITY OF THE B PREFERRED SHARES, B1 PREFERRED SHARES AND A PREFERRED SHARES THE A PREFERRED SHARES CARRY NO RIGHT OF REDEMPTION.

Class of shares	B PREFERRED	<i>Number allotted</i>	125322603
		<i>Aggregate nominal value</i>	1253226.03
<i>Currency</i>	GBP	<i>Amount paid</i>	0.164749
		<i>Amount unpaid</i>	0

Prescribed particulars

VOTING MEMBERS HOLDING B PREFERRED SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, AND TO ATTEND AND VOTE AT, GENERAL MEETINGS OF THE COMPANY; ON A SHOW OF HANDS EVERY HOLDER OF B PREFERRED SHARES 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 HOLDER OF B PREFERRED SHARES SO PRESENT SHALL HAVE ONE VOTE FOR EACH B PREFERRED SHARE HELD. INCOME WHERE A DIVIDEND IS DECLARED BY THE BOARD, IT IS FIRSTLY DISTRIBUTED TO THE B PREFERRED SHARES AND B1 PREFERRED SHARES, UNTIL THE HOLDERS OF THIS CLASS OF SHARE HAVE RECEIVED AN AMOUNT EQUAL TO THEIR ORIGINAL SUBSCRIPTION PLUS 10% PER ANNUM ACCRUING ON A DAILY BASIS. SECONDLY THE A PREFERRED SHARES SHOULD RECEIVE ANY ADDITIONAL DIVIDEND UNTIL THE HOLDERS OF THIS CLASS HAVE RECEIVED AN AMOUNT EQUAL TO THEIR ORIGINAL SUBSCRIPTION PLUS 8% PER ANNUM ACCRUING ON A DAILY BASIS FROM 1 SEPTEMBER 2000. ONLY WHEN THESE CONDITIONS ARE MET DOES ANY REMAINING DIVIDEND BECOME DISTRIBUTABLE TO THE ORDINARY SHAREHOLDERS. THIS B PREFERRED SHARE, B1 PREFERRED SHARE AND A PREFERRED SHARE PRIORITY CAN BE WAIVED BY A MAJORITY OF THESE SHARES VOTING TOGETHER AS ONE CLASS, IN WHICH CASE ALL SHARES WOULD RANK EQUALLY FOR A DIVIDEND DECLARED BY THE BOARD. CAPITAL ON A RETURN OF CAPITAL WHETHER ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (OTHER THAN A PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: A) IF ON A PARI PASSU RETURN OF CAPITAL TO THE HOLDERS OF B PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES AND ORDINARY SHARES, THE HOLDERS OF B PREFERRED SHARES AND B1 PREFERRED SHARES WOULD RECEIVE (INCLUDING ANY CUMULATIVE DIVIDEND RECEIVED), FOUR TIMES THEIR ORIGINAL SUBSCRIPTION PLUS 10% PER ANNUM ACCRUING ON A DAILY BASIS, THEN THE CAPITAL SHALL BE RETURNED PARI PASSU TO THE HOLDERS OF B PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES AND ORDINARY SHARES; OR B) IF A) DOES NOT APPLY THEN THE RETURN OF CAPITAL SHALL BE APPLIED: I) FIRSTLY TO THE B PREFERRED SHARES AND B1 PREFERRED SHARES, UNTIL THE HOLDERS OF THIS CLASS OF SHARE HAVE RECEIVED AN AMOUNT EQUAL TO THEIR ORIGINAL SUBSCRIPTION PLUS 10% PER ANNUM ACCRUING ON A DAILY BASIS, LESS ANY CUMULATIVE DIVIDENDS PAID TO SUCH HOLDERS OF B PREFERRED SHARES AND B1 PREFERRED SHARES; II) SECONDLY TO THE A PREFERRED SHARES UNTIL THE HOLDERS OF THIS CLASS HAVE RECEIVED AN AMOUNT EQUAL TO THEIR ORIGINAL SUBSCRIPTION PLUS 8% PER ANNUM ACCRUING ON A DAILY BASIS FROM 1 SEPTEMBER 2000, LESS ANY CUMULATIVE DIVIDENDS PAID TO SUCH HOLDERS OF A PREFERRED SHARES; III) FINALLY THE BALANCE, IF ANY, PARI PASSU TO THE HOLDERS OF B PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES AND ORDINARY SHARES. THE AMOUNT RECEIVED BY THE B PREFERRED SHARES AND B1 PREFERRED SHARES IN THE ABOVE MECHANISM, INCLUDING ANY CUMULATIVE DIVIDEND, IS RESTRICTED TO FOUR TIMES THEIR ORIGINAL SUBSCRIPTION PLUS 10% PER ANNUM ACCRUING ON A DAILY BASIS. REDEMPTION THE B PREFERRED SHARES CAN BE CONVERTED INTO ORDINARY SHARES AT THE OPTION OF THE HOLDER AT A CONVERSION RATIO OF ONE TO ONE. THE B PREFERRED SHARES WILL AUTOMATICALLY CONVERT INTO ORDINARY SHARES ON A CONVERSION RATIO OF ONE TO ONE WHERE: I) IN AN ISSUE OF SHARES TO LIST THE COMPANY ON A RECOGNISED STOCK EXCHANGE, WHERE THE PROCEEDS ARE GREATER THAN US\$30M AND THE VALUATION OF THE SHARES IS GREATER THAN 400% OF THE SUBSCRIPTION PRICE PAID FOR THE B PREFERRED SHARES; OR II) ON THE WRITTEN NOTICE OF A MAJORITY OF THE B PREFERRED SHARES, B1 PREFERRED SHARES AND A PREFERRED SHARES THE B PREFERRED SHARES CARRY NO RIGHT OF REDEMPTION.

