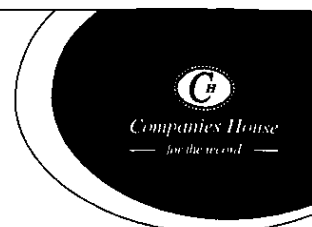


# SH01

## Return of allotment of shares



You can use the WebFiling service to file this form online.

Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

☒ **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-  
s on formation of the company  
for an allotment of a new class  
shares by an unlimited company

FRIDAY



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PC5

27/11/2009

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COMPANIES HOUSE

### 1 Company details

Company number **06917133**  
Company name in full **COMPOUND PHOTONICS GROUP 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 **05 11 2009**  
To Date **05 11 2009**

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.

② **Currency**  
If currency details are not  
completed we will assume currency  
is in pound sterling.

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
<b>ORDINARY</b>		<b>27,999</b>	<b>£0.001</b>	<b>£104,996.25</b>	

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)

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Return of allotment of shares

**Statement of capital**

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return.

**4 Statement of capital (Share capital in pound sterling (£))**

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	£ 0.001	NIL	1,766,078	£ 1,766.078
ORDINARY	£ 3.75	NIL	27,999	£ 27.999
A PREFERRED	£ 0.001	NIL	1,383,831	£ 1,383.831
				£
Totals			3,177,908	£ 3,177.908

**5 Statement of capital (Share capital in other currencies)**

Please complete the table below to show any class of shares held in other currencies.  
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

**6 Statement of capital (Totals)**

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate  
nominal value ①

③ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately. For  
example: £100 + €100 + \$10 etc.

① Including both the nominal value and any  
share premium.

② Total number of issued shares in this class.

③ E.g. Number of shares issued multiplied by  
nominal value of each share.

**Continuation Pages**

Please use a Statement of Capital continuation  
page if necessary.

SH01

Return of allotment of shares

**7 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 statement of capital share tables in Section 4 and Section 5.

Class of share	ORDINARY
Prescribed particulars ①	<p><b>VOTING RIGHTS</b></p> <p>THE COMPANY'S ARTICLES OF ASSOCIATION PROVIDE THAT REGULATION 54 OF TABLE A SHALL NOT APPLY TO THE COMPANY. SUBJECT TO ANY RIGHTS OR RESTRICTIONS FOR THE TIME BEING ATTACHED TO ANY CLASS OR CLASSES OF SHARES, ON A SHOW OF HANDS EVERY SHAREHOLDER ENTITLED TO VOTE WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY (NOT BEING HIMSELF A SHAREHOLDER ENTITLED TO VOTE) OR (BEING A CORPORATE BODY) IS</p>
Class of share	A PREFERRED
Prescribed particulars ①	<p><b>VOTING RIGHTS</b></p> <p>THE COMPANY'S ARTICLES OF ASSOCIATION PROVIDE THAT REGULATION 54 OF TABLE A SHALL NOT APPLY TO THE COMPANY. SUBJECT TO ANY RIGHTS OR RESTRICTIONS FOR THE TIME BEING ATTACHED TO ANY CLASS OR CLASSES OF SHARES, ON A SHOW OF HANDS EVERY SHAREHOLDER ENTITLED TO VOTE WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY (NOT BEING HIMSELF A SHAREHOLDER ENTITLED TO VOTE) OR (BEING A CORPORATE BODY) IS</p>
Class of share	
Prescribed particulars ①	

**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 and any terms or conditions relating to redemption of these shares.

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

**Continuation page**

Please use a Statement of Capital continuation page if necessary.

**8 Signature**

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director ~~Secretary~~, Person authorised ~~Administrator~~, Administrative receiver, Receiver, Receiver manager, ~~CLC 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.

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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

IAN WAINE

Company name

PRETTY'S SOLICITORS

Address

Post town

County/Region

Postcode

IP1 2AD

Country

DX

3218 IPSWICH

Telephone

(01473) 232121

**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 appropriate 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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
DX 481 N.R. Belfast 1.

