

DON'T
STAPLE

SH01

Return of allotment of shares



Companies House

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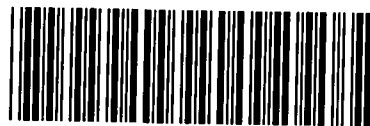
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☒ What this form is for
You may use this form to give
notice of shares allotted following
incorporation.

☐ What this form is for
You cannot use this form to give
notice of shares taken
on formation of the company
for an allotment of a
share by an unlimited
company.

TUESDAY



A09

ABJAI9FE

20/12/2022

#8

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 Allotment dates

From Date 2 7 1 1 2 0 2 2
To Date 2 7 1 1 2 0 2 2

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 | 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 |
|----------|--|------------------------------|--------------------------------|--|---|
| GBP | ORDINARY | 241,046 | 0.001 | £9.20 | NIL |
| | | | | | |
| | | | | | |

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)

Continuation page
Please use a continuation page if
necessary.

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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'.

Continuation page
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 | | | | |
| | SEE CONTINUATION PAGE | | | |
| | | | | |
| | | | | |
| Totals | | | | |

| | | | | |
|-------------------------|--|--|--|--|
| Currency table B | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

| | | | | |
|-------------------------|--|--|--|--|
| Currency table C | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

Total issued share capital table

You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.

| Total number of shares | Total aggregate nominal value Show different currencies separately. For example: £100 + €100 + \$10 | Total aggregate amount unpaid ⓘ Show different currencies separately. For example: £100 + €100 + \$10 |
|------------------------|--|--|
| Grand total | 2,413,730 | 2,413.74 |
| | | NIL |

ⓘ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.


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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. | 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. |
| 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 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 (Continued) | |
| Class of share | | |
| Prescribed particulars 1 | SEE CONTINUATION PAGES | |

6 Signature

| | | |
|-----------|--|--|
| | I am signing this form on behalf of the company. | 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. |
| Signature | Signature  DocuSigned by: <i>Nicki Grundy</i> C23340B09C984F0... | |
| | This form may be signed by: Director 2, Secretary, Person authorised 3, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager. | |

In accordance with
Section 555 of the
Companies Act 2006.

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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;</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> |

In accordance with
Section 555 of the
Companies Act 2006.

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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> | |

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

| Class of share | B1 Ordinary Shares |
|------------------------|--|
| Prescribed particulars | <p>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 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 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;</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> |

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

| Class of share | B2 Ordinary Shares | |
|------------------------|---|--|
| 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.</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 part 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> | |

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

| Class of share | B3 Ordinary Shares |
|------------------------|---|
| Prescribed particulars | <p>The B3 Shares shall have no right to attend, speak or vote at any general meeting of the Company. The B3 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.</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 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> |

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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 CNY/MH 829783-18

Company name WEIGHTMANS LLP

Address NO1 SPINNINGFIELDS

HARDMAN SQUARE

Post town MANCHESTER

County/Region

Postcode M 3 3 E B

Country

DX

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