Class of shares	B1 PREFERRED	<i>Number allotted</i>	2877535
		<i>Aggregate nominal value</i>	28775.35
<i>Currency</i>	GBP	<i>Amount paid</i>	0.294111
		<i>Amount unpaid</i>	0

Prescribed particulars

VOTING MEMBERS HOLDING B1 PREFERRED SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, AND TO ATTEND AND VOTE AT, GENERAL MEETINGS OF THE COMPANY; ON A SHOW OF HANDS EVERY HOLDER OF B1 PREFERRED SHARES 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 HOLDER OF B1 PREFERRED SHARES SO PRESENT SHALL HAVE ONE VOTE FOR EACH B1 PREFERRED SHARE HELD. INCOME WHERE A DIVIDEND IS DECLARED BY THE BOARD, IT IS FIRSTLY DISTRIBUTED TO THE B PREFERRED SHARES AND B1 PREFERRED SHARES, UNTIL THE HOLDERS OF THIS CLASS OF SHARE HAVE RECEIVED AN AMOUNT EQUAL TO THEIR ORIGINAL SUBSCRIPTION PLUS 10% PER ANNUM ACCRUING ON A DAILY BASIS. SECONDLY THE A PREFERRED SHARES SHOULD RECEIVE ANY ADDITIONAL DIVIDEND UNTIL THE HOLDERS OF THIS CLASS HAVE RECEIVED AN AMOUNT EQUAL TO THEIR ORIGINAL SUBSCRIPTION PLUS 8% PER ANNUM ACCRUING ON A DAILY BASIS FROM 1 SEPTEMBER 2000. ONLY WHEN THESE CONDITIONS ARE MET DOES ANY REMAINING DIVIDEND BECOME DISTRIBUTABLE TO THE ORDINARY SHAREHOLDERS. THIS B PREFERRED SHARE, B1 PREFERRED SHARE AND A PREFERRED SHARE PRIORITY CAN BE WAIVED BY A MAJORITY OF THESE SHARES VOTING TOGETHER AS ONE CLASS, IN WHICH CASE ALL SHARES WOULD RANK EQUALLY FOR A DIVIDEND DECLARED BY THE BOARD. CAPITAL ON A RETURN OF CAPITAL WHETHER ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (OTHER THAN A PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED: A) IF ON A PARI PASSU RETURN OF CAPITAL TO THE HOLDERS OF B PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES AND ORDINARY SHARES, THE HOLDERS OF B PREFERRED SHARES AND B1 PREFERRED SHARES WOULD RECEIVE (INCLUDING ANY CUMULATIVE DIVIDEND RECEIVED), FOUR TIMES THEIR ORIGINAL SUBSCRIPTION PLUS 10% PER ANNUM ACCRUING ON A DAILY BASIS, THEN THE CAPITAL SHALL BE RETURNED PARI PASSU TO THE HOLDERS OF B PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES AND ORDINARY SHARES; OR B) IF A) DOES NOT APPLY THEN THE RETURN OF CAPITAL SHALL BE APPLIED: I) FIRSTLY TO THE B PREFERRED SHARES AND B1 PREFERRED SHARES, UNTIL THE HOLDERS OF THIS CLASS OF SHARE HAVE RECEIVED AN AMOUNT EQUAL TO THEIR ORIGINAL SUBSCRIPTION PLUS 10% PER ANNUM ACCRUING ON A DAILY BASIS, LESS ANY CUMULATIVE DIVIDENDS PAID TO SUCH HOLDERS OF B PREFERRED SHARES AND B1 PREFERRED SHARES; II) SECONDLY TO THE A PREFERRED SHARES UNTIL THE HOLDERS OF THIS CLASS HAVE RECEIVED AN AMOUNT EQUAL TO THEIR ORIGINAL SUBSCRIPTION PLUS 8% PER ANNUM ACCRUING ON A DAILY BASIS FROM 1 SEPTEMBER 2000, LESS ANY CUMULATIVE