**Further information**

For further information please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

# SH02 - continuation page

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

10

## Statement of capital (Prescribed particulars of rights attached to shares)①

Class of share

ORDINARY

Prescribed particulars

PRESENT BY A REPRESENTATIVE OR PROXY (NOT BEING HIMSELF A SHAREHOLDER ENTITLED TO VOTE) SHALL HAVE ONE VOTE AND, ON A POLL, EVERY SHAREHOLDER SHALL HAVE ONE VOTE FOR EACH SHARE OF WHICH HE IS THE HOLDER.

### DIVIDEND RIGHTS

REGULATIONS 102 TO 108 CONTAINED IN TABLE A IN THE SCHEDULE TO THE COMPANIES (TABLES A TO F) REGULATIONS 1985 AS AMENDED BY THE COMPANIES (TABLES A TO F) (AMENDMENT) REGULATIONS 2007 (SI 2007/2541) AND THE COMPANIES (TABLES A TO F) (AMENDMENT) (NO. 2) REGULATIONS (SI 2007/2826) APPLY TO THE COMPANY SO THAT ALL DIVIDENDS ARE DECLARED AND PAID ACCORDING TO THE AMOUNTS PAID UP ON THE SHARES. ALL DIVIDENDS SHALL BE APPORTIONED AND PAID PROPORTIONATELY TO THE AMOUNTS PAID UP ON THE SHARES.

### CAPITAL RIGHTS

THE RIGHTS TO A RETURN OF CAPITAL ON LIQUIDATION OR SALE ATTACHING TO THE ORDINARY SHARES ARE SUBJECT TO THE CAPITAL RIGHTS SET OUT IN THE PRESCRIBED PARTICULARS RELATING TO THE A PREFERRED SHARES OF THE COMPANY.

### REDEMPTION OF SHARES

THE ORDINARY SHARES CARRY NO REDEMPTION RIGHTS.

### ① Prescribed particulars of rights attached to shares

The particulars are:

- 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 and any terms or conditions relating to redemption of these shares.

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

## SH02 - continuation page

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

10

### Statement of capital (Prescribed particulars of rights attached to shares)<sup>①</sup>

Class of share	A PREFERRED	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>PRESENT BY A REPRESENTATIVE OR PROXY (NOT BEING HIMSELF A SHAREHOLDER ENTITLED TO VOTE) SHALL HAVE ONE VOTE AND, ON A POLL, EVERY SHAREHOLDER SHALL HAVE ONE VOTE FOR EACH SHARE OF WHICH HE IS THE HOLDER</p> <p><u>DIVIDEND RIGHTS</u></p> <p>REGULATIONS 102 TO 108 CONTAINED IN TABLE A IN THE SCHEDULE TO THE COMPANIES (TABLES A TO F) REGULATIONS AS AMENDED BY THE COMPANIES (TABLES A TO F) (AMENDMENT) REGULATIONS 2007 (SI 2007/2541) AND THE COMPANIES (TABLES A TO F) (AMENDMENT) (NO. 2) REGULATIONS (SI 2007/2826) APPLY TO THE COMPANY SO THAT ALL DIVIDENDS ARE DECLARED AND PAID ACCORDING TO THE AMOUNTS PAID UP ON THE SHARES. ALL DIVIDENDS SHALL BE APPOINTED AND PAID PROPORTIONATELY TO THE AMOUNTS PAID UP ON THE SHARES.</p> <p><u>CAPITAL RIGHTS</u></p> <p>THE COMPANY'S ARTICLES PROVIDE THAT:</p> <p><u>LIQUIDATION PREFERENCE</u></p> <p>1. ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL, SALE OF ALL OR SUBSTANTIALLY ALL OF THE ASSETS OF THE COMPANY OR OTHERWISE THE A PREFERRED SHAREHOLDERS SHALL BE ENTITLED IN RESPECT OF THEIR A PREFERRED SHARES TO BE PAID OUT OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES, A SUM EQUIVALENT TO THE LOWER OF THE SUBSCRIPTION PRICE PAID BY THE A PREFERRED SHAREHOLDER OR \$1.91 FOR EACH A PREFERRED SHARE HELD BY THE A PREFERRED SHAREHOLDER (SUBJECT TO ARTICLE 24.3) TOGETHER WITH ANY ARREARS THEREON (AGGREGATE LIQUIDATION AMOUNT) IN PREFERENCE TO ANY AMOUNT PAID TO THE HOLDERS OF ORDINARY SHAREHOLDERS IN RESPECT OF THEIR ORDINARY SHARES.</p> <p>2. THE AGGREGATE LIQUIDATION AMOUNT SHALL BE ALLOCATED BETWEEN AND PAID TO THE A PREFERRED SHAREHOLDERS IN THE PROPORTIONS IN WHICH THE A PREFERRED SHARES HELD BY THE A PREFERRED SHAREHOLDERS BEAR TO THE AGGREGATE NUMBER OF A PREFERRED SHARES, AND THEREAFTER ANY BALANCE REMAINING SHALL BE ALLOCATED TO THE SHAREHOLDERS ON A PARI PASSU BASIS AND PRO RATA EACH</p>	

