



Companies House

AR01 (ef)

Annual Return



Received for filing in Electronic Format on the: **05/04/2015**

X44NT1SG

Company Name: **Oxford Nanopore Technologies Limited**

Company Number: **05386273**

Date of this return: **08/03/2015**

SIC codes: **72190**

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

Situation of Registered Office: **EDMUND CARTWRIGHT HOUSE 4 ROBERT ROBINSON AVENUE
OXFORD SCIENCE PARK
OXFORD
UNITED KINGDOM
OX4 4GA**

Single Alternative Inspection Location (SAIL)

The address for an alternative location to the company's registered office for the inspection of registers is:

**9400 GARSINGTON ROAD
OXFORD BUSINESS PARK
OXFORD
UNITED KINGDOM
OX4 2HN**

The following records have moved to the single alternative inspection location:

Register of members (section 114)
Register of directors (section 162)
Register of secretaries (section 275)
Register of debenture holders (section 743)

Officers of the company

Company Secretary 1

Type: **Corporate**
Name: **ALDWYCH SECRETARIES LIMITED**

Registered or principal address: **ABACUS HOUSE 33 GUTTER LANE
LONDON
ENGLAND
ENGLAND
EC2V 8AR**

European Economic Area (EEA) Company

Register Location: **UNITED KINGDOM**
Registration Number: **02446728**

Company Director 1

Type: **Person**
Full forename(s): **PETER VANCE**

Surname: **ALLEN**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **03/03/1956** *Nationality:* **BRITISH**
Occupation: **NON-EXECUTIVE DIRECTOR**

Company Director 2

Type: **Person**
Full forename(s): ALAN JOHN

Surname: AUBREY

Former names:

Service Address: THE COTTAGE THE VILLAGE
SKELTON
YORK
UNITED KINGDOM
YO30 1XX

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: 07/04/1961 *Nationality:* BRITISH
Occupation: CHIEF EXECUTIVE OFFICER

Company Director **3**

Type: **Person**
Full forename(s): **JOHN HAGAN PRYCE**

Surname: **BAYLEY**

Former names:

Service Address: **HERTFORD COLLEGE CATTE STREET
OXFORD
UNITED KINGDOM
OX1 3BN**

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

Date of Birth: **13/02/1951** *Nationality:* **US**

Occupation: **UNIVERSITY PROFESSOR**

Company Director 4

Type: **Person**
Full forename(s): **MR JAMES ANGUS**

Surname: **MCDONALD**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **07/10/1953** *Nationality:* **BRITISH**

Occupation: **FINANCE DIRECTOR**

Company Director **5**

Type: **Person**
Full forename(s): **DR GURDIAL SINGH**

Surname: **SANGHERA**

Former names:

Service Address: **23 FIVE MILE DRIVE**
 OXFORD
 OXFORDSHIRE
 UNITED KINGDOM
 OX2 8HT

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

Date of Birth: **07/01/1961** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Company Director **6**

Type: **Person**

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

Surname: **WILLCOCKS**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **06/08/1976**

Nationality: **BRITISH**

Occupation: **COMPANY DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	DEFERRED	<i>Number allotted</i>	733677
		<i>Aggregate nominal value</i>	3668.385
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.005
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE DEFERRED SHARES GRANT THE HOLDER NO RIGHTS TO RECEIVE NOTICE OR TO ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY AND DO NOT CONFER ANY OTHER VOTING RIGHTS IN RELATION TO ANY RESOLUTION OF THE MEMBERS. THE DEFERRED SHARES GIVE NO ENTITLEMENT TO ANY DIVIDEND OR ANY OTHER DISTRIBUTION OF THE COMPANY. THE ENTITLEMENT OF HOLDERS OF ANY DEFERRED SHARES TO PARTICIPATE ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY SHALL BE LIMITED TO THE REPAYMENT OF THE AMOUNT PAID UP ON SUCH DEFERRED SHARES TO A MAXIMUM OF 0.5 PENCE PER DEFERRED SHARE AND SUCH ENTITLEMENT SHALL TAKE PLACE ONLY AFTER EACH OF THE MEMBERS HAS RECEIVED THIS ENTITLED SUM PLUS THE PAYMENT IN CASH OF £1 MILLION. HOLDERS OF THE DEFERRED SHARES SHALL NOT BE ENTITLED TO ANY OTHER RETURN OF CAPITAL OR RIGHT OF PARTICIPATION IN THE ASSETS OF THE COMPANY. THE DEFERRED SHARES MAY BE REDEEMED AT THE OPTION OF THE COMPANY FOR AN AGGREGATE PAYMENT OF 1 PENNY IN RESPECT OF ALL THE DEFERRED SHARES.