DIVIDENDS PAID TO SUCH HOLDERS OF A PREFERRED SHARES; III) FINALLY THE BALANCE, IF ANY, PARI PASSU TO THE HOLDERS OF B PREFERRED SHARES, B1 PREFERRED SHARES, A PREFERRED SHARES AND ORDINARY SHARES. THE AMOUNT RECEIVED UNDER B) BY THE B PREFERRED SHARES AND B1 PREFERRED SHARES, INCLUDING ANY CUMULATIVE DIVIDEND, IS RESTRICTED TO FOUR TIMES THEIR ORIGINAL SUBSCRIPTION PLUS 10% PER ANNUM ACCRUING ON A DAILY BASIS. REDEMPTION THE B1 PREFERRED SHARES CAN BE CONVERTED INTO ORDINARY SHARES AT THE OPTION OF THE HOLDER AT A CONVERSION RATIO OF ONE TO ONE. THE B1 PREFERRED SHARES WILL AUTOMATICALLY CONVERT INTO ORDINARY SHARES ON A CONVERSION RATIO OF ONE TO ONE WHERE: I) IN AN ISSUE OF SHARES TO LIST THE COMPANY ON A RECOGNISED STOCK EXCHANGE, WHERE THE PROCEEDS ARE GREATER THAN US\$30M AND THE VALUATION OF THE SHARES IS GREATER THAN 400% OF THE SUBSCRIPTION PRICE PAID FOR THE B PREFERRED SHARES; OR II) ON THE WRITTEN NOTICE OF A MAJORITY OF THE B PREFERRED SHARES, B1 PREFERRED SHARES AND A PREFERRED SHARES THE B1 PREFERRED SHARES CARRY NO RIGHT OF REDEMPTION.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	172145565
		<i>Total aggregate nominal value</i>	1721455.65

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 20/03/2010 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for a private or non-traded public company are shown below

<i>Shareholding 1</i>	: 3145860 ORDINARY shares held as at 2010-03-20
<i>Name:</i>	APPAX PP NOMINEES A-C UK V1
<i>Shareholding 2</i>	: 4545454 B PREFERRED shares held as at 2010-03-20
<i>Name:</i>	STAR GROWTH ENTERPRISE
<i>Shareholding 3</i>	: 36364 B PREFERRED shares held as at 2010-03-20
<i>Name:</i>	CHRISTOPHER LYDDON
<i>Shareholding 4</i>	: 1533284 A PREFERRED shares held as at 2010-03-20
<i>Name:</i>	VITALIFE PTRS MANAGEMENT LP
<i>Shareholding 5</i>	: 38838 ORDINARY shares held as at 2010-03-20
<i>Name:</i>	THE CHANCELLOR MASTERS & SCHOLARS OF THE UNIVERSITY OF OXFORD
<i>Shareholding 6</i>	: 5117156 B PREFERRED shares held as at 2010-03-20
<i>Name:</i>	EVERGREEN IV LIFE SCIENCES PARALLEL FUND ISRAEL LTD
<i>Shareholding 7</i>	: 1324933 B PREFERRED shares held as at 2010-03-20
<i>Name:</i>	APAX PP NOMINEES A-C UK V1
<i>Shareholding 8</i>	: 420591 B PREFERRED shares held as at 2010-03-20
<i>Name:</i>	STAR MANAGEMENT OF INVESTMENTS NO II 2000 LP
<i>Shareholding 9</i>	: 145455 B PREFERRED shares held as at 2010-03-20
<i>Name:</i>	UDI GILBOA
<i>Shareholding 10</i>	: 227273 B PREFERRED shares held as at 2010-03-20
<i>Name:</i>	SVM STAR VENTURES MANAGEMENT GESELLSCHAFT MBM NR 3 & CO BETEIGUNGS KG
<i>Shareholding 11</i>	: 8219168 B PREFERRED shares held as at 2010-03-20

