

SH01

Return of allotment of shares

RE-SCAN

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✓ **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-
sidiaries or to provide infor-
mation of the company's
formation for an allotment of a new class
of shares by an unlimited company.

THURSDAY



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A11

14/09/2017

#319

COMPANIES HOUSE

1 Company details

Company number 06373341

Company name in full Imagen Therapeutics Limited

→ **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 3 0 8 2 0 1 7
To Date 1 0 9 2 0 1 7

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.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	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
Pound Sterling	B1 Ordinary	6750	0.01	0.01	

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

4

Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
Pound Sterling	Ordinary	127971	1,279.71	
Pound Sterling	A Ordinary	1920	19.20	
Pound Sterling	B1 Ordinary	6750	67.50	
Totals		136641	1,366.41	0
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		136641	1,366.41	0

Total number of shares

Total aggregate nominal value ①

Total aggregate amount unpaid ①

① Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

SH01

Return of allotment of shares

5

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 share capital tables in **Section 4**.

Class of share

Ordinary Shares

Prescribed particulars

1

Each share shall have one vote in any circumstance. The directors may, at their discretion, declare a dividend on the Ordinary Shares. On a return of capital whether on liquidation, capital reduction or otherwise (other than a conversion or purchase of Shares), the surplus assets of the Company remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be paid amount the holders of the A Shares, the holders of the B Shares and the holders of the Ordinary Shares on a pro rata and pari passu basis to their respective holding of Shares as if they all constituted Shares of the same class. (Continued)

Class of share

A Ordinary Shares

Prescribed particulars

1

The A Shares shall have no right to attend, speak or vote at any general meeting of the Company. The A Shares shall not be entitled to participate in any dividend declared or distributed. On a return of capital whether on liquidation, capital reduction or otherwise (other than a conversion or purchase of Shares), the surplus assets of the Company remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to so) be paid among the holders of the A Shares, the holders of the B Shares and the holders of the Ordinary Shares on a pro rata and pari passu basis to their respective holding of Shares (Continued)

Class of share

B1 Ordinary Shares

Prescribed particulars

1

The B1 Shares shall have no right to attend, speak or vote at any general meeting of the Company. The B1 Shares shall not be entitled to participate in any dividend declared or distributed. On a return of capital whether on liquidation, capital reduction or otherwise (other than a conversion or purchase of Shares), the surplus assets of the Company remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to so) be paid among the holders of the A Shares, the holders of the B Shares and the holders of the Ordinary Shares on a pro rata and pari passu basis to their respective holding of Shares (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.

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

Continuation page

Please use a Statement of Capital continuation page if necessary.

6

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 3, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

2 Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

3 Person authorised

Under either section 270 or 274 of the Companies Act 2006.

SH01

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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 Catherine Hendy

Company name Weightmans LLP

Address Pall Mall Court

61-67 King Street

Post town Manchester

County/Region

Postcode

M

2

4

P

D

Country united Kingdom

DX 18564 MANCHESTER 7

Telephone 0161 214 0580



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 relevant sections of the statement of capital.
- ☐ You have signed the form.



