

RP04

Second filing of a document previously delivered



Companies House

✓ What this form is for

You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register

✗ What this form is NOT for

You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 regardless of when it was delivered

A second filing of a document cannot be filed where it is providing information that was originally properly delivered. Form RP04 cannot be used in these circumstances

FRIDAY



A41 27/03/2015 #8
COMPANIES HOUSE

A31 19/09/2014 #64
COMPANIES HOUSE

1 Company details

Company number 5 3 8 6 2 7 3
Company name in full Oxford Nanopore Technologies Limited

→ Filing in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Description of the original document

Document type ① SH01 - Return of Allotment of Shares

① Description of the original document

Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day

Date of registration of the original document 2 0 0 8 2 0 1 4

3 Applicable documents

This form **only** applies to the following forms

AP01 Appointment of director
AP02 Appointment of corporate director
AP03 Appointment of secretary
AP04 Appointment of corporate secretary
CH01 Change of director's details
CH02 Change of corporate director's details
CH03 Change of secretary's details
CH04 Change of corporate secretary's details
TM01 Termination of appointment of director
TM02 Termination of appointment of secretary
SH01 Return of allotment of shares
AR01 Annual Return

4 Section 243 Exemption^②

If you are applying for, or have been granted, exemption under section 243 of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE

② If you are currently in the process of applying for or have been granted a Section 243 exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01)

RP04

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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

Company name

Penningtons Manches LLP

Address

Post town

County/Region

Postcode

Country

DX

DX 148600 Basingstoke 21

Telephone

01256 407100



Checklist

We may return 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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form
- ☐ You have enclosed the second filed document(s)
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing'



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

Section 243 exemption

If you are applying for or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



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

SH01

Return of allotment of shares

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
give notice of shares taken by sub-
scription on formation of the company
or for an allotment of a new class of
shares by an unlimited company

21/03/2015 #20
COMPANIES HOUSE

1 Company details

Company number

Company name in full

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 ¹

From Date

To Date

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)

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) on each share | Amount (if any) unpaid (including share premium) on each share |
|--|-----------------------|------------------------------|--------------------------------|--|---|
| Ordinary | GBP | 3,000 | 0.001 | 1.15 | 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)

SH01

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 ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
|--|-----------------------------------|---|--------------------|---------------------------|
| See attached schedule | | | | £ |
| | | | | £ |
| | | | | £ |
| | | | | £ |
| 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 ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
| | | | | |
| | | | | |
| Totals | | | | |

Currency

| 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 |
|--|-----------------------------------|---|--------------------|---------------------------|
| | | | | |
| | | | | |
| 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 ③

③ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium.

② E.g. Number of shares issued multiplied by
nominal value of each share.

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

③ Total number of issued shares in this class.

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

SH01

Return of allotment of shares

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 | <p>Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p> |
| Class of share | £0 005 A Shares | |
| Prescribed particulars 1 | See attached schedule | |
| Class of share | £0 001 Ordinary | |
| Prescribed particulars 1 | See attached schedule | |
| Class of share | | |
| Prescribed particulars 1 | | |

8

Signature

| | | |
|-----------|---|---|
| | I am signing this form on behalf of the company | <p>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</p> <p>Person authorised Under either section 270 or 274 of the Companies Act 2006</p> |
| Signature | <p>Signature <i>PCM [Signature]</i></p> <p>X <i>for ANDRYCH SECRETARIES LIMITED</i> X</p> <p>This form may be signed by Director 1, Secretary, Person authorised 1, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p> | |

SH01 - continuation page

Return of allotment of shares

7

Statement of capital (Prescribed particulars of rights attached to shares)

| | |
|------------------------|--|
| Class of share | £0 005 A Shares |
| Prescribed particulars | <p>The A Shares are not liable to be redeemed. The holders of the A Shares are entitled to vote at general meetings. The holders of the A Shares are not entitled to participate in dividends paid by the Company unless such participation is approved by the directors in their absolute discretion. 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 £160m (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 $Y = [(X - 125m) / (A + B)] \times B$ 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</p> |

SH01 - continuation page
Return of allotment of shares

7

Statement of capital (Prescribed particulars of rights attached to shares)

| | | |
|------------------------|---|--|
| Class of share | £0 005 A Shares (Continued) | |
| Prescribed particulars | <p>to receive any A Share Proceeds if the amount of "X" does not exceed £125m The total amount of the A Share Proceeds (shown as "Y") shall be capped at the amount of "D" 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 max 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 £1m 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</p> | |

SH01 - continuation page

Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

| | |
|------------------------|--|
| Class of share | £0 001 Ordinary |
| Prescribed particulars | <p>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" = 0 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) x B x 0.5 "E" = 2 / (A + 0.5B) "Z" = X + (0.5B x 1.5) The A Shares as a class shall not be entitled to receive any A Share Proceeds if the</p> |

SH01 - continuation page
Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

| | | |
|------------------------|--|--|
| Class of share | £0 001 Ordinary (Continued) | |
| Prescribed particulars | <p>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 capital or right of participation in the assets of the Company</p> | |

SH01

Return of allotment of shares

**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

Company name Penningtons Manches LLP

Address 9400 Garsington Road

Oxford Business Park

Post town Oxford

County/Region

Postcode O X 4 2 H N

Country United Kingdom

DX

Telephone

**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**

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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 NR 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