

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

TUESDAY



AZ80RQ42

A13

21/12/2010

339

COMPANIES HOUSE

1

Company details

Company number 06039601
Company name in full Geneius Laboratories Limited

→ Filling in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

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Allotment dates ①

From Date 28/04/2010
To Date 15/05/2010

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

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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)
B Ordinary	£	430	0.10	0.10	

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 ①	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
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 ①	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
Totals				

6**Statement of capital (Totals)**

	Please give the total number of shares and total aggregate nominal value of issued share capital	④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc.
Total number of shares		
Total aggregate nominal value ④		

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

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

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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 Ordinary
Prescribed particulars ①	1 The A Ordinary Shares shall confer on each holder of A Ordinary Shares the right to receive notice of and to attend, speak and vote at all general meetings and each A Ordinary Share shall carry one vote per share. Votes may be exercised on a show of hands each member holding A Ordinary Shares who (being an individual) is present in person or (being a corporation) is present by a representative shall have one vote and on a poll each member who is present in person or by a proxy (continued)
Class of share	B Ordinary
Prescribed particulars ①	1 The B Ordinary Shares shall confer on each holder of B Ordinary Shares the right to receive notice of and to attend, speak and vote at all general meetings and each B Ordinary Share shall carry one vote per share. Votes may be exercised on a show of hands each member holding B Ordinary Shares who (being an individual) is present in person or (being a corporation) is present by a representative shall have one vote and on a poll each member who is present in person or by a proxy (continued)
Class of share	Redeemable Preference
Prescribed particulars ①	1 The Redeemable Preference Shares shall confer on each holder of such shares the right to receive notice of general meetings of the Company but not the right to attend or vote at them 2 Where a Transfer Notice has been deemed served pursuant to Article 18 (see below) and the Company does not find purchasers for all of the Sale Shares in either the first or second offer to members, then any Sale Shares in respect of which (continued)

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

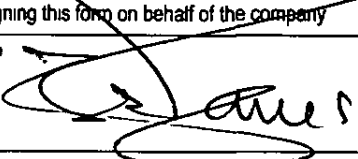
A separate table must be used for each class of share.

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	Signature X  X
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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 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	Imogen Holland
Company name	Ward Hadaway
Address	Sandgate House
102 Quayside	
Post town	Newcastle upon Tyne
County/Region	Tyne & Wear
Postcode	N E 1 3 D X
Country	United Kingdom
DX	DX 730360 Newcastle upon Tyne 30
Telephone	0191 2044000

 Checklist
We may return the forms completed incorrectly or with information missing.
Please make sure you have remembered the following:
<input type="checkbox"/> The company name and number match the information held on the public Register
<input type="checkbox"/> You have shown the date(s) of allotment in section 2
<input type="checkbox"/> You have completed all appropriate share details in section 3
<input type="checkbox"/> You have completed the appropriate sections of the Statement of Capital
<input type="checkbox"/> 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

