

SH01

Return of allotment of shares

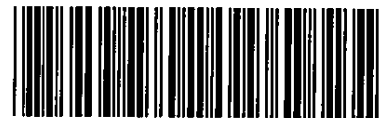
BLUEPRINT
2000

You can use the WebFiling service to file this form online
Please go to 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
notice of shares taken by sub
on formation of the company
for an allotment of a new class
shares by an unlimited company

WEDNESDAY



AYPVRO07

A11 06/10/2010 399
COMPANIES HOUSE

1 Company details

Company number 0 4 5 6 2 6 5 9
Company name in full LECTUS THERAPEUTICS LIMITED

→ **Filing in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date d 0 d 5 m 1 m 0 y 2 y 0 y 1 y 0
To Date d d m m y y y y

1 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

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ²	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
A Preferred	£	42,401,844	£0.001	£0.51	

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

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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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
See continuation page attached				£
				£
				£
				£
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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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 ❹	

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

❶ Including both the nominal value and any share premium

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

❸ Total number of issued shares in this class.

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

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

- ① Including both the nominal value and any share premium
- ② Total number of issued shares in this class
- ③ E.g. Number of shares issued multiplied by nominal value of each share

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Return of allotment of shares

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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	A Preferred £0 001	
Prescribed particulars ①	See continuation page	
Class of share	Ordinary £0 001	
Prescribed particulars ①	See continuation page	
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

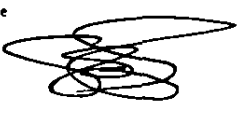
A separate table must be used for each class of share