Class of shares	ORDINARY	<i>Number allotted</i>	6102615
		<i>Aggregate nominal value</i>	6102.615
<i>Currency</i>	GBP	<i>Amount paid</i>	0.001
		<i>Amount unpaid</i>	0

Prescribed particulars

THE ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED. THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO VOTE AT GENERAL MEETINGS. THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO PARTICIPATE IN DIVIDENDS PAID BY THE COMPANY. AS REGARDS CAPITAL: ON AND WITH EFFECT FROM: (1) THE TRANSFER, IN A SINGLE TRANSACTION OR IN A SERIES OF RELATED TRANSACTIONS, OF ALL OR SUBSTANTIALLY ALL OF THE TRADE AND ASSETS OF THE COMPANY AND ITS SUBSIDIARIES ("THE GROUP") TO ANY PERSON IN CIRCUMSTANCES WHERE ALL OR A MAJORITY OF THE PROCEEDS OF SUCH TRANSFER ARE SUBSEQUENTLY DISTRIBUTED TO MEMBERS (A DISPOSAL'); OR (2) ANY RETURN OF CAPITAL OF THE COMPANY RESULTING FROM ANY LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY, WHETHER VOLUNTARY OR INVOLUNTARY OR ANY OTHER RETURN OF CAPITAL OF THE COMPANY NOT RESULTING FROM A DISPOSAL (A "LIQUIDATION EVENT") THEN, PROVIDED THAT: (A) THE DISPOSAL OR LIQUIDATION EVENT OCCURS BY 29 JANUARY 2015; AND (B) IN THE CASE OF A DISPOSAL, THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY EXCEEDS £160 MILLION (OR ANY EQUIVALENT VALUE IN A CURRENCY OTHER THAN POUND STERLING) THE HOLDERS OF THE A SHARES WILL BE ENTITLED TO RECEIVE A PROPORTION OF THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS (THE 'A SHARE PROCEEDS') CALCULATED IN ACCORDANCE WITH THE FORMULA SET OUT BELOW AND THE HOLDERS OF THE ORDINARY SHARES WILL BE ENTITLED TO THE BALANCE OF SUCH AMOUNT. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS SHALL BE CALCULATED BY THE DIRECTORS OR ANY OTHER PERSON APPOINTED BY THE DIRECTORS BY APPLYING THE FORMULA BELOW. $Y = [(X - 125,000,000) / (A + B)] \times B$ BUT "Y" = D WHERE: "Y" = THE TOTAL AMOUNT OF THE A SHARE PROCEEDS "X" = THE VALUE OF THE COMPANY AS DETERMINED BY THE DIRECTORS IN THEIR REASONABLE EXPECTATION AS AT THE DATE ON WHICH THE DISPOSAL OR LIQUIDATION EVENT BECOMES OR IS TO BECOME EFFECTIVE BASED ON THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL OR LIQUIDATION EVENT BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY. "A" = THE AGGREGATE OF (I) THE NUMBER OF ORDINARY SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT; AND (II) THE NUMBER OF ORDINARY SHARES WHICH WOULD BE ISSUED IF ALL OPTIONS REMAINING UNDER ANY SHARE OPTION SCHEME ESTABLISHED BY THE COMPANY WHICH IS AN "EMPLOYEES' SHARE SCHEME" WITHIN THE MEANING OF SECTION 1166 OF THE COMPANIES ACT 2006 OR WOULD BE BUT FOR THE ABILITY OF CONSULTANTS AND/OR NON EXECUTIVE DIRECTORS TO PARTICIPATE THEREIN WHICH ARE CAPABLE OF BEING EXERCISED AT SUCH DISPOSAL OR LIQUIDATION EVENT WERE EXERCISED IN FULL "B" = THE AGGREGATE NUMBER OF A SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT "D" = $(E - 1.5) \times B \times 0.5$ "E" = $Z / (A + 0.5B)$ "Z" = $X + (0.5B \times 1.5)$ THE A SHARES AS A CLASS SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS IF THE AMOUNT OF "X" DOES NOT EXCEED £125,000,000. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS (SHOWN AS "Y") SHALL BE CAPPED AT THE AMOUNT OF "B". IF A DISPOSAL OR LIQUIDATION EVENT DOES NOT OCCUR BY 29TH JANUARY 2015 THE DIRECTORS OF THE COMPANY ARE OBLIGED, BY WRITTEN NOTICE TO THE HOLDERS OF THE A SHARES, TO CONVERT ALL THE A SHARES IN ISSUE TO DEFERRED SHARES AND WITHOUT ANY FURTHER ACTION REQUIRED, ALL SUCH A SHARES SHALL BE AUTOMATICALLY CONVERTED INTO DEFERRED SHARES. THE ENTITLEMENT OF HOLDERS OF ANY DEFERRED SHARES TO PARTICIPATION ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY SHALL BE LIMITED TO THE REPAYMENT OF THE AMOUNT PAID UP ON SUCH DEFERRED SHARES TO A MAXIMUM OF 5 PENCE PER DEFERRED SHARE AND SUCH ENTITLEMENT SHALL TAKE PLACE ONLY AFTER EACH OF THE MEMBERS HAS RECEIVED HIS ENTITLED SUM CALCULATED PURSUANT TO ARTICLE 5.3.4(B) PLUS THE PAYMENT IN CASH OF £1 MILLION. HOLDERS OF THE DEFERRED SHARES SHALL NOT BE ENTITLED TO ANY OTHER RETURN OF

Class of shares	ORDINARY	<i>Number allotted</i>	60000
		<i>Aggregate nominal value</i>	60
<i>Currency</i>	GBP	<i>Amount paid</i>	0.5
		<i>Amount unpaid</i>	0

Prescribed particulars

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Class of shares	ORDINARY	Number allotted	235720
		Aggregate nominal value	235.72
Currency	GBP	Amount paid	0.7
		Amount unpaid	0

Prescribed particulars

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Class of shares	ORDINARY	Number allotted	17690
		Aggregate nominal value	17.69
Currency	GBP	Amount paid	1.15
		Amount unpaid	0