# SH02 - continuation page

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

10

## Statement of capital (Prescribed particulars of rights attached to shares)<sup>①</sup>

Class of share	A PREFERRED	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>SHAREHOLDER'S RESPECTIVE HOLDING OF SHARES.</p> <p>3. THE AGGREGATE LIQUIDATION AMOUNT IS PAYABLE ON THE BASIS OF EACH A PREFERRED SHARE HAVING A NOMINAL VALUE OF £0.001. IN THE EVENT THAT THE SHARE CAPITAL OF THE COMPANY IS SUB-DIVIDED OR CONSOLIDATED AFTER THE ADOPTION OF THE LATEST SET OF ARTICLES, THE AGGREGATE LIQUIDATION AMOUNT SHALL BE ADJUSTED ON A PRO-RATA BASIS ACCORDINGLY.</p> <p><u>SALE PREFERENCE</u></p> <p>1. IN THE EVENT OF A SALE, THE TOTAL OF ALL AND ANY FORM OF CONSIDERATION RECEIVED OR RECEIVABLE BY THE SELLERS AT ANY TIME IN RESPECT OF THE SHARES THAT ARE THE SUBJECT OF THE SALE SHALL BE ALLOCATED BETWEEN THE SELLERS OF SUCH SHARES SO AS TO ENSURE THE FOLLOWING ORDER OF APPLICATION OF THE AGGREGATE SALE PROCEEDS:</p> <p>1.1. FIRST, IN PAYING TO THE A PREFERRED SHAREHOLDERS IN RESPECT OF THEIR HOLDINGS OF A PREFERRED SHARE A SUM EQUIVALENT TO THE LOWER OF THE SUBSCRIPTION PRICE PAID BY THE A PREFERRED SHAREHOLDER OR £1.91 FOR EACH A PREFERRED SHARE HELD BY THE A PREFERRED SHAREHOLDER (SUBJECT TO ARTICLE 25.2) TOGETHER WITH ANY ACCRUALS THEREON (AGGREGATE SALE AMOUNT) SUCH THAT THE AGGREGATE SALE AMOUNT SHALL BE ALLOCATED BETWEEN AND PAID TO THE A PREFERRED SHAREHOLDERS IN THE PROPORTIONS IN WHICH THE A PREFERRED SHARES HELD BY THE A PREFERRED SHAREHOLDERS BEARS TO THE AGGREGATE NUMBER OF A PREFERRED SHARES, AND THEREAFTER.</p> <p>1.2. SECONDLY, IN PAYING THE BALANCE PARI PASSU TO THE SELLERS OF THE A PREFERRED SHARES AND THE ORDINARY SHARES (IN THE PROPORTIONS IN WHICH EACH HOLDER'S RESPECTIVE HOLDING OF SHARES BEARS TO THE OVERALL ISSUED SHARES).</p> <p>2. THE AGGREGATE SALE AMOUNT IS PAYABLE ON THE BASIS OF EACH A PREFERRED SHARE HAVING A NOMINAL VALUE OF £0.001. IN THE EVENT THAT THE SHARE CAPITAL OF THE COMPANY IS SUB-DIVIDED OR CONSOLIDATED AFTER THE DATE OF ADOPTION OF THE LATEST ARTICLES, THE AGGREGATE SALE AMOUNT SHALL BE ADJUSTED ON A PRO-RATA BASIS ACCORDINGLY.</p> <p><u>REDEMPTION OF SHARES</u></p> <p>THE A PREFERRED SHARES CARRY NO REDEMPTION RIGHTS.</p>	