In accordance with Section 555 of the Companies Act 2006.	SH01 Return of allotment of shares			Companies House		
	Go online to file this information www.gov.uk/companieshouse What this form is for You may use this form to give notice of shares allotted following incorporation.	What this form You cannot use notice of shares on formation of for an allotment shares by an un	this f take A22 the?	*A78QRLY9* 23/06/2018 COMPANIES HOUS *A77LY31U** 07/06/2018, COMPANIES HOUS	13	
1	Company details	_				
Company number	0 6 3 8 9 6 1	4		→ Filling in thi Please compl	s form ete in typescript or in	
Company name in fu	Base4 Innovation Limited .			bold black ca All fields are specified or in	mandatory unless	
2	Allotment dates •			<u> </u>	· 1.00	
From Date To Date	$ \begin{array}{c ccccccccccccccccccccccccccccccccccc$	y ₀ y ₁ y ₈ y ₀ y ₁ y ₈		same day ent 'from date' bo allotted over	ate vere allotted on the ter that date in the ox. If shares were a period of time, h 'from date' and 'to	
3	Shares allotted					
	Please give details of the shares allo (Please use a continuation page if r		s shares.	OCurrency If currency de completed we is in pound st	e will assume currency	
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	
	Ordinary	201000	£0.00001	£0.00001	nil	
	If the allotted shares are fully or pa state the consideration for which the			Se Continuation Please use a concessory.	n page continuation page if	

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

06/16 Version 6.0

	SH01 Return of allotment of shares							
4	Statement of capital			, 				
		ued share capital at	the date to which this retur	n is made up.				
	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	Class of shares	Number of shares	Aggregate nominal value (f, €, \$, 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 £GB	Ordinary Shares	4462402	£44.62402					
£GB	Deferred Shares	5000	£0.05					
	Totals	4467402	£44.67402	0				
Currency table B			,					
Currency table C	Totals							
				ha de succession				
	Totals							
		Total number of shares	Total aggregate nominal value ●	Total aggregate amount unpaid ①				
	Totals (including continuation pages)	4467402	£44.67402	£0.00				
			aggregate values in differer) + €100 + \$10 etc.	nt currencies separately.				

·SH01 Return of allotment of shares Statement of capital (prescribed particulars of rights attached to shares) Please give the prescribed particulars of rights attached to shares for each • Prescribed particulars of rights class of share shown in the share capital tables in Section 4. attached to shares The particulars are: Class of share particulars of any voting rights, Ordinary Shares and Deferred Shares including rights that arise only in Prescribed particulars Defintions: "Board means the board of directors and any committee certain circumstances; particulars of any rights, as of the board constituted for the purposes of taking any action or respects dividends, to participate decision contemplated by these Articles. in a distribution: "Company Value" means the market value of the entire issued and to c particulars of any rights, as respects capital, to participate be issued share capital of the Company (determined in accordance in a distribution (including on with sections 22 and 273 of the taxation of Chargeable Gains Act winding up); and d whether the shares are to be 1992 and disregarding, for the purpose of such determination, any redeemed or are liable to be diminution in market value which might arise from the payment of redeemed at the option of the any dividend which the Company proposes, at the date of such company or the shareholder. (cont) A separate table must be used for Class of share each class of share. Continuation page Prescribed particulars Please use a Statement of Capital continuation page if necessary. Class of share Prescribed particulars Signature I am signing this form on behalf of the company. Societas Europaea If the form is being filed on behalf Signature of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership. Person authorised This form may be signed by: Under either section 270 or 274 of Director . Secretary, Person authorised . Administrator, Administrative receiver, the Companies Act 2006. Receiver, Receiver manager, CIC manager.