Prescribed particulars

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Class of shares	ORDINARY	Number allotted	181290
		Aggregate nominal value	181.29
Currency	GBP	Amount paid	1.335
		Amount unpaid	0

Prescribed particulars

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Class of shares	ORDINARY	<i>Number allotted</i>	4310
		<i>Aggregate nominal value</i>	4.31
<i>Currency</i>	GBP	<i>Amount paid</i>	2.6
		<i>Amount unpaid</i>	0

Prescribed particulars

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Class of shares	ORDINARY	Number allotted	2152740
		Aggregate nominal value	2152.74
Currency	GBP	Amount paid	3.5
		Amount unpaid	0

Prescribed particulars

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Class of shares	ORDINARY	<i>Number allotted</i>	1758420
		<i>Aggregate nominal value</i>	1758.42
<i>Currency</i>	GBP	<i>Amount paid</i>	5.744
		<i>Amount unpaid</i>	0

Prescribed particulars

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Class of shares	ORDINARY	<i>Number allotted</i>	315270
		<i>Aggregate nominal value</i>	315.27
<i>Currency</i>	GBP	<i>Amount paid</i>	6.676851
		<i>Amount unpaid</i>	0

Prescribed particulars

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Class of shares	ORDINARY	<i>Number allotted</i>	1772320
		<i>Aggregate nominal value</i>	1772.32
<i>Currency</i>	GBP	<i>Amount paid</i>	6.676865
		<i>Amount unpaid</i>	0

Prescribed particulars

THE ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED. THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO VOTE AT GENERAL MEETINGS. THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO PARTICIPATE IN DIVIDENDS PAID BY THE COMPANY. AS REGARDS CAPITAL: ON AND WITH EFFECT FROM: (1) THE TRANSFER, IN A SINGLE TRANSACTION OR IN A SERIES OF RELATED TRANSACTIONS, OF ALL OR SUBSTANTIALLY ALL OF THE TRADE AND ASSETS OF THE COMPANY AND ITS SUBSIDIARIES ("THE GROUP") TO ANY PERSON IN CIRCUMSTANCES WHERE ALL OR A MAJORITY OF THE PROCEEDS OF SUCH TRANSFER ARE SUBSEQUENTLY DISTRIBUTED TO MEMBERS (A DISPOSAL'); OR (2) ANY RETURN OF CAPITAL OF THE COMPANY RESULTING FROM ANY LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY, WHETHER VOLUNTARY OR INVOLUNTARY OR ANY OTHER RETURN OF CAPITAL OF THE COMPANY NOT RESULTING FROM A DISPOSAL (A "LIQUIDATION EVENT") THEN, PROVIDED THAT: (A) THE DISPOSAL OR LIQUIDATION EVENT OCCURS BY 29 JANUARY 2015; AND (B) IN THE CASE OF A DISPOSAL, THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY EXCEEDS £160 MILLION (OR ANY EQUIVALENT VALUE IN A CURRENCY OTHER THAN POUND STERLING) THE HOLDERS OF THE A SHARES WILL BE ENTITLED TO RECEIVE A PROPORTION OF THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS (THE 'A SHARE PROCEEDS') CALCULATED IN ACCORDANCE WITH THE FORMULA SET OUT BELOW AND THE HOLDERS OF THE ORDINARY SHARES WILL BE ENTITLED TO THE BALANCE OF SUCH AMOUNT. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS SHALL BE CALCULATED BY THE DIRECTORS OR ANY OTHER PERSON APPOINTED BY THE DIRECTORS BY APPLYING THE FORMULA BELOW. $Y = [(X - 125,000,000) / (A + B)] \times B$ BUT "Y" = D WHERE: "Y" = THE TOTAL AMOUNT OF THE A SHARE PROCEEDS "X" = THE VALUE OF THE COMPANY AS DETERMINED BY THE DIRECTORS IN THEIR REASONABLE EXPECTATION AS AT THE DATE ON WHICH THE DISPOSAL OR LIQUIDATION EVENT BECOMES OR IS TO BECOME EFFECTIVE BASED ON THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL OR LIQUIDATION EVENT BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY. "A" = THE AGGREGATE OF (I) THE NUMBER OF ORDINARY SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT; AND (II) THE NUMBER OF ORDINARY SHARES WHICH WOULD BE ISSUED IF ALL OPTIONS REMAINING UNDER ANY SHARE OPTION SCHEME ESTABLISHED BY THE COMPANY WHICH IS AN "EMPLOYEES' SHARE SCHEME" WITHIN THE MEANING OF SECTION 1166 OF THE COMPANIES ACT 2006 OR WOULD BE BUT FOR THE ABILITY OF CONSULTANTS AND/OR NON EXECUTIVE DIRECTORS TO PARTICIPATE THEREIN WHICH ARE CAPABLE OF BEING EXERCISED AT SUCH DISPOSAL OR LIQUIDATION EVENT WERE EXERCISED IN FULL "B" = THE AGGREGATE NUMBER OF A SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT "D" = $(E - 1.5) \times B \times 0.5$ "E" = $Z / (A + 0.5B)$ "Z" = $X + (0.5B \times 1.5)$ THE A SHARES AS A CLASS SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS IF THE AMOUNT OF "X" DOES NOT EXCEED £125,000,000. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS (SHOWN AS "Y") SHALL BE CAPPED AT THE AMOUNT OF "B". IF A DISPOSAL OR LIQUIDATION EVENT DOES NOT OCCUR BY 29TH JANUARY 2015 THE DIRECTORS OF THE COMPANY ARE OBLIGED, BY WRITTEN NOTICE TO THE HOLDERS OF THE A SHARES, TO CONVERT ALL THE A SHARES IN ISSUE TO DEFERRED SHARES AND WITHOUT ANY FURTHER ACTION REQUIRED, ALL SUCH A SHARES SHALL BE AUTOMATICALLY CONVERTED INTO DEFERRED SHARES. THE ENTITLEMENT OF HOLDERS OF ANY DEFERRED SHARES TO PARTICIPATION ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY SHALL BE LIMITED TO THE REPAYMENT OF THE AMOUNT PAID UP ON SUCH DEFERRED SHARES TO A MAXIMUM OF 5 PENCE PER DEFERRED SHARE AND SUCH ENTITLEMENT SHALL TAKE PLACE ONLY AFTER EACH OF THE MEMBERS HAS RECEIVED HIS ENTITLED SUM CALCULATED PURSUANT TO ARTICLE 5.3.4(B) PLUS THE PAYMENT IN CASH OF £1 MILLION. HOLDERS OF THE DEFERRED SHARES SHALL NOT BE ENTITLED TO ANY OTHER RETURN OF