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	<div>Signature</div> <div>X  X</div>	
	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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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Preferred Shares of £0 001	
Prescribed particulars	<p data-bbox="339 468 416 495">Voting</p> <p data-bbox="339 535 1129 757">The A Preferred Shareholders are entitled to receive notice of, to attend, and to vote at, general meetings of the company. Each A Preferred Shareholder who 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 on a show of hands and on a poll every A Preferred Shareholder shall have one vote for each A Preferred Share held by him.</p> <p data-bbox="339 797 1102 887">A 'Leaver' or a 'Relevant Member', as defined by the company's articles of association, shall not have any rights to receive notice of any general meeting of the company or to vote at any such meeting.</p> <p data-bbox="339 927 456 954">Dividends</p> <p data-bbox="339 994 1129 1149">The A Preferred Shareholders shall be entitled in respect of their A Preferred Shares to receive a fixed cumulative preferential dividend at the rate of 8% per annum accruing on a daily basis on the Subscription Price (as defined in the company's articles of association) for such A Preferred Shares, which shall be payable on the earlier of</p> <p data-bbox="339 1189 1129 1279">(a) a return of assets on a liquidation, reduction of capital or otherwise by the company pursuant to article 4.1 of the company's articles of association,</p> <p data-bbox="339 1319 1082 1375">(b) a Sale (as defined by the company's articles of association), in accordance with article 5, or</p> <p data-bbox="339 1415 1121 1471">(c) upon the date of conversion of the A Preferred Shares pursuant to article 7.</p> <p data-bbox="339 1512 1129 1700">Save for the dividend payable to the A Preferred Shareholders, the A Preferred Shares shall rank <i>pari passu</i> in all respects as to dividend with the Ordinary Shares and no dividend shall be declared or paid on the Ordinary Shares without a like dividend being declared or paid, as the case may be, on the A Preferred Shares, without the consent of the holders of the A Preferred Shares.</p> <p data-bbox="339 1740 1129 1928">No dividend payment shall be due to a member if as a result of such dividend payment (when aggregated with any dividend payments which would otherwise be due to persons connected with that member pursuant to section 839 ICTA) being due, any shareholding is thereby prevented from being or ceases to be a Qualifying Holding as such term is defined in Schedule 28B to ICTA, but provided that if any part</p> <p data-bbox="339 1968 451 1995">continued</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Preferred Shares of £0 001	
Prescribed particulars	<p>of the dividend payment which is due to such member can be paid without the holding being prevented from being or ceasing to be a Qualifying Holding, so much of the dividend payment shall be paid as is possible without prejudicing the Qualifying Holding status of the relevant shares. Any dividend payment not paid to such member as a result of this shall be distributed amongst the other members rateably in proportion to the number of shares held by them respectively</p> <p>Capital Distribution</p> <p>Liquidation preference</p> <p>On a return of assets on a liquidation or reduction of capital the A Preferred Shareholders shall be entitled in respect of their A Preferred Shares</p> <p>(a) to be paid out of the surplus assets of the company remaining after payment of its liabilities, an aggregate amount equal to the Subscription Price (as defined by the company's articles) for all the A Preferred Shares together with the dividend payable to the A Preferred Shareholders, which has accrued up to the date of such return and any arrears thereon in preference to any amount paid to the Ordinary Shareholders in respect of their Ordinary Shares, such aggregate amount to be allocated among and paid to the A Preferred Shareholders in the proportions in which the aggregate Subscription Price paid by each A Preferred Shareholder for its A Preferred Shares bears to the aggregate Subscription Price paid for all A Preferred Shares, and</p> <p>(b) thereafter to share in any balance pari passu with the Ordinary Shareholders (pro rata based on each holder's respective holding of Equity Share Capital (as defined in the company's articles of association))</p> <p>No payment on a return of assets on a liquidation or reduction of capital shall be due to a member if as a result of such payment (when aggregated with any payments which would otherwise be due to persons connected with that member pursuant to section 839 ICTA) being due, any shareholding is thereby prevented from being or ceases to be a Qualifying Holding, but provided that if any part of the payment which is due to such member can be paid without the holding being prevented from being or ceasing to be a Qualifying Holding, so much of the payment shall be paid as is possible without prejudicing the Qualifying Holding status of the relevant shares. Any payment not paid to such member as a result of this shall be distributed amongst the other holders of A Preferred Shares to the greatest extent possible and thereafter amongst the other members rateably in proportion to the number of shares held by them respectively</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Preferred Shares of £0 001	
Prescribed particulars	<p>Sale preference</p> <p>In the event of a Sale (Asset Sale (defined below) and Share Sale being the sale of any part of the issued share capital to any person resulting in that person together with any person acting in concert (within the meaning given in the City Code on Takeovers and Mergers as in force at the Adoption Date) with such person holding 70% or more of the issued share capital and for this purpose the A Preferred Shareholders on 30 December 2005 and any person(s) for the ultimate benefit of whom such holders are holding such A Preferred Shares shall not be deemed to be acting in concert with each other) the total of all and any form of consideration received or receivable by the sellers at any time in respect of the shares that are the subject of the Sale shall be reallocated between the sellers of such shares so as to ensure the following order of application of the aggregate sale proceeds</p> <p>(a) first, in paying to the A Preferred Shareholders in respect of their holdings of A Preferred Shares an aggregate amount equal to the Subscription Price for all the A Preferred Shares together with the Preferred Dividend and any Arrears thereon, such aggregate amount to be allocated and paid between the A Preferred Shareholders in the proportions in which the aggregate Subscription Price paid by each A Preferred Shareholder for its A Preferred Shares bears to the aggregate Subscription Price paid for all A Preferred Shares, and</p> <p>(b) secondly, in paying the balance <i>pari passu</i> to the sellers of the A Preferred Shares and Ordinary Shares (pro rata based on each holder's respective shareholding)</p> <p>In the event of an Asset Sale (the disposal by the Company of all or substantially all of its undertaking and assets), the surplus assets of the company after payment of its liabilities shall be distributed (insofar as the Company is lawfully able to do so) in the order of priority set out above provided that if it is not lawful for the company to distribute such surplus assets in this way, the surplus assets will be returned to the shareholders in accordance with the liquidation preference rights</p> <p>Redemption</p> <p>The A Preferred Shares 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	Ordinary Shares of £0 001	