· SH01 - continuation page Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached	to shares)
Class of share	Ordinary Shares and Deferred Shares (cont)	
	Ordinary Shares and Deferred Shares (cont) determination, to pay) "Deferred Shares" means deferred shares of 0.0001p each in the capital of the company. "Equity Shares" means the Shares other than the Deferred Shares; "K Ordinary Shares" means the K Ordinary Shares of 0.001p each in the capital of the company from time to time; "Liquidation Surplus" such cash sum as remains on a liquidation or a winding up of the Company after all of its liabilities (including costs and expenses in connection with such liquidation or winding up) have been paid or provided for; "Listing" means the listing of the securities of the Company on the London Stock Exchange plc (including for the avoidance of doubt the AIM Market) or any recognised investment exchange as defined in Section 285 of the Financial Services and markets Act 2000) including NASDAQ and NASDAQ Europe and their respective share dealing markets and the listing shall be treated as occuring on the day on which the trading in the securities of the Company begins. "Ordinary Share capital" together the issued Ordinary Shares and K Ordinary Shares; "Ordinary Shares" means the Ordinary Shares of 0.001p each in the capital of the company from time to time; "Realisation Price" means the Value of the issued share capital of he Company immediately prior to a Listing (determined by reference to the price per share at which Shares in the Company are to be offered for sale, placed or otherwise marketed pursuant to such Listing); "Sale" means - (a) the transfer of other disposal (whether through a single transaction or a series of transactions) of the legal and/or beneficial interest or title to an majority of the Ordinary Share Capital to a person (and/or any Connected Person and/or any other person acting in concert with that person as defined in the United Kingdom's City Code on Takeovers and Mergers);or (b) the transfer of the legal and / or beneficial interest or title to no less than 10% nor more than 50% of the Ordinary Share Capital to a person (and/or any Connected Per	
	would result in the Ordinary Shareholder receiving pursuant to Article 3.2.3(a) on a sale of the entire issued share capital of the Company for a sum equal to that Company Value, £8 per Ordinary Share (subject to any adjustment pursuant to Article 3); 3.2.1 Dividend Rights (a) Subject to sub-paragraphs (b) to (I) of this Article 3.2.1, the profits	
	of the Company available for dividend and which the Company (cont)	

SH01 - continuation page

Return of allotment of shares

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

Class of share

Ordinary Shares and Deferred Shares (cont)

Prescribed particulars

may determine to distribute in respect of any financial year or other period for which the accounts of the Company shall be made up shall be distributed amongst all the holders of the Ordinary Shares and all the holders of the K Ordinary Shares respectively as if such Shares constituted one class.

- (b) If the holders of a majority of the K Ordinary Shares at any time consider that the Company Value is greater than the Threshold Value then they may notify the Company in writing of their estimate of the Company Value and may request that the Board considers such request and states in writing whether or not it agrees with the Company Value stated in such request. Such notice shall set out the reasons why the holders of the majority of K Ordinary Shares consider that the Company Value is as estimated by them. (c) The Board shall, within 20 Business Days after receipt of an request from the holders of a majority of the K Ordinary Shares pursuant to Article 3.2.1.(b), notify the holders of the K Ordinary Shares who made such request ("the Requesting K Ordinary Shareholders") in writing whether or not it agrees the Company Value estimated by the Requesting K Ordinary Shareholders. (d) If the Board shall not agree the Company Value estimated by the Requesting K Ordinary Shareholders in the request made by them pursuant to Article 3.2.1(b) within the period of 20 Business Days referred to in Article 3.2.1.(c) then the Board shall, within 10 Business Days from the end of such period appoint a Company Valuer, in accordance with Article 3.2.1(e) to determine the Company Value.
- (e) The Company Valuer shall be auditors of the Company from time to time or, if there are no auditors or if they decline to act or if the Requesting K Ordinary Shareholders or the Board object to the Company's auditor acting as the Company Valuer, such other form of Chartered Accountants in England and Wales as the Board shall agree with the Requesting K Ordinary Shareholders not to be unreasonably witheld or delayed, or, in default of agreement within such 10 Business Day period as is referred to in Article 3.2.1(d), as is appointed by the President, for the time being, of the Institute of Chartered Accountants in England and Wales) to determine the Company Value as at the date of the request made by the Requesting K Ordinary Shareholders who shall for all purposes of this Article 3.2.1. be deemed to be the Company Valuer. The Requesting K Ordinary Shareholders shall co-operate in good faith with the Board with regard to the appointment of the Company Valuer and with the agreement of reasonable terms of appointment of the Company Valuer.
- (f) The Company Valuer shall be requested to determine the Company Value within 20 Business Days of their appointment and notify the Board of their determination. The Board shall furnish a certified copy of such valuation to the Requesting K Ordinary Shareholders.
- (g) Subject to any obligations of confidentiality, the Company Valuer may have access to all accounting records or other relevant documents of the Company.
- (h) The Company Valuer shall act as an expert and not an arbitrator and the Companys Valuer's determination shall be final and binding on the parties (in the absence of fraud or manifest error).
- (i) The costs of the Company Valuer shall be borne by the Company and the Requesting K Ordinary Shareholders in equal shares.
- (j) If the Company Value, as agreed or determined in (cont)