Name: EVERGREEN IV LP

Shareholding 12 : 1726521 B1 PREFERRED shares held as at 2010-03-20
Name: KOOR CORPORATE VENTURE LP

Shareholding 13 : 545455 B PREFERRED shares held as at 2010-03-20
Name: RONALD LONG

Shareholding 14 : 19419 ORDINARY shares held as at 2010-03-20
Name: CAMBRIDGE UNIVERSITY TECHNICAL SERVICES LTD

Shareholding 15 : 116513 ORDINARY shares held as at 2010-03-20
Name: JONATHAN BLACKBURN

Shareholding 16 : 1151014 B1 PREFERRED shares held as at 2010-03-20
Name: VITALIFE PTRS MANAGEMENT LP

Shareholding 17 : 0 ORDINARY shares held as at 2010-03-20
6255000 shares transferred on 2006-08-01
Name: HEALTHCARE TECHNOLOGIES LTD

Shareholding 18 : 174770 ORDINARY shares held as at 2010-03-20
Name: ROLAND KOZLOWSKI

Shareholding 19 : 6044321 B PREFERRED shares held as at 2010-03-20
Name: KOOR CORPORATE VENTURE LP

Shareholding 20 : 3897591 B PREFERRED shares held as at 2010-03-20
Name: SVE STAR VENTURES ENTERPRISES GMBH & CO NO IX KG

Shareholding 21 : 11445233 B PREFERRED shares held as at 2010-03-20
Name: EVERGREEN PTRS US DIRECT FUND III LP

Shareholding 22 : 6180931 A PREFERRED shares held as at 2010-03-20
Name: KOOR CORPORATE VENTURE LP

Shareholding 23 : 12000000 ORDINARY shares held as at 2010-03-20
Name: SIGMA ALDRICH CORP

Shareholding 24 : 74996122 B PREFERRED shares held as at 2010-03-20
Name: APAX WW NOMINEES A-C AES

Shareholding 25 : 545455 B PREFERRED shares held as at 2010-03-20
Name: JOHANNA GRIFFIN

Shareholding 26 : **5739123 B PREFERRED shares held as at 2010-03-20**
Name: **VITALIFE PTRS MANAGEMENT LP**

Shareholding 27 : **127653 ORDINARY shares held as at 2010-03-20**
Name: **OFER MARKHAM**

Shareholding 28 : **981553 B PREFERRED shares held as at 2010-03-20**
Name: **EVERGREEN PTRS DIRECT FUND III ISRAEL 1 LP**

Shareholding 29 : **14353159 ORDINARY shares held as at 2010-03-20**
Name: **MOURANT & CO TRUSTEES LTD AS TRUSTEES OF THE PROCOGNIA EMPLOYEE SHARE TRUST**

Shareholding 30 : **909538 B PREFERRED shares held as at 2010-03-20**
Name: **EP E3 OVERSEAS LTD**

Shareholding 31 : **181818 B PREFERRED shares held as at 2010-03-20**
Name: **ZOHAR YAKHIVI**

Shareholding 32 : **6255000 ORDINARY shares held as at 2010-03-20**
Name: **GAMIDA FOR LIFE BV**

Authorisation

Authenticated

This form was authorised by one of the following:

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