

SH01

Return of allotment of shares



Companies House

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 subscrip
on formation of the company or
for an allotment of a new class o
shares by an unlimited company.

FRIDAY



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10/04/2015

#375

COMPANIES HOUSE

1 Company details

Company number 0 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 Allotment dates ¹

From Date d 1 d 1 m 0 m 8 y 2 y 0 y 1 y 4
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.
(Please use a continuation page if necessary.)

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) on each share	Amount (if any) unpaid (including share premium) on each share
ORDINARY SHARES	GBP	1,217,391	0.001	28.75	0

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)

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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
Please see continuation sheet				£
				£
				£
				£
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 ❶

❶ 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 Total number of issued shares in this class.

❸ 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.

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 4** and **Section 5**.

Class of share	ORDINARY SHARES
Prescribed particulars ①	The ordinary shares have attached to them full voting, dividend and (subject to the rights attaching to the A shares, as described below) capital distribution rights, including on a winding up. The ordinary shares do not confer any rights of redemption.
Class of share	A SHARES - please see continuation sheet
Prescribed particulars ①	
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.

8 Signature

I am signing this form on behalf of the company.

Signature

Signature

X *PCM Inhaber* X
for ALDWINCH SECRETARIES LIMITED

This form may be signed by:

Director ②, Secretary, Person authorised ②, 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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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	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.</p> <p>As regards capital, on and with effect from:</p> <p>(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</p> <p>(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") or</p> <p>(3) an admission of all or any part of the equity share capital of the Company to trading on the London Stock Exchange's market for listed securities or the Alternative Investment Market of the London Stock Exchange Plc or any other stock exchange (a "Listing") or</p> <p>(4) an acquisition by any person resulting in that person holding beneficially a total of more than 50 per cent of the shares in the Company (a "Takeover")</p> <p>then, provided that (a) the Disposal, Listing, Takeover or Liquidation Event occurs by 29 January 2015, and (b) in the case of a Disposal or Liquidation Event, 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, and (c) in the case of a Listing, the market capitalisation of the Company upon admission (ignoring the value of any fresh issue in connection with the Listing) exceeds £160 million or (d) in the case of a Takeover, the aggregate consideration for the issued share capital of the company being sold expressed as a cash amount exceeds £160 million</p> <p>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.</p> <p>The total amount of the A Share Proceeds shall be calculated by applying the formula below:</p> $Y = [(X - 125,000,000) / (A+B)] \times B$ <p>but</p> <p>"Y" is smaller than or equal to "D", where</p> <p>"Y" = the total amount of the A Share Proceeds</p> <p>(Continued...)</p>	

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

Class of share	A SHARES (Cont.)
Prescribed particulars	<p>"X" = the value of the Company as determined by the directors in their reasonable expectation as at the date in which the Disposal, Liquidation Event, Takeover or Listing 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, divided on liquidation or other distribution of the Company, or in the case of a Listing, the market capitalisation of the company, or in the case of a Takeover, the aggregate consideration for the issued share capital being sold;</p> <p>"A" = the aggregate of (1) the number of ordinary shares in issue at the Disposal or Liquidation Event, or Listing or Takeover; and (2) 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 were exercised in full</p> <p>"B" = the aggregate number of A shares in issue at the Disposal, Liquidation Event, Takeover or Listing</p> <p>"D" = $(E - 1.5) \times B \times 0.5$</p> <p>"E" = $Z / (A + 0.5 B)$</p> <p>"Z" = $X + (0.5 B \times 1.5)$</p> <p>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.</p> <p>The total amount of the A Share proceeds (shown as "Y") shall be capped at the amount of "D".</p> <p>If a Disposal or Liquidation Event does not occur by 29 January 2015, the directors of the Company are obliged, by written notice to the holders of the A shares, and without any further action required, all such A shares shall be automatically converted into Deferred Shares.</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

Company name

Penningtons Manches LLP
(Ref: PMB)

Address 9400 Garsington Road

Oxford Business Park

Post town Oxford

County/Region

Postcode

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Country

DX 155710 Oxford 13

Telephone +44 (0) 1865 722106

**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.

**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.

**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