SH01 - continuation page

Return of allotment of shares

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

Class of share

Ordinary Shares and Deferred Shares (cont)

Prescribed particulars

accordance with the preceding provisions of this Article 3.2.1. shall exceed the Threshold Value then, until such time as a differnt Company Value shall have been agreed or determined in accordance with the preceding provisions of this Article 3.2.1. then the holders of the K Ordinary Shares shall be entitled to receive such percentage of any dividend or other distribution paid or made by the Company is equal to the percentage of the Sale Proceeds to which they each would have been entitled under Article 3.2.3(a) had the entire issued and to be issued share capital of the Company been sold for a sum equal to such Company Value (to be apportioned between the holders of each such class of shares rateably in proportion to the number of shares of the same class held by them) and the balance of such dividend or other distribution shall be paid or made to the holders of the Ordinary Shares rateably in proportion to the number of Ordinary Shares held by them.

(k) If any request is made by Requesting K Ordinary Shareholders pursuant to Article 3.2.1(b) then no dividend or other distribution shall be paid or made by the Company until a Company Value shall have been agreed or determined in accordance with the preceding provisions of this Article 3.2.1. by reference to that request. (I)For the avoidance of doubt, the holders of a majority of the K Ordinary Shares shall be entitled to make more than one request

pursuant Article 3.2.1(b) 3.2.2. Liquidation Surplus

(a) In the sum which each Ordinary Shareholder would receive pursuant to Article 3.2.2(b) in respect of each Ordinary Share held by

him, when added to the total dividends per Ordinary Share paid by the Company (the "Total Ordinary Shareholder Return") woud be no more than £8 then only the provisions of Article 3.2.2(b) shall apply to payments to Shareholders out of the Liquidation Surplus and Articles 3.2.2.(c) to Article 3.2.2.(o) shall not apply.

(b) On a return of assets on a winding up or liquidation of the Company, the following order of priority shall apply to payments to

Shareholders out of the Liquidation Surplus:-

(i) first, the holders of the Deferred Shares, if any, shall be entitled to a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares);

(ii) second, each Shareholder shall be entitled in respect of their Equity Shares to payment of an amount per Equity Share equal to the nominal value of that Share or, if the Liquidation is insufficient to enable payment to each Shareholder for all the Equity Shares held by each of them then such Liquidation Surplus shall be paid to the Shareholders in proportion to the number of Equity Shares held by each of them; and

(iii) third, any remaining balance of such Liquidation Surplus shall be paid to the Ordinary Shareholders in proportion to the number of Ordinary Shares held by each of them.

(c) If, by the application of sub-paragraph (b) of this Article 3.2.2. the Total Ordinary Shareholders Return would be between £8.01 and £10 then the provisions of Article 3.2.2.(b)(ii) and (iii) shall not apply to payments to Shareholders out of the Liquidation Surplus and the provisions of this Article 3.2.2.(c) shall apply instead so that the remaining Liquidation Surplus (following any payment pursuant to Article 3.2.2.(b)(i)) shall be distributed to the Shareholders as

(i) 0.4% of the Liquidation Surplus shall be paid to the holders (cont)

SH01 - continuation page Return of allotment of shares

5 St	tatement of capital (prescribed particulars of rights attached to shares)
Class of share	Ordinary Shares and Deferred Shares (cont)
Class of share Prescribed particulars (i thr mith (i) T £ to prescribed particulars (ii) T £ to prescribed particulars (iii) T £ to prescribed particulars (iiii) T £ to prescribed particulars (iii) T £ to prescribed particulars (iii) T £ to presc	