Class of shares	ORDINARY	<i>Number allotted</i>	2383990
		<i>Aggregate nominal value</i>	2383.99
<i>Currency</i>	GBP	<i>Amount paid</i>	7.314
		<i>Amount unpaid</i>	0

Prescribed particulars

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Class of shares	ORDINARY	Number allotted	2735530
		Aggregate nominal value	2735.53
Currency	GBP	Amount paid	9.139
		Amount unpaid	0

Prescribed particulars

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Class of shares	ORDINARY	Number allotted	1926460
		Aggregate nominal value	1926.46
Currency	GBP	Amount paid	16.385
		Amount unpaid	0

Prescribed particulars

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Class of shares	ORDINARY	Number allotted	1626019
		Aggregate nominal value	1626.019
Currency	GBP	Amount paid	24.6
		Amount unpaid	0

Prescribed particulars

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Class of shares	ORDINARY	<i>Number allotted</i>	1217391
		<i>Aggregate nominal value</i>	1217.391
<i>Currency</i>	GBP	<i>Amount paid</i>	28.75
		<i>Amount unpaid</i>	0

Prescribed particulars

THE ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED. THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO VOTE AT GENERAL MEETINGS. THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO PARTICIPATE IN DIVIDENDS PAID BY THE COMPANY. AS REGARDS CAPITAL: ON AND WITH EFFECT FROM: (1) THE TRANSFER, IN A SINGLE TRANSACTION OR IN A SERIES OF RELATED TRANSACTIONS, OF ALL OR SUBSTANTIALLY ALL OF THE TRADE AND ASSETS OF THE COMPANY AND ITS SUBSIDIARIES ("THE GROUP") TO ANY PERSON IN CIRCUMSTANCES WHERE ALL OR A MAJORITY OF THE PROCEEDS OF SUCH TRANSFER ARE SUBSEQUENTLY DISTRIBUTED TO MEMBERS (A DISPOSAL'); OR (2) ANY RETURN OF CAPITAL OF THE COMPANY RESULTING FROM ANY LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY, WHETHER VOLUNTARY OR INVOLUNTARY OR ANY OTHER RETURN OF CAPITAL OF THE COMPANY NOT RESULTING FROM A DISPOSAL (A "LIQUIDATION EVENT") THEN, PROVIDED THAT: (A) THE DISPOSAL OR LIQUIDATION EVENT OCCURS BY 29 JANUARY 2015; AND (B) IN THE CASE OF A DISPOSAL, THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY EXCEEDS £160 MILLION (OR ANY EQUIVALENT VALUE IN A CURRENCY OTHER THAN POUND STERLING) THE HOLDERS OF THE A SHARES WILL BE ENTITLED TO RECEIVE A PROPORTION OF THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS (THE 'A SHARE PROCEEDS') CALCULATED IN ACCORDANCE WITH THE FORMULA SET OUT BELOW AND THE HOLDERS OF THE ORDINARY SHARES WILL BE ENTITLED TO THE BALANCE OF SUCH AMOUNT. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS SHALL BE CALCULATED BY THE DIRECTORS OR ANY OTHER PERSON APPOINTED BY THE DIRECTORS BY APPLYING THE FORMULA BELOW. $Y = [(X - 125,000,000) / (A + B)] \times B$ BUT "Y" = D WHERE: "Y" = THE TOTAL AMOUNT OF THE A SHARE PROCEEDS "X" = THE VALUE OF THE COMPANY AS DETERMINED BY THE DIRECTORS IN THEIR REASONABLE EXPECTATION AS AT THE DATE ON WHICH THE DISPOSAL OR LIQUIDATION EVENT BECOMES OR IS TO BECOME EFFECTIVE BASED ON THE AGGREGATE AMOUNT AVAILABLE FOR PAYMENT TO MEMBERS AS A RESULT OF THAT DISPOSAL OR LIQUIDATION EVENT BY WAY OF DIVIDEND, DIVIDEND ON LIQUIDATION OR OTHER DISTRIBUTION OF THE COMPANY. "A" = THE AGGREGATE OF (I) THE NUMBER OF ORDINARY SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT; AND (II) THE NUMBER OF ORDINARY SHARES WHICH WOULD BE ISSUED IF ALL OPTIONS REMAINING UNDER ANY SHARE OPTION SCHEME ESTABLISHED BY THE COMPANY WHICH IS AN "EMPLOYEES' SHARE SCHEME" WITHIN THE MEANING OF SECTION 1166 OF THE COMPANIES ACT 2006 OR WOULD BE BUT FOR THE ABILITY OF CONSULTANTS AND/OR NON EXECUTIVE DIRECTORS TO PARTICIPATE THEREIN WHICH ARE CAPABLE OF BEING EXERCISED AT SUCH DISPOSAL OR LIQUIDATION EVENT WERE EXERCISED IN FULL "B" = THE AGGREGATE NUMBER OF A SHARES IN ISSUE AT THE DISPOSAL OR LIQUIDATION EVENT "D" = $(E - 1.5) \times B \times 0.5$ "E" = $Z / (A + 0.5B)$ "Z" = $X + (0.5B \times 1.5)$ THE A SHARES AS A CLASS SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS IF THE AMOUNT OF "X" DOES NOT EXCEED £125,000,000. THE TOTAL AMOUNT OF THE A SHARE PROCEEDS (SHOWN AS "Y") SHALL BE CAPPED AT THE AMOUNT OF "B". IF A DISPOSAL OR LIQUIDATION EVENT DOES NOT OCCUR BY 29TH JANUARY 2015 THE DIRECTORS OF THE COMPANY ARE OBLIGED, BY WRITTEN NOTICE TO THE HOLDERS OF THE A SHARES, TO CONVERT ALL THE A SHARES IN ISSUE TO DEFERRED SHARES AND WITHOUT ANY FURTHER ACTION REQUIRED, ALL SUCH A SHARES SHALL BE AUTOMATICALLY CONVERTED INTO DEFERRED SHARES. THE ENTITLEMENT OF HOLDERS OF ANY DEFERRED SHARES TO PARTICIPATION ON A RETURN OF CAPITAL ON A WINDING UP OF THE COMPANY SHALL BE LIMITED TO THE REPAYMENT OF THE AMOUNT PAID UP ON SUCH DEFERRED SHARES TO A MAXIMUM OF 5 PENCE PER DEFERRED SHARE AND SUCH ENTITLEMENT SHALL TAKE PLACE ONLY AFTER EACH OF THE MEMBERS HAS RECEIVED HIS ENTITLED SUM CALCULATED PURSUANT TO ARTICLE 5.3.4(B) PLUS THE PAYMENT IN CASH OF £1 MILLION. HOLDERS OF THE DEFERRED SHARES SHALL NOT BE ENTITLED TO ANY OTHER RETURN OF

