



Companies House

RE-SCAN

SH01 (ef)

Return of Allotment of Shares

Company Name: **KINAPSE TOPCO LIMITED**

Company Number: **09964306**



X513SFAY

Received for filing in Electronic Format on the: **19/02/2016**

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
18/02/2016

Class of Shares:	B ORDINARY	Number allotted	65866
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	0.01
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	C1	Number allotted	77850
	ORDINARY	Nominal value of each share	0.01
Currency:	GBP	Amount paid:	0.01
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	C2	Number allotted	1350
	ORDINARY	Nominal value of each share	0.01
Currency:	GBP	Amount paid:	0.01
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	100
Currency:	GBP	Aggregate nominal value:	1
		Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS.

Class of Shares:	A	Number allotted	646204
	ORDINARY	Aggregate nominal value:	6462.04
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

32. DIVIDEND RIGHTS 32.1 SUBJECT TO (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME AND (II) INVESTOR CONSENT THEN ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH EQUITY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. FOR THE AVOIDANCE OF DOUBT, THE HOLDERS OF THE D ORDINARY SHARES SHALL NOT BE ENTITLED TO THE PAYMENT OF ANY DIVIDENDS. 33. D SHARE RETURN INTEREST SHALL ACCRUE ON THE D ORDINARY SHARES FROM THE DATE OF ISSUE AT THE AGREED RATE ON THE ISSUE PRICE PER SHARE, AND SHALL ACCRUE DAILY ON THE BASIS OF A 365 DAY YEAR (THE "D SHARE RETURN"). 34. RETURN OF CAPITAL RIGHTS 34.1 THE RIGHTS AS REGARDS RETURN OF CAPITAL ATTACHING TO EACH CLASS OF SHARES SHALL BE AS SET OUT IN THIS ARTICLE. 34.2 ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND ALL PAYMENTS TO BE MADE IN PRIORITY SHALL BE APPLIED IN THE FOLLOWING ORDER: (A) FIRST, AND IN PRIORITY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 34.2(A) AND ARTICLE 34.2(C), IN PAYING PRO RATA TO EACH HOLDER OF FULLY PAID ORDINARY SHARES AN AMOUNT EQUAL TO 100 PER CENT. OF THE ISSUE PRICE

OF SUCH ORDINARY SHARES HELD BY IT; AND (B) SECOND, AND IN PRIORITY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 34.2(C), IN PAYING PRO RATA TO EACH HOLDER OF FULLY PAID D ORDINARY SHARES AN AMOUNT EQUAL TO 100 PER CENT. OF ANY ACCRUED BUT UNPAID D SHARE RETURN; AND (C) THIRD, ANY SURPLUS PROCEEDS AVAILABLE SHALL BE DISTRIBUTED TO THE HOLDERS OF EQUITY SHARES, PRO RATA TO THEIR HOLDING OF EQUITY SHARES, PROVIDED THAT, EACH SUCH HOLDER OF D ORDINARY SHARES SHALL HAVE THE RIGHT TO RECEIVE £1 PER D ORDINARY SHARE HELD BY THEM FOR EVERY £100,000,000,000 OF CAPITAL RETURNED TO THE HOLDERS OF THE EQUITY SHARES AFTER ALL SHARE CAPITAL (INCLUDING THE ISSUE PRICE) ON THE EQUITY SHARES IN ISSUE HAS BEEN PAID. 34.3 SAVE AS SET OUT ABOVE AND IN ARTICLE 33 THE D ORDINARY SHARES SHALL NOT BE ENTITLED TO ANY DIVIDEND OR DISTRIBUTION WHETHER PURSUANT TO THESE ARTICLES ANY OTHER AGREEMENT OR OTHERWISE.