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

<p>1 Including both the nominal value and any share premium</p> <p>2 Total number of issued shares in this class</p>	<p>3 E.g. Number of shares issued multiplied by nominal value of each share.</p>
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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary	
Prescribed particulars	<p>or (being a corporation) is present by a representative shall have one vote for each A Ordinary Share in the capital of the Company of which he is the holder</p> <p>2 Where a Transfer Notice has been deemed served pursuant to Article 18.8 (see below) and the Company does not find purchasers for all of the Sale Shares in either the first or second offer to members, then any Sale Shares in respect of which purchasers have not been found will continue to be held by the Relevant Corporate Member in accordance with the Articles but the rights in 1 (above) attaching to such shares, or which the Relevant Corporate Member enjoys by virtue of its ownership of such shares shall cease to have effect</p> <p>3.1 Once all of the Redeemable Preference Share dividends have been paid, any remaining profits that the Company may decide to distribute shall be distributed amongst the holders of the A Ordinary Shares and the B Ordinary Shares, as if the same constituted one class of shares, according to the amounts paid up or credited as paid up thereon</p> <p>3.2 Every dividend shall be distributed to the appropriate shareholders pro rata according to the number of shares held by them respectively and shall accrue on a daily basis</p> <p>3.3 All dividends are expressed to be net and shall be paid in cash</p> <p>4 On a winding-up or other return of capital the surplus assets of the Company shall be distributed in the following order</p> <p>(continued)</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Ordinary	
Prescribed particulars	<p>4 1 first, in paying to the holders of the Redeemable Preference Shares £1 per Redeemable Preference Share together with a sum equal to any Dividend Arrears calculated down to and including the date of the return of capital and if there is a shortfall or assets remaining to satisfy the entitlements of holders of the Redeemable Preference Shares in proportion to the amount paid up or credited as paid up on the Preference Shares respectively held by them, and</p> <p>4 2 amongst the holders of the A Ordinary Shares and the B Ordinary Shares, as if the same constituted one class of Share, in proportion to the amounts paid up or credited as paid up on such Shares respectively held by them</p> <p style="text-align: center;">SCHEDULE</p> <p>Article 18 8</p> <p>If a corporate member (a "Relevant Corporate Member") ceases to be within the control (as such term is defined by s 840 of the Income and Corporation Taxes Act 1988) of the person(s) who controlled such company on the date on which it became a member of the Company or on the date of adoption of the Articles (whichever shall be the later) then, if the board of Directors of the company reasonably believe that the Relevant Corporate Member is, or is likely to become, a competitor of the Company, the Company shall within 20 days of becoming actually aware of such change of control be entitled to serve notice in writing (the "Change of Control Notice") on the Relevant Corporate Member stating that it shall be deemed to have given a Transfer Notice on the date of the Change of Control Notice in respect of all the Shares registered in its name or beneficially held by it</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B Ordinary	
Prescribed particulars	<p>or (being a corporation) is present by a representative shall have one vote for each A Ordinary Share in the capital of the Company of which he is the holder</p> <p>2 Where a Transfer Notice has been deemed served pursuant to Article 18.8 (see below) and the Company does not find purchasers for all of the Sale Shares in either the first or second offer to members, then any Sale Shares in respect of which purchasers have not been found will continue to be held by the Relevant Corporate Member in accordance with the Articles but the rights in 1 (above) attaching to such shares, or which the Relevant Corporate Member enjoys by virtue of its ownership of such shares shall cease to have effect</p> <p>3 1 Once all of the Redeemable Preference Share dividends have been paid, any remaining profits that the Company may decide to distribute shall be distributed amongst the holders of the A Ordinary Shares and the B Ordinary Shares, as if the same constituted one class of shares, according to the amounts paid up or credited as paid up thereon.</p> <p>3 2 Every dividend shall be distributed to the appropriate shareholders pro rata according to the number of shares held by them respectively and shall accrue on a daily basis</p> <p>3 3 All dividends are expressed to be net and shall be paid in cash</p> <p>4 On a winding-up or other return of capital the surplus assets of the Company shall be distributed in the following order</p> <p>(continued)</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B Ordinary	
Prescribed particulars	<p>4 1 first, in paying to the holders of the Redeemable Preference Shares £1 per Redeemable Preference Share together with a sum equal to any Dividend Arrears calculated down to and including the date of the return of capital and if there is a shortfall or assets remaining to satisfy the entitlements of holders of the Redeemable Preference Shares in proportion to the amount paid up or credited as paid up on the Preference Shares respectively held by them, and</p> <p>4 2 amongst the holders of the A Ordinary Shares and the B Ordinary Shares, as if the same constituted one class of Share, in proportion to the amounts paid up or credited as paid up on such Shares respectively held by them</p> <p style="text-align: center;">SCHEDULE</p> <p>Article 18 8</p> <p>If a corporate member (a "Relevant Corporate Member") ceases to be within the control (as such term is defined by s 840 of the Income and Corporation Taxes Act 1988) of the person(s) who controlled such company on the date on which it became a member of the Company or on the date of adoption of the Articles (whichever shall be the later) then, if the board of Directors of the company reasonably believe that the Relevant Corporate Member is, or is likely to become, a competitor of the Company, the Company shall within 20 days of becoming actually aware of such change of control be entitled to serve notice in writing (the "Change of Control Notice") on the Relevant Corporate Member stating that it shall be deemed to have given a Transfer Notice on the date of the Change of Control Notice in respect of all the Shares registered in its name or beneficially held by it</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Redeemable Preference	