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares	
Prescribed particulars	<p>On a Share Sale the Sale Proceeds shall be distributed in the following order of priority:</p> <p>(a) first, in paying to the Ordinary Shareholders as a class the sum of £5,000,000 (to be divided pro rata to their holding of the class) and, if there is a shortfall, the proceeds shall be distributed to the holders of the Ordinary Shares pro rata to the aggregate amounts due under article 29.1.1 to each such Ordinary Share held; and</p> <p>(b) thereafter, in distributing the balance as follows:</p> <p>(i) to the extent that the Sale Proceeds are greater than £5,000,000, the amount by which the Sale Proceeds exceeds £5,000,000 up to and including the amount of the First B Share Hurdle, shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders and the A Shareholders. Where no B Shares have been issued to which the First B Share Hurdle applies, all of the Sale Proceeds in excess of £5,000,000 shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders and the A Shareholders;</p> <p>(ii) to the extent that the Sale Proceeds are greater than the First B Share Hurdle, the amount by which the Sale Proceeds exceed the First B Share Hurdle up to and including the Second B Share Hurdle Level (if any) shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders, the A Shareholders and the B Shareholders to which such First B Share Hurdle applies. Where no B Shares have been issued to which the Second B Share Hurdle applies, all of the Sale Proceeds in excess of the First B Share Hurdle shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders, the A Shareholders and the First B Shareholders;</p> <p>(iii) to the extent that the Sale Proceeds are greater than the Second B Share Hurdle, the amount by which the Sale Proceeds exceed the Second B Share Hurdle up to and including the Third B Share Hurdle Level (if any) shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders, the A Shareholders, the First B Shareholders and the B Shareholders to which such Second B Share Hurdle applies. Where no B Shares have been issued to which the Third B Share Hurdle applies, all of the Sale Proceeds in excess of the Second B Share Hurdle shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders, the A Shareholders, the First B Shareholders and the Second B Shareholders; and</p> <p>(iv) the procedure set out above shall be repeated mutatis mutandis so as to distribute any further levels of excess Sale Proceeds over and above any such additional subsequent B Share Hurdle Levels as may exist (if any) until all such Sale Proceeds are distributed.</p> <p>Each share is non-redeemable.</p>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary Shares	
Prescribed particulars	<p>..., as if they all constituted Shares of the same class.</p> <p>On a Share Sale the Sale Proceeds shall be distributed in the following order of priority:</p> <p>(a) first, in paying to the Ordinary Shareholders as a class the sum of £5,000,000 (to be divided pro rata to their holding of the class) and, if there is a shortfall, the proceeds shall be distributed to the holders of the Ordinary Shares pro rata to the aggregate amounts due under article 29.1.1 to each such Ordinary Share held; and</p> <p>(b) thereafter, in distributing the balance as follows:</p> <p>(i) to the extent that the Sale Proceeds are greater than £5,000,000, the amount by which the Sale Proceeds exceeds £5,000,000 up to and including the amount of the First B Share Hurdle, shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders and the A Shareholders. Where no B Shares have been issued to which the First B Share Hurdle applies, all of the Sale Proceeds in excess of £5,000,000 shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders and the A Shareholders;</p> <p>(ii) to the extent that the Sale Proceeds are greater than the First B Share Hurdle, the amount by which the Sale Proceeds exceed the First B Share Hurdle up to and including the Second B Share Hurdle Level (if any) shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders, the A Shareholders and the B Shareholders to which such First B Share Hurdle applies. Where no B Shares have been issued to which the Second B Share Hurdle applies, all of the Sale Proceeds in excess of the First B Share Hurdle shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders, the A Shareholders and the First B Shareholders;</p> <p>(iii) to the extent that the Sale Proceeds are greater than the Second B Share Hurdle, the amount by which the Sale Proceeds exceed the Second Hurdle up to and including the Third B Share Hurdle Level (if any) shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders, the A Shareholders, the First B Shareholders and the B Shareholders to which such Second B Share Hurdle applies. Where no B Shares have been issued to which the Third B Share Hurdle applies, all of the Sale Proceeds in excess of the Second B Share Hurdle shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders, the A Shareholders, the First B Shareholders and the Second B Shareholders; and</p> <p>(iv) the procedure set out above shall be repeated mutatis mutandis so as to distribute any further levels of excess Sale Proceeds over and above any such additional subsequent B Share Hurdle Levels as may exist (if any) until all such Sale Proceeds are distributed.</p> <p>Each share is non-redeemable.</p>	

SH01 - continuation page

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B1 Ordinary Shares	
Prescribed particulars	..., as if they all constituted Shares of the same class.	
	On a Share Sale the Sale Proceeds shall be distributed in the following order of priority:	
	(a) first, in paying to the Ordinary Shareholders as a class the sum of £5,000,000 (to be divided pro rata to their holding of the class) and, if there is a shortfall, the proceeds shall be distributed to the holders of the Ordinary Shares pro rata to the aggregate amounts due under article 29.1.1 to each such Ordinary Share held; and	
	(b) thereafter, in distributing the balance as follows:	
	(i) to the extent that the Sale Proceeds are greater than £5,000,000, the amount by which the Sale Proceeds exceeds £5,000,000 up to and including the amount of the First B Share Hurdle, shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders and the A Shareholders. Where no B Shares have been issued to which the First B Share Hurdle applies, all of the Sale Proceeds in excess of £5,000,000 shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders and the A Shareholders;	
	(ii) to the extent that the Sale Proceeds are greater than the First B Share Hurdle, the amount by which the Sale Proceeds exceed the First B Share Hurdle up to and including the Second B Share Hurdle Level (if any) shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders, the A Shareholders and the B Shareholders to which such First B Share Hurdle applies. Where no B Shares have been issued to which the Second B Share Hurdle applies, all of the Sale Proceeds in excess of the First B Share Hurdle shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders, the A Shareholders and the First B Shareholders;	
	(iii) to the extent that the Sale Proceeds are greater than the Second B Share Hurdle, the amount by which the Sale Proceeds exceed the Second B Share Hurdle, up to and including the Third B Share Hurdle Level (if any) shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders, the A Shareholders, the First B Shareholders and the B Shareholders to which such Second B Share Hurdle applies. Where no B Shares have been issued to which the Third B Share Hurdle applies, all of the Sale Proceeds in excess of the Second B Share Hurdle shall be distributed on a pro rata and pari passu basis among the Ordinary Shareholders, the A Shareholders, the First B Shareholders and the Second B Shareholders; and	
	(iv) the procedure set out above shall be repeated mutatis mutandis so as to distribute any further levels of excess Sale Proceeds over and above any such additional subsequent B Share Hurdle Levels as may exist (if any) until all such Sale Proceeds are distributed.	
	Each share is non-redeemable.	



Companies House

COMPANY NAME: IMAGEN THERAPEUTICS LIMITED
COMPANY NUMBER: 06373341

A second filed SH01 was registered on 19/10/2017.