Prescribed particulars	<p>Voting</p> <p>The Ordinary Shareholders are entitled to receive notice of, to attend, and to vote at, general meetings of the company Each Ordinary Shareholder who 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 on a show of hands and on a poll every Ordinary Shareholder shall have one vote for each Ordinary Share held by him</p> <p>A 'Leaver' or a 'Relevant Member', as defined by the company's articles of association, shall not have any rights to receive notice of any general meeting of the company or to vote at any such meeting</p> <p>Dividends</p> <p>Save for the dividend payable to the A Preferred shareholders, the Ordinary Shares shall rank pari passu in all respects as to dividend with the A Preferred Shares No dividend shall be declared or paid on the Ordinary Shares without a like dividend being declared or paid, as the case may be, on the A Preferred Shares, without the consent of the holders of the A Preferred Shares</p> <p>No dividend payment shall be due to a member if as a result of such dividend payment (when aggregated with any dividend payments which would otherwise be due to persons connected with that member pursuant to section 839 ICTA) being due, any shareholding is thereby prevented from being or ceases to be a Qualifying Holding as such term is defined in Schedule 28B to ICTA, but provided that if any part of the dividend payment which is due to such member can be paid without the holding being prevented from being or ceasing to be a Qualifying Holding, so much of the dividend payment shall be paid as is possible without prejudicing the Qualifying Holding status of the relevant shares Any dividend payment not paid to such member as a result of this shall be distributed amongst the other members rateably in proportion to the number of shares held by them respectively</p> <p>Capital Distribution</p> <p>Liquidation preference</p> <p>On a return of assets on a liquidation or reduction of capital the A Preferred Shareholders shall be entitled in respect of their A Preferred Shares</p> <p>(a) to be paid out of the surplus assets of the Company remaining</p> <p>continued</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares of £0.001	
Prescribed particulars	<p>after payment of its liabilities, an aggregate amount equal to the Subscription Price for all the A Preferred Shares together with the Preferred Dividend, which has accrued up to the date of such return and any arrears thereon in preference to any amount paid to the holders of Ordinary Shares in respect of their Ordinary Shares, such aggregate amount to be allocated among and paid to the A Preferred Shareholders in the proportions in which the aggregate Subscription Price paid by each A Preferred Shareholder for its A Preferred Shares bears to the aggregate Subscription Price paid for all A Preferred Shares, and</p> <p>(b) thereafter to share in any balance <i>pari passu</i> with the Ordinary Shareholders (pro rata based on each holder's respective shareholding)</p> <p>No payment on a return of assets on a liquidation or reduction of capital shall be due to a member if as a result of such payment (when aggregated with any payments which would otherwise be due to persons connected with that member pursuant to section 839 ICTA) being due, any shareholding is thereby prevented from being or ceases to be a Qualifying Holding, but provided that if any part of the payment which is due to such member can be paid without the holding being prevented from being or ceasing to be a Qualifying Holding, so much of the payment shall be paid as is possible without prejudicing the Qualifying Holding status of the relevant shares. Any payment not paid to such member as a result of this shall be distributed amongst the other holders of A Preferred Shares to the greatest extent possible and thereafter amongst the other members rateably in proportion to the number of shares held by them respectively</p> <p>Sale preference In the event of a Sale (Asset Sale (defined below) and Share Sale being the sale of any part of the issued share capital to any person resulting in that person together with any person acting in concert (within the meaning given in the City Code on Takeovers and Mergers as in force at the Adoption Date) with such person holding 70% or more of the issued share capital and for this purpose the A Preferred Shareholders on 30 December 2005 and any person(s) for the ultimate benefit of whom such holders are holding such A Preferred Shares shall not be deemed to be acting in concert with each other) the total of all and any form of consideration received or receivable by the sellers at any time in respect of the shares that are the subject of the Sale shall be reallocated between the sellers of such shares so as</p> <p>continued</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares of £0 001	
Prescribed particulars	<p>to ensure the following order of application of the aggregate sale proceeds</p> <p>(a) first, in paying to the A Preferred Shareholders in respect of their holdings of A Preferred Shares an aggregate amount equal to the Subscription Price for all the A Preferred Shares together with the Preferred Dividend and any Arrears thereon, such aggregate amount to be allocated and paid between the A Preferred Shareholders in the proportions in which the aggregate Subscription Price paid by each A Preferred Shareholder for its A Preferred Shares bears to the aggregate Subscription Price paid for all A Preferred Shares, and</p> <p>(b) secondly, in paying the balance <i>pari passu</i> to the sellers of the A Preferred Shares and Ordinary Shares (pro rata based on each holder's respective shareholding)</p> <p>In the event of an Asset Sale (the disposal by the Company of all or substantially all of its undertaking and assets), the surplus assets of the company after payment of its liabilities shall be distributed (insofar as the Company is lawfully able to do so) in the order of priority set out above provided that if it is not lawful for the company to distribute such surplus assets in this way, the surplus assets will be returned to the shareholders in accordance with the liquidation preference rights</p> <p>Redemption</p> <p>The Ordinary Shares do not confer any rights of redemption</p>	

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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 Ref NB01

Company name Pannone LLP

Address 123 Deansgate

Post town Manchester

Country/Region

Postcode M 3 2 B U

Country

DX 14314 Manchester 1

Telephone 0161 909 3000



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 or email 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