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	23223442
		<i>Total aggregate nominal value</i>	26158.15

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 08/03/2015 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

<i>Shareholding 1</i>	: 108693 DEFERRED shares held as at the date of this return
<i>Name:</i>	CLIVE BROWN
<i>Shareholding 2</i>	: 135866 DEFERRED shares held as at the date of this return
<i>Name:</i>	JAMES ANGUS MCDONALD
<i>Shareholding 3</i>	: 63404 DEFERRED shares held as at the date of this return
<i>Name:</i>	ZOE MCDOUGALL
<i>Shareholding 4</i>	: 108693 DEFERRED shares held as at the date of this return
<i>Name:</i>	JOHN MILTON
<i>Shareholding 5</i>	: 181155 DEFERRED shares held as at the date of this return
<i>Name:</i>	GURDIAL SINGH SANGHERA
<i>Shareholding 6</i>	: 135866 DEFERRED shares held as at the date of this return
<i>Name:</i>	JAMES WILLCOCKS
<i>Shareholding 7</i>	: 882 ORDINARY shares held as at the date of this return
<i>Name:</i>	14159, L.P
<i>Shareholding 8</i>	: 2663 ORDINARY shares held as at the date of this return
<i>Name:</i>	667, L.P. (ACCOUNT #1)
<i>Shareholding 9</i>	: 1858 ORDINARY shares held as at the date of this return
<i>Name:</i>	667, L.P. (ACCOUNT #2)
<i>Shareholding 10</i>	: 436660 ORDINARY shares held as at the date of this return
<i>Name:</i>	ADAGE CAPITAL PARTNERS, L.P.
<i>Shareholding 11</i>	: 5000 ORDINARY shares held as at the date of this return

Name: MICHAEL ALBIN

Shareholding 12 : 5000 ORDINARY shares held as at the date of this return
Name: GAËLLE ANNE LÉONIE ANDREATTA

Shareholding 13 : 16660 ORDINARY shares held as at the date of this return
Name: MARTYN PETER ANDREWS

Shareholding 14 : 12300 ORDINARY shares held as at the date of this return
Name: PETER ARIOWITSCH

Shareholding 15 : 22830 ORDINARY shares held as at the date of this return
Name: ATIKA CAPITAL PARTNERS, LP

Shareholding 16 : 2170 ORDINARY shares held as at the date of this return
Name: ATIKA OFFSHORE MASTER FUND, LTD

Shareholding 17 : 35247 ORDINARY shares held as at the date of this return
Name: BAKER BROTHERS LIFE SCIENCE, LP

Shareholding 18 : 3288 ORDINARY shares held as at the date of this return
Name: KUNAL BANDEKAR

Shareholding 19 : 1990 ORDINARY shares held as at the date of this return
Name: KULVINDER BANS