Prescribed particulars	<p>purchasers have not been found will continue to be held by the Relevant Corporate Member in accordance with the Articles but the rights in 1 (above) attaching to such shares, or which the Relevant Corporate Member enjoys by virtue of its ownership of such shares shall cease to have effect</p> <p>3 1 The profits of the company available for distribution shall be used to pay dividends to the holders of the Redeemable Preference Shares at an annual rate per Redeemable Preference Share calculated at 8 1/4 above the base rate from time to time of Royal Bank of Scotland plc on the Original Subscription Price, such dividend to be paid quarterly in arrears on the last day of March, June, September and December in each year ("Payment Dates")</p> <p>3 2 Every dividend shall be distributed to the appropriate shareholders pro rata according to the number of shares held by them respectively and shall accrue on a daily basis</p> <p>3 3 All dividends are expressed to be net and shall be paid in cash</p> <p>3 4 The Preference Dividends are cumulative</p> <p>3 5 The Preference Dividends shall, to the extent the Company has on their respective Payment dates profits available for distribution, automatically become a debt due by the Company and shall be paid immediately on those dates</p> <p>3 6 If any Dividend Arrears arise the payment date for the Dividend Arrears shall be the last day of each month after the original Payment Date, and the Dividend Arrears shall, to the extent the Company has profits available for distribution on that payment date, automatically be a debt due by the Company and shall be paid immediately on that date</p> <p>3 7 Each amount due in respect of the Preference Dividend shall rank for payment in the chronological order of their respective original Payment Dates</p> <p>(continued)</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Redeemable Preference	
Prescribed particulars	<p>3 8 Payments of the Preference Dividend (or any part of them) shall be made notwithstanding.</p> <p>3 8 1 regulations 102 to 108 (inclusive) of Table A,</p> <p>3 8 2 any other provision of the Articles, and</p> <p>3 8 3 that there has not been a recommendation of the directors or a resolution of the Company in general meeting</p> <p>3 9 The Company shall procure that each of its subsidiaries which has profits available for distribution shall from time to time, and to the extent it may lawfully do so, declare and pay to the Company the dividends necessary to permit lawful and prompt payment by the Company of any monies due in respect of the Preference Dividend</p> <p>4 On a winding-up or other return of capital the surplus assets of the Company shall be distributed in paying to the holders of the Redeemable Preference Shares £1 per Redeemable Preference Share together with a sum equal to any Dividend Arrears calculated down to and including the date of the return of capital and if there is a shortfall or assets remaining to satisfy the entitlements of holders of the Redeemable Shares in proportion to the amounts paid up or credited as paid up on the Preference Shares respectively held by them</p> <p>5 1 Subject to the Companies Act 2006 the Redeemable Preference Shares shall be redeemed on 31 October 2011 (the "Redemption Date")</p> <p>5 2 The Company shall pay £1 for each Redeemable Preference Share redeemed At the same time it shall pay any Dividend Arrears calculated to the date of redemption In the absence of any direction to the contrary by the holder of the Redeemable Preference Shares, any money paid on redemption of a Redeemable Preference Share shall relate first to the Dividend Arrears The Preference Dividend shall cease to accrue from the date of payment of the redemption moneys</p> <p>5 3 If on the Redemption Date, the Company has insufficient profits available for distribution to redeem all or some of the Redeemable Preference Shares due to be redeemed on that date (continued)</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Redeemable Preference	
Prescribed particulars	<p>5.3.1 the date of redemption of those Redeemable Preference Shares that have not been redeemed on the Redemption Date shall be the last day of each subsequent month, and</p> <p>5.3.2 to the extent that the Company has profits available for distribution on any subsequent date for redemption, subject to the payment of any Dividend Arrears the Company shall immediately redeem those Redeemable Preference Shares</p> <p>5.4 Subject to the Companies Act 2006, the Company may with the prior written consent of the holders of 75% or more of the Redeemable Preference Shares redeem all or (in installments of not less than 10,000 shares) some of the Redeemable Preference Shares before the Redemption Date and shall use all reasonable endeavours to do so</p> <p>5.5 Subject to the Companies Act 2006, all of the Redeemable Preference Shares shall (unless the holders of 75% of the Redeemable Preference Shares give notice in writing to the Company to the contrary) be redeemed immediately on the earlier of any of the following dates</p> <p>5.5.1 the date of a Listing, or</p> <p>5.5.2 the date on which voting control is no longer held by members who were shareholders immediately prior to the adoption of the current Articles.</p> <p>5.6 On the dates fixed for any redemption the Company shall pay each registered holder of Redeemable Preference Shares the amount payable for that redemption. On receipt of that amount, each holder shall surrender to the Company their certificate for the shares to be redeemed so it can be cancelled. If any surrendered certificate includes shares which are not redeemable at that time, the Company shall issue to the holder a fresh certificate for the balance of the shares which are not redeemed</p> <p>5.7 If there is more than one holder of the Redeemable Preference Shares, any redemption shall be made among the holders in proportion (as nearly as may be) to their respective holdings</p> <p>(continued)</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Redeemable Preference	
Prescribed particulars	<p style="text-align: center;">SCHEDULE</p> <p>Article 18 8</p> <p>If a corporate member (a "Relevant Corporate Member") ceases to be within the control (as such term is defined by s 840 of the Income and Corporation Taxes Act 1988) of the person(s) who controlled such company on the date on which it became a member of the Company or on the date of adoption of the Articles (whichever shall be the later) then, if the board of Directors of the company reasonably believe that the Relevant Corporate Member is, or is likely to become, a competitor of the Company, the Company shall within 20 days of becoming actually aware of such change of control be entitled to serve notice in writing (the "Change of Control Notice") on the Relevant Corporate Member stating that it shall be deemed to have given a Transfer Notice on the date of the Change of Control Notice in respect of all the Shares registered in its name or beneficially held by it</p>	