SH01 - continuation page Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached	to shares)
Class of share	Ordinary Shares and Deferred Shares (cont)	
Class of share Prescribed particulars	Ordinary Shares and Deferred Shares (cont) (i) 2.0% of the Liquidation Surplus shall be paid to the holders of the K Ordinary Shares in proportion ot the number of K Ordinary Shares held by each of them; and (ii) the remaining 98.0% of the Liquidation Surplus shall be paid to the Ordinary Shareholders as if Article 3.2.2.(b) applied (mutatis mutandis) to such payment and there were no Shares in issue other than Ordinary Shares. (h) If, by the application of sub-paragraph (b) of this Article 3.2.2. the Total Ordinary Shareholder Return would be between £18.01 and £20 then the provisions of Article 3.2.2.(b)(ii) an (iii) shall not apply to payments out of the Liquidation Surplus and the provisions of this Article 3.2.2.(h) shall apply instead so that the remaning Liquidation Surplus (following any payment pursuant to Article 3.2.2.(b)(i)) shall be distributed to the Shareholders as follows:- (i) 2.5% of the Liquidation Surplus shall be paid to the holders of the K Ordinary Shares in proportion to the number of K Ordinary Shares held by each of them; and (ii) the remaining 97.5% of the Liquidation Surplus shall be paid to the Ordinary Shareholders as if Article 3.2.2.(b) applied (mutatis mutandis) to such payment and there were no Shares in issue other than Ordinary Shareholder Return would be beteween £20.01 and £22.50 then the provisions of Article 3.2.2.(b)(ii) and (iii) shall not apply to payments to Shareholders out of the Liquidation Surplus and the provisions of this Article 3.2.2.(i) shall apply instead so that the remaining Liquidation Surplus (pursuant to Article 3.2.2.(b)(i)) shall be distributed to the Shareholders as follows:- (i) 3% of the Liquidation Surplus shall be paid to the holders of the K Ordinary Shares in proportion to the number of K Ordinary Shares held by each of them; and	
	(ii) the remaining 97% of the Liquidation Surplus shall be paid to the Ordinary Shareholders as if Article 3.2.2.(b) applied (mutatis mutandis) to such payment and there were no Shares in issue other than Ordinary Shares. (j) If, by the application of sub-paragraph (b) of this Article 3.2.2 the Total Ordinary Shareholder Return would be between £22.51 and £25 then the provisions of Article 3.2.2.(b)(ii) and (iii) shall not apply to payments to Shareholders out of the Liquidation Surplus and the provisions of this Article 3.2.2:(j) shall apply instead so that the remaining Liquidation Surplus (following any payment pursuant to Article 3.2.2.(b)(i)) shall be distributed to the Shareholders as follows:-(i) 4% of the Liquidation Surplus shall be paid to the holders of the K Ordinary Shares in proportion to the number of K Ordinary Shares hel by each of them; and (ii) the remaining 96% of the Liquidation Surplus shall be paid to the Ordinary Shareholders as if Article 3.2.2.(b) applied (mutatis mutandis) to such payment and there were no Shares in issue other than Ordinary Shareholder Return would be between £25.01 and £27.50 then the provisions of Article 3.2.2.(b)(ii) and (iii) shall not apply to payments to Shareholders out of the Liquidation Surplus and the provisions of this Article 3.2.2(k) shall apply instead so that the remaining Liquidation Surplus (following any payment pursuant to Article 3.2.2.(b)(i)) shall be distributed to the Shareholders as follows:-(i) 4.5% of the Liquidation Surplus shall be paid to the holders (cont)	

· · SH01 - continuation page Return of allotment of shares

ass of share	Ordinary Shares and Deferred Shares	
escribed particulars	to the holders of the K Ordinary Shares in proportion to the number of K Ordinary Shares held by each of them; and (ii) the remaining 95.5% of the Liquidation Surplus shall be paid to the Ordinary Shareholders as if Article 3.2.2(b) applied (mutatis mutandis) to such payment and there were no shares in issue other than Ordinary Shares. (I) If, by the application of sub-paragraph (b) of this Article 3.2.2. the Total Ordinary Shareholder Return would be more than £27.51 then the provisions of Article 3.2.2.(b)(ii) and (iii) shall not apply to payments to Shareholders out of the Liquidation Surplus and the provisions of this Article 3.2.2.(l) shall apply instead so that the remaining Liquidation Surplus (following any payment pursuant to Article 3.2.2.(b)(i)) shall be distributed to the Shareholders as follows:-(i) 5% of the Liquidation Surplus shall be paid to the holders of the K Ordinary Shares in proportion to the number of K Ordinary Shares held by each of them; and (ii) the remaining 95% of the Liquidaton Surplus shall be paid to the Ordinary Shareholders as if Article 3.2.2.(b) applied (mutatis mutandis) to such payment and there were no Shares in issue other	
	than Ordinary Shares.	
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Return of allotment of 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	Alexander Phillips				
Company name Base4 Innovation Limited					
Address	Broers Building, JJ Thomson Avenue				
Post town	Cambridge				
County/Region	Cambs				
Postcode	C B 2 4 5 P S				
Country	UK				
DX					
Telephone	01223358652				

✓ 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.

f 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

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Return of allotment of shares

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Contact name						
Company name						
			 			
Address		 	 			
Post town						
County/Region						
Postcode					$\overline{}$	
Country	-		 · i.	•		
DX						
Telephone			,			

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