Shareholding 20 : 1015 ORDINARY shares held as at the date of this return
Name: ESTHER BARTLETT

Shareholding 21 : 623400 ORDINARY shares held as at the date of this return
Name: JOHN HAGAN PRYCE BAYLEY

Shareholding 22 : 11420 ORDINARY shares held as at the date of this return
Name: JEREMY BENJAMIN

Shareholding 23 : 3979 ORDINARY shares held as at the date of this return
Name: RICHARD BRYAN BLAXLAND

Shareholding 24 : 3874 ORDINARY shares held as at the date of this return
Name: JOSEPH SAMUEL BRENNAN

Shareholding 25 : 17400 ORDINARY shares held as at the date of this return
Name: CHRISTOPHER ROGER BROOKE

Shareholding 26 : 67786 ORDINARY shares held as at the date of this return

Name: **CLIVE BROWN**

Shareholding 27 : **31974 ORDINARY shares held as at the date of this return**
Name: **CASDIN PARTNERS MASTER FUND, L.P.**

Shareholding 28 : **53570 ORDINARY shares held as at the date of this return**
Name: **CGWL NOMINEES LIMITED A/C LDN**

Shareholding 29 : **182410 ORDINARY shares held as at the date of this return**
Name: **CHASE NOMINEES LIMITED A/C ARTEMIS**

Shareholding 30 : **0 ORDINARY shares held as at the date of this return**
22 shares transferred on 2014-08-19
16 shares transferred on 2014-08-19
44 shares transferred on 2014-08-19
106675 shares transferred on 2014-08-19
26204 shares transferred on 2014-08-19
596 shares transferred on 2014-08-19
111920 shares transferred on 2014-08-19
191 shares transferred on 2014-08-19
Name: **CHASE NOMINEES LIMITED A/C FISL**

Shareholding 31 : **885 ORDINARY shares held as at the date of this return**
Name: **CHASE NOMINEES LTD (A/C ODEY SWAN FUND)**

Shareholding 32 : **3150 ORDINARY shares held as at the date of this return**
6000 shares transferred on 2014-04-04
Name: **CIBC CAYMAN**

Shareholding 33 : **5000 ORDINARY shares held as at the date of this return**
10000 shares transferred on 2014-04-04
Name: **CIBC CAYMAN BANK AND TRUST COMPANY (CAYMAN) LIMITED**

Shareholding 34 : **53250 ORDINARY shares held as at the date of this return**
Name: **ANTHONY CLAKE**

Shareholding 35 : **7740 ORDINARY shares held as at the date of this return**
Name: **JOHN EDWIN DODD**

Shareholding 36 : **3750 ORDINARY shares held as at the date of this return**
Name: **SABINE ECKERT**

Shareholding 37 : **1830 ORDINARY shares held as at the date of this return**

Name: NICHOLAS JOLYON HALDANE EDWARDS

Shareholding 38 : 13422 ORDINARY shares held as at the date of this return
Name: BRAD FARBER

Shareholding 39 : 17124 ORDINARY shares held as at the date of this return
53570 shares transferred on 2014-08-29
Name: FOREST NOMINEES LIMITED A/C GC1

Shareholding 40 : 7500 ORDINARY shares held as at the date of this return
Name: ROGER C GILL

Shareholding 41 : 330 ORDINARY shares held as at the date of this return
Name: ELISABETA HARKABUS

Shareholding 42 : 19360 ORDINARY shares held as at the date of this return
Name: GILAD HAYEEM

Shareholding 43 : 57000 ORDINARY shares held as at the date of this return
Name: JENNIFER HAYTHE

Shareholding 44 : 670 ORDINARY shares held as at the date of this return
Name: RACHEL HOSSACK

Shareholding 45 : 1000 ORDINARY shares held as at the date of this return
Name: BENEDICT JAMES HUCKVALE

Shareholding 46 : 2000 ORDINARY shares held as at the date of this return
Name: PHILLIPPA MARY FRANCES HUNNISETT

Shareholding 47 : 492430 ORDINARY shares held as at the date of this return
Name: WILLIAM H LATIMER III

Shareholding 48 : 261126 ORDINARY shares held as at the date of this return
Name: IP VENTURE FUND

Shareholding 49 : 4463200 ORDINARY shares held as at the date of this return
Name: IP2IPO LIMITED

Shareholding 50 : 2899 ORDINARY shares held as at the date of this return
Name: IP2IPO LIMITED (A/C IP VENTURE FUND)

Shareholding 51 : 299115 ORDINARY shares held as at the date of this return
Name: IP2IPO NOMINEES LIMITED

Shareholding 52 : 3330 ORDINARY shares held as at the date of this return
Name: MICHAEL ALEXANDER CLIFTON JENNISON

Shareholding 53 : 78085 ORDINARY shares held as at the date of this return
Name: JP SPC 3 OBO FGP CAPITAL PRIVATE EQUITY, SP

Shareholding 54 : 3321407 ORDINARY shares held as at the date of this return
Name: LANSDOWNE DEVELOPED MARKETS MASTER FUND LIMITED

Shareholding 55 : 716489 ORDINARY shares held as at the date of this return
Name: LANSDOWNE DEVELOPED MARKETS STRATEGIC INVESTMENT MASTER FUND LIMITED

Shareholding 56 : 339760 ORDINARY shares held as at the date of this return
Name: LEGACY ASSET PORTFOLIO L.P.

