

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online.
Please go to 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
notice of shares taken by sub
on formation of the company
for an allotment of a new class
shares by an unlimited company



WEDNESDAY

1 Company details

Company number **0 7 8 0 2 5 7 7**

Company name in full **Pro Bono Bio Group PLC**

→ **Filing in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date **d 2 d 2 m 0 m 5 y 2 y 0 y 1 y 4**
To Date **d d m m y y y y**

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ²	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
Dividend Access	GBP	1	1	1	0

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Continuation page
Please use a continuation page if
necessary

Details of non-cash
consideration

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

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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	0.0001	0	500,000,000	£ 50,000
Deferred	100	0	1	£ 100
Dividend Access	1	0	1	£ 1
				£
Totals			500,000,002	£ 50,101

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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 ④

④ 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

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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>Voting. In summary, on a show of hands, each member present in person or by proxy has one vote. On a poll, each member present in person or by proxy or (being a corporation) by a duly authorised representative, has one vote for each share held by the member.</p> <p>Dividend: The company may by ordinary resolution declare dividends but no such dividend shall exceed the amount recommended by the directors.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p>
Class of share	Ordinary (continued)	
Prescribed particulars ①	<p>Redemption The shares shall not be redeemed unless a Suspension Event, as set out in Article 4A.1 of the company's Articles of Association occurs, in which case the shares may be redeemed</p>	
Class of share	Ordinary (continued)	
Prescribed particulars ①	<p>Winding up.- any cash or assets available for distribution shall be distributed:</p> <p>(a) first, to the Ordinary Shareholders and the Deferred Shareholders pro rata in proportion to their paid-up capital;</p> <p>(b) second, any balance shall be paid as follows:</p> <p>(i) if a Suspension Event has not occurred or is not continuing, the entire balance shall be paid to the Ordinary Shareholder;</p> <p>(ii) if a Suspension Event has occurred and is continuing or if the Permanent Suspension Date (defined in the Articles of Association) has occurred, the entire balance shall be paid to the Deferred Shareholders.</p>	

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Signature

	I am signing this form on behalf of the company	
Signature	<p>Signature</p> <p>X </p> <p>For and on behalf of Throgmorton Secretaries LLP</p>	<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>
	This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager	

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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

Company name **Throgmorton UK Limited**Address **4th Floor****Reading Bridge House****George Street**Post town **Reading**County/Region **Berkshire**Postcode **R G 1 8 L S**Country **United Kingdom**

DX

Telephone

**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,
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.companieshouse.gov.uk or email 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

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Deferred	
Prescribed particulars	<p>Voting The Deferred Shareholders are entitled to receive notice of and attend general meetings but may not vote at general meetings unless:</p> <p>(i) a Suspension Event, as set out in Article 4A.1 of the company's Articles of Association occurs; or</p> <p>(ii) to exercise any rights specifically conferred by the company's Articles.</p> <p>Dividend The Deferred Shareholders shall not have the right to a dividend except if a Suspension Event occurs.</p> <p>Redemption The Company may redeem and cancel the Deferred Shares at any time, provided that no Suspension Event has occurred and is continuing.</p> <p>Winding-up any cash or assets available for distribution shall be distributed.</p> <p>(a) first, to the Ordinary Shareholders and the Deferred Shareholders pro rata in proportion to their paid-up capital;</p> <p>(b) second, any balance shall be paid as follows:</p> <p>(i) if a Suspension Event has not occurred or is not continuing, the entire balance shall be paid to the Ordinary Shareholder;</p> <p>(ii) if a Suspension Event has occurred and is continuing or if the Permanent Suspension Date (defined in the Articles of Association) has occurred, the entire balance shall be paid to the Deferred Shareholders.</p>	

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Class of share	Dividend Access	
Prescribed particulars	<p>Voting The Dividend Access Shareholder is entitled to receive notice of general meetings but may not attend or vote at general meetings except to exercise any rights specifically conferred by the company's Articles</p> <p>Dividend The holder is entitled to receive, by way of dividends, an amount equal to the dividends declared at any time by the company on its Ordinary shares with the same effect as if the holder of the Dividend Access Share was the holder of all the Ordinary shares in issue</p> <p>Redemption Subject to the Articles, the company may at any time redeem and cancel the Dividend Access share upon payment by the company to the holder of the Dividend Access share of an amount equal to its nominal value If a Suspension Event occurs which has not been cured within three years, the Dividend Access share shall be redeemed by payment to the holder of the nominal value of the share</p> <p>Winding-up The holder has no entitlement to any cash or assets on the winding-up of the company</p>	