

**Return of Allotment of Shares**Company Name: **IMAGEN THERAPEUTICS LIMITED**Company Number: **06373341**Received for filing in Electronic Format on the: **13/05/2020**

X94Z0M3S

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
28/01/2020

Class of Shares: ORDINARYCurrency: **GBP**Number allotted **281**Nominal value of each share **0.01**Amount paid: **63.3**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	142586
Currency:	GBP	Aggregate nominal value:	1425.86

Prescribed particulars

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 PAYMENT OF ITS LIABILITIES SHALL (TO THE EXTENT THAT THE COMPANY IS LAWFULLY ABLE TO DO SO) BE PAID IN AMOUNG THE HOLDERS OF THE A SHARES, THE HOLDERS OF THE B SHARES AND THE HOLDERS OF THE ORDINARY SHARES ON A PRO RATA PARI PASSU BASIS TO THEIE RESPECTIVE HOLDING OF SHARES AS IF THEY ALL CONSITUTED SHARES OF THE SAME CLASS. ON A SHARE SALE THE SALE PROCEEDS SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER OF PRIORITY: (I) FIRST IN PAYING TO THE HOLDER OF THE ORDINARY SHARES AS A CLASS THE SUM OF £5,000,000 (TO BE DIVIDED PRO RATA TO THEIR HOLDING OF THE 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.

Class of Shares:	A	Number allotted	1920
	ORDINARY	Aggregate nominal value:	19.2
Currency:	GBP		

Prescribed particulars

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 PAYEMENT OF ITS LIABILITIES SHALL (TO THE EXTENT THAT THE COMPANY IS LAWFULLY ABLE TO SO) BE PAID AMOUNG 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 CONSTITUED SHARES OF THE SAME CLASS. ON A SHARE SALE THE SALE PROCEEDS SHALL BE DISTRIBUTED IN THE FOLLOWIR 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 HOLDER 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 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

Class of Shares:	B1	Number allotted	6750
	ORDINARY	Aggregate nominal value:	67.5
Currency:	GBP		

Prescribed particulars

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 PAYEMENT 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 AS IF THEY ALL CONSTITUED 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.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	151256
		Total aggregate nominal value:	1512.56
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.