Shareholding 57 : 2000 ORDINARY shares held as at the date of this return
Name: LYNCHWOOD NOMINEES LIMITED

Shareholding 58 : 3000 ORDINARY shares held as at the date of this return
Name: JAGJIT MADAR

Shareholding 59 : 0 ORDINARY shares held as at the date of this return
5311 shares transferred on 2014-05-01
22 shares transferred on 2014-05-19
33 shares transferred on 2014-05-19
35 shares transferred on 2014-05-19
225 shares transferred on 2014-05-19
885 shares transferred on 2014-05-19
94658 shares transferred on 2014-05-19
922 shares transferred on 2014-05-19
35770 shares transferred on 2014-05-19
6552 shares transferred on 2014-05-19
50 shares transferred on 2014-05-19
7716 shares transferred on 2014-05-19
91 shares transferred on 2014-05-19
2265 shares transferred on 2014-05-19
1652 shares transferred on 2014-05-19
18497 shares transferred on 2014-05-19
2899 shares transferred on 2014-05-19
47079 shares transferred on 2014-05-19
Name: MANNING & NAPIER FUND, INC

Shareholding 60 : 90000 ORDINARY shares held as at the date of this return

70669 shares transferred on 2014-10-09
Name: JAMES ANGUS MCDONALD

Shareholding 61 : 70669 ORDINARY shares held as at the date of this return
Name: PAULINE BRENDA MCDONALD

Shareholding 62 : 39509 ORDINARY shares held as at the date of this return
Name: ZOE MCDUGALL

Shareholding 63 : 65226 ORDINARY shares held as at the date of this return
Name: JOHN MILTON

Shareholding 64 : 40000 ORDINARY shares held as at the date of this return
Name: TREVOR JOHN NICHOLLS

Shareholding 65 : 5220 ORDINARY shares held as at the date of this return
Name: NORDEA BANK SA

Shareholding 66 : 928125 ORDINARY shares held as at the date of this return
Name: NORTRUST NOMINEES LIMITED A/C WIX01

Shareholding 67 : 80020 ORDINARY shares held as at the date of this return
Name: DAVID ROBERT NORWOOD

Shareholding 68 : 53502 ORDINARY shares held as at the date of this return
Name: NUMIS SECURITIES LIMITED

Shareholding 69 : 0 ORDINARY shares held as at the date of this return
601816 shares transferred on 2014-03-26
Name: ODEY ALLEGRA INTERNATIONAL FUND

Shareholding 70 : 601816 ORDINARY shares held as at the date of this return
Name: ODEY ALLEGRA INTERNATIONAL FUND

Shareholding 71 : 487867 ORDINARY shares held as at the date of this return
Name: ODEY EUROPEAN INC

Shareholding 72 : 0 ORDINARY shares held as at the date of this return
84657 shares transferred on 2014-03-26
Name: ODEY PAN EUROPEAN FUND

Shareholding 73 : 84657 ORDINARY shares held as at the date of this return
Name: ODEY PAN EUROPEAN FUND

Shareholding 74 : 81304 ORDINARY shares held as at the date of this return

Name: **ODEY SWAN FUND**

Shareholding 75 : **1448 ORDINARY shares held as at the date of this return**
Name: **SIMON JAMES ORANGE**

Shareholding 76 : **2500 ORDINARY shares held as at the date of this return**
Name: **NATHALIE ORMOND**

Shareholding 77 : **71420 ORDINARY shares held as at the date of this return**
Name: **PEEL HUNT HOLDINGS LIMITED**

Shareholding 78 : **7515 ORDINARY shares held as at the date of this return**
Name: **HENRY THOMAS PELHAM**

Shareholding 79 : **107400 ORDINARY shares held as at the date of this return**
Name: **PICABIA LTD**

Shareholding 80 : **70000 ORDINARY shares held as at the date of this return**
Name: **RICCARDO PIGLIUCCI**

Shareholding 81 : **4064 ORDINARY shares held as at the date of this return**
Name: **PIGUET GALLAND & CIE SA**

Shareholding 82 : **110650 ORDINARY shares held as at the date of this return**
Name: **REDMILE CAPITAL FUND, LP**

Shareholding 83 : **426750 ORDINARY shares held as at the date of this return**
Name: **REDMILE CAPITAL OFFSHORE FUND II, LTD**

Shareholding 84 : **69450 ORDINARY shares held as at the date of this return**
Name: **REDMILE CAPITAL OFFSHORE FUND, LTD**

Shareholding 85 : **39920 ORDINARY shares held as at the date of this return**
Name: **REDMILE VENTURES, LLC**

Shareholding 86 : **299550 ORDINARY shares held as at the date of this return**
Name: **REDMILE VENTURES, LTD**

Shareholding 87 : **83000 ORDINARY shares held as at the date of this return**
Name: **TERENCE REID**

Shareholding 88 : **3000 ORDINARY shares held as at the date of this return**
Name: **LISA MICHELLE RIDINGS**

Shareholding 89 : **500 ORDINARY shares held as at the date of this return**

Name: KATARZYNA IWONA RYBARCZYK

Shareholding 90 : 360 ORDINARY shares held as at the date of this return
Name: ROBERT JOHN SALMON

Shareholding 91 : 2250 ORDINARY shares held as at the date of this return
Name: GEOFFREY THOMAS SANDHAM

Shareholding 92 : 604016 ORDINARY shares held as at the date of this return
Name: GURDIAL SINGH SANGHERA