Class of Shares:	B	Number allotted	66285
	ORDINARY	Aggregate nominal value:	662.85
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

32. DIVIDEND RIGHTS 32.1 SUBJECT TO (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME AND (II) INVESTOR CONSENT THEN ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH EQUITY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. FOR THE AVOIDANCE OF DOUBT, THE HOLDERS OF THE D ORDINARY SHARES SHALL NOT BE ENTITLED TO THE PAYMENT OF ANY DIVIDENDS. 33. D SHARE RETURN INTEREST SHALL ACCRUE ON THE D ORDINARY SHARES FROM THE DATE OF ISSUE AT THE AGREED RATE ON THE ISSUE PRICE PER SHARE, AND SHALL ACCRUE DAILY ON THE BASIS OF A 365 DAY YEAR (THE "D SHARE RETURN"). 34. RETURN OF CAPITAL RIGHTS 34.1 THE RIGHTS AS REGARDS RETURN OF CAPITAL ATTACHING TO EACH CLASS OF SHARES SHALL BE AS SET OUT IN THIS ARTICLE. 34.2 ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND ALL PAYMENTS TO BE MADE IN PRIORITY SHALL BE APPLIED IN THE FOLLOWING

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Class of Shares:	C1	Number allotted	100350
	ORDINARY	Aggregate nominal value:	1003.5
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

32. DIVIDEND RIGHTS 32.1 SUBJECT TO (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME AND (II) INVESTOR CONSENT THEN ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH EQUITY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. FOR THE AVOIDANCE OF DOUBT, THE HOLDERS OF THE D ORDINARY SHARES SHALL NOT BE ENTITLED TO THE PAYMENT OF ANY DIVIDENDS. 33. D SHARE RETURN INTEREST SHALL ACCRUE ON THE D ORDINARY SHARES FROM THE DATE OF ISSUE AT THE AGREED RATE ON THE ISSUE PRICE PER SHARE, AND SHALL ACCRUE DAILY ON THE BASIS OF A 365 DAY YEAR (THE "D SHARE RETURN"). 34. RETURN OF CAPITAL RIGHTS 34.1 THE RIGHTS AS REGARDS RETURN OF CAPITAL ATTACHING TO EACH CLASS OF SHARES SHALL BE AS SET OUT IN THIS ARTICLE. 34.2 ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE

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Class of Shares:	D	Number allotted	610
	ORDINARY	Aggregate nominal value:	6.1
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

32. DIVIDEND RIGHTS 32.1 SUBJECT TO (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME AND (II) INVESTOR CONSENT THEN ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH EQUITY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. FOR THE AVOIDANCE OF DOUBT, THE HOLDERS OF THE D ORDINARY SHARES SHALL NOT BE ENTITLED TO THE PAYMENT OF ANY DIVIDENDS. 33. D SHARE RETURN INTEREST SHALL ACCRUE ON THE D ORDINARY SHARES FROM THE DATE OF ISSUE AT THE AGREED RATE ON THE ISSUE PRICE PER SHARE, AND SHALL ACCRUE DAILY ON THE BASIS OF A 365 DAY

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Class of Shares:	C2	Number allotted	1350
	ORDINARY	Aggregate nominal value:	13.5
Currency:	GBP	Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

34. RETURN OF CAPITAL RIGHTS 34.1 THE RIGHTS AS REGARDS RETURN OF CAPITAL ATTACHING TO EACH CLASS OF SHARES SHALL BE AS SET OUT IN THIS ARTICLE. 34.2 ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND ALL PAYMENTS TO BE MADE IN PRIORITY SHALL BE APPLIED IN THE FOLLOWING ORDER: (A) FIRST, AND IN PRIORITY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 34.2(A) AND ARTICLE 34.2(C), IN

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Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	814899
		Total aggregate nominal value:	8148.99

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.



Companies House

COMPANY NAME: KINAPSE TOPCO LIMITED

COMPANY NUMBER: 09964306

A SECOND FILED SH01 WAS REGISTERED ON 27/10/2016 and ON 25/01/2018