

Don't
staple this form

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

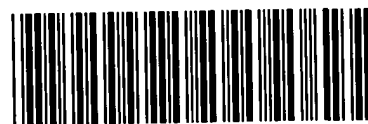


Companies House

☒ **What this form is for**
You may use this form to give
notice of consolidation,
sub-division, redemption of
shares or re-conversion of stock
into shares.

☐ **What this form is NOT**
You cannot use this form
notice of a conversion of
into stock.

FRIDAY



A9BEFESG

A14

14/08/2020

#157

COMPANIES HOUSE

1 Company details

Company number 0 6 3 7 3 3 4 1

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 Date of resolution

Date of resolution 1 2 0 8 2 0 2 0

3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
ORDINARY	152429	0.01	1524290	0.001
A ORDINARY	1920	0.01	19200	0.001
B1 ORDINARY / B2 ORDINARY	6750 / 500	0.01 / 0.01	67500 / 5000	0.001 / 0.001

5 Redemption

Please show the class number and nominal value of shares that have been
redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

Re-conversion

New share structure

Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

Statement of capital

Please use a Statement of Capital continuation page if necessary.

Nominal value	Total aggregate amount unpaid, if any (€, £, \$, etc)
Is issued	
Nominal value	Including both the nominal value and any share premium

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

Currency table A

	SEE CONTINUATION			
Totals				

Currency table B

Totals				

Currency table C

Totals				

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①

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

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion
of stock into shares

8 Statement of capital (prescribed particulars of rights attached to shares)^①

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 7.	<p>① Prescribed particulars of rights attached to shares 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. <p>A separate table must be used for each class of share.</p> <p>Please use a Statement of capital continuation page if necessary.</p>
Class of share	ORDINARY	
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 PAYMENT OF ITS LIABILITIES SHALL (TO THE EXTENT THAT THE COMPANY IS LAWFULLY ABLE TO DO 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 CONSTITUTED SHARES OF THE SAME CLASS. ON A SHARE SALE THE SALE PROCEEDS SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER OF PRIORITY: (CONTINUED)	
Class of share	A ORDINARY	
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 PAVEMENT OF ITS LIABILITIES SHALL (TO THE EXTENT THAT THE COMPANY IS LAWFULLY ABLE TO DO 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 CONSTITUTED SHARES OF THE SAME CLASS. ON A SHARE SALE THE SALE PROCEEDS SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER OF PRIORITY: (CONTINUED)	
Class of share	B1 ORDINARY	
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 PAVEMENT OF ITS LIABILITIES SHALL (TO THE EXTENT THAT THE COMPANY IS LAWFULLY ABLE TO DO 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 CONSTITUTED SHARES OF THE SAME CLASS. ON A SHARE SALE THE SALE PROCEEDS SHALL BE DISTRIBUTED IN THE FOLLOWING ORDER OF PRIORITY. (CONTINUED)	

9 Signature

	I am signing this form on behalf of the company.	<p>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.</p> <p>③ Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>
Signature	<p>Signature</p> <p>X <i>Sorotum Engl</i> X</p>	
	<p>This form may be signed by:</p> <p>Director ^②, Secretary, Person authorised ^③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.</p>	

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into 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 ANNE-MARIE BARNES

Company name WEIGHTMANS LLP

Address NO1 SPINNINGFIELDS

HARDMAN SQUARE

Post town MANCHESTER

County/Region

Postcode M 3 3 E B

Country

DX

Telephone



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 have entered the date of resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed 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

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

7

Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

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
GBP	ORDINARY	1524290	1524.29	
GBP	A ORDINARY	19200	19.20	
GBP	B1 ORDINARY	67500	67.50	
GBP	B2 ORDINARY	5000	5.00	
Totals		1,615,990	1,615.99	0

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

8 Statement of capital (prescribed particulars of rights attached to shares)¹

Class of share	ORDINARY CONTINUED	
Prescribed particulars	<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 (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.</p> <p>EACH SHARE IS NON-REDEEMABLE.</p>	<p>1 Prescribed particulars of rights attached to shares The particulars are:</p> <ol style="list-style-type: none"> particulars of any voting rights, including rights that arise only in certain circumstances; particulars of any rights, as respects dividends, to participate in a distribution; particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

8

'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	A ORDINARY CONTINUED	
Prescribed particulars	<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 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.</p> <p>EACH SHARE IS NON-REDEEMABLE.</p>	<p>Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> particulars of any voting rights, including rights that arise only in certain circumstances; particulars of any rights, as respects dividends, to participate in a distribution; particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

8

'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	B1 ORDINARY CONTINUED	
Prescribed particulars	<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 (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.</p> <p>EACH SHARE IS NON-REDEEMABLE.</p>	<p>Prescribed particulars of rights attached to shares 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. <p>A separate table must be used for each class of share.</p>

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

8

'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	B2 ORDINARY	
Prescribed particulars	<p>THE B2 SHARES SHALL HAVE NO RIGHT TO ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. THE B2 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 DO 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 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.</p> <p>EACH SHARE IS NON-REDEEMABLE.</p>	<p>Prescribed particulars of rights attached to shares 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. <p>A separate table must be used for each class of share.</p>