Shareholding 93 : 303620 ORDINARY shares held as at the date of this return
Name: SATTER/ONT INVESTORS, LLC

Shareholding 94 : 158400 ORDINARY shares held as at the date of this return
Name: CHRISTIAN SCHMIDT

Shareholding 95 : 4000 ORDINARY shares held as at the date of this return
Name: SERGE SCHOEN

Shareholding 96 : 133200 ORDINARY shares held as at the date of this return
Name: BERNHARD SEITZ

Shareholding 97 : 13670 ORDINARY shares held as at the date of this return
Name: CORA SHEIBANI

Shareholding 98 : 6300 ORDINARY shares held as at the date of this return
Name: KAVEH SHEIBANI

Shareholding 99 : 42040 ORDINARY shares held as at the date of this return
Name: CHARLES SPEKE

Shareholding 100 : 0 ORDINARY shares held as at the date of this return
2000 shares transferred on 2014-03-26
Name: PATRICK STALDER

Shareholding 101 : 2060 ORDINARY shares held as at the date of this return
Name: NICHOLAS DAVID EDWARD STOCKMAN

Shareholding 102 : 7140 ORDINARY shares held as at the date of this return
Name: DEREK COLIN STUART

Shareholding 103 : 750 ORDINARY shares held as at the date of this return
Name: ZE STUART

Shareholding 104 : 15830 ORDINARY shares held as at the date of this return
Name: LUKASZ SZAJKOWSKI

Shareholding 105 : 1660 ORDINARY shares held as at the date of this return
Name: AMIR TABATABAI

Shareholding 106 : 10240 ORDINARY shares held as at the date of this return
Name: TALI CAPITAL ADVISORS, LLC

Shareholding 107 : 3000 ORDINARY shares held as at the date of this return
Name: JONATHAN TEUTENBERG

Shareholding 108 : 0 ORDINARY shares held as at the date of this return
1380153 shares transferred on 2014-05-23
2343125 shares transferred on 2014-05-23
35088 shares transferred on 2014-07-15
59570 shares transferred on 2014-07-15
Name: THE BANK OF NEW YORK (NOMINEES) LIMITED

Shareholding 109 : 0 ORDINARY shares held as at the date of this return
18497 shares transferred on 2014-07-02
Name: THE BANK OF NEW YORK (NOMINEES) LIMITED A/C 212145

Shareholding 110 : 0 ORDINARY shares held as at the date of this return
1652 shares transferred on 2014-07-02
Name: THE BANK OF NEW YORK (NOMINEES) LIMITED A/C 392591

Shareholding 111 : 153363 ORDINARY shares held as at the date of this return
Name: THE BANK OF NEW YORK (NOMINEES) LIMITED CFOOF

Shareholding 112 : 4617522 ORDINARY shares held as at the date of this return
Name: THE BANK OF NEW YORK (NOMINEES) LIMITED UKREITS

Shareholding 113 : 6552 ORDINARY shares held as at the date of this return
Name: THE BANK OF NEW YORK (NOMINEES) LTD (A/C ODEY ALLEGRA INTERNATIONAL FUND)

Shareholding 114 : 922 ORDINARY shares held as at the date of this return
Name: THE BANK OF NEW YORK (NOMINEES) LTD (A/C ODEY PAN EUROPEAN FUND)

Shareholding 115 : 22374 ORDINARY shares held as at the date of this return
Name: THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY

Shareholding 116 : 262500 ORDINARY shares held as at the date of this return

Name: THE CHANCELLOR, MASTERS AND SCHOLARS OF THE UNIVERSITY OF OXFORD

Shareholding 117 : 2682 ORDINARY shares held as at the date of this return

Name: ADAM JAMES TREVITT

Shareholding 118 : 7140 ORDINARY shares held as at the date of this return

Name: MARK ROBERT JOHN TYNDALL

Shareholding 119 : 7500 ORDINARY shares held as at the date of this return

Name: MANDAR A VAIDYA

Shareholding 120 : 5311 ORDINARY shares held as at the date of this return

Name: VIDACOS NOMINEES LTD (A/C 2303 ODEY EUROPEAN INC)

Shareholding 121 : 2500 ORDINARY shares held as at the date of this return

Name: ANASTASIA VLASOVA

Shareholding 122 : 1435 ORDINARY shares held as at the date of this return

Name: PETER VOGEL

Shareholding 123 : 48000 ORDINARY shares held as at the date of this return

Name: STEVEN WHITE

Shareholding 124 : 2500 ORDINARY shares held as at the date of this return

Name: NAVA WHITEFORD

Shareholding 125 : 7140 ORDINARY shares held as at the date of this return

Name: LINDSAY JAMES WHITELAW

Shareholding 126 : 1969 ORDINARY shares held as at the date of this return

Name: SARAH GORDON WILD

Shareholding 127 : 352879 ORDINARY shares held as at the date of this return

Name: JAMES WILLCOCKS

Shareholding 128 : 1060 ORDINARY shares held as at the date of this return

Name: LISA WILLCOCKS

Shareholding 129 : 1060 ORDINARY shares held as at the date of this return

Name: TERENCE WILLCOCKS

Shareholding 130 : 1060 ORDINARY shares held as at the date of this return

Name: YVONNE WILLCOCKS

Shareholding 131 : 30450 ORDINARY shares held as at the date of this return

Name: JULIAN HARVEY WOOD

Authorisation

Authenticated

This form was authorised by one of the following:

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