

RP04

Second filing of a document previously delivered



Companies House

✓ What this form is for
You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register

✗ What this form is NOT for
You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 regardless of whether it was properly delivered

A second filing of a document cannot be filed where it is corrected information that was originally properly delivered. Form RP04 cannot be used in these circumstances

For further information, please refer to our guidance at www.gov.uk/companieshouse



L5HW4QIZ

LD4

18/10/2016

#90

COMPANIES HOUSE

1 Company details

Company number 0 9 9 6 4 3 0 6

Company name in full KINAPSE TOPCO LIMITED

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

All fields are mandatory unless specified or indicated by *

2 Applicable documents

This form **only** applies to the following forms

- AP01 Appointment of director
- AP02 Appointment of corporate director
- AP03 Appointment of secretary
- AP04 Appointment of corporate secretary
- CH01 Change of director's details
- CH02 Change of corporate director's details
- CH03 Change of secretary's details
- CH04 Change of corporate secretary's details
- TM01 Termination of appointment of director
- TM02 Termination of appointment of secretary
- SH01 Return of allotment of shares
- AR01 Annual Return
- CS01 Confirmation statement (Parts 1-5 only)
- PSC01 Notice of individual person with significant control (PSC)
- PSC02 Notice of relevant legal entity (RLE) with significant control
- PSC03 Notice of other registrable person (ORP) with significant control
- PSC04 Change of details of individual person with significant control (PSC)
- PSC05 Change of details of relevant legal entity (RLE) with significant control
- PSC06 Change of details of other registrable person (ORP) with significant control
- PSC07 Notice of ceasing to be a person with significant control (PSC), relevant legal entity (RLE), or other registrable person (ORP)
- PSC08 Notification of PSC statements
- PSC09 Update to PSC statements

RP04

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3 Description of the original document

Document type ①

SH01 RETURN OF ALLOTMENT OF SHARES

① Description of the original document

Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day

Date of registration of the original document

^d1^d9^m0^m2^y2^y0^y1^y6

4 Section 243 or 790ZF Exemption ②

If you are applying for, or have been granted, exemption under section 243 or 790ZF of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE

② If you are currently in the process of applying for or have been granted a Section 243 or 790ZF exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01)

RP04

Second filing of a document previously delivered



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 **FRANCESCA MACSWINEY**

Company name **WHITE & CASE LLP**

Address **5 OLD BROAD STREET**

Post town **LONDON**

County/Region

Postcode **E C 2 N 1 D W**

Country **UNITED KINGDOM**

DX

Telephone **+44 207 532 1709**



Checklist

We may return 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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form
- ☐ You have enclosed the second filed document(s)
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing'



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

Section 243 or 790ZF exemption

If you are applying for or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



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

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 is NOT for**
You cannot use this form to give
notice of shares taken by special
resolution on formation of the company
for an allotment of a new class of
shares by an unlimited company

LD4

L5HW4QJ7
18/10/2016 #91
COMPANIES HOUSE

1 Company details

Company number 0 9 9 6 4 3 0 6

Company name in full KINAPSE TOPCO 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 ¹

From Date ^d2 ^d9 ^m0 ^m1 ^y2 ^y0 ^y1 ^y6
To Date ^d1 ^d8 ^m0 ^m2 ^y2 ^y0 ^y1 ^y6

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 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
GBP	B ORDINARY	73277	0 01	1 00	0
GBP	C1 ORDINARY	99900	0 01	1 00	0
GBP	C2 ORDINARY	1350	1 00	1 00	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)

SH01

Return of allotment of shares

4

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'

Please use a Statement of Capital continuation page if necessary

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, 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

GBP	A ORDINARY	646304	6463 04	
GBP	B ORDINARY	73696	736 96	
GBP	C1 ORDINARY	122400	1224	
Totals		844360	10384	0

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		844360	10384	0

❶ Please list total aggregate values in different currencies separately
For example £100 + €100 + \$10 etc

SH01

Return of allotment of shares

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.

Class of share

PLEASE SEE CONTINUATION PAGES

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.

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

Prescribed particulars
①

Class of share

Prescribed particulars
①

6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X

For and on behalf of Radius Commercial Services

X

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC 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.

SH01

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 **FRANCESCA MACSWINEY**

Company name **WHITE & CASE LLP**

Address **5 OLD BROAD STREET**

Post town **LONDON**

County/Region

Postcode **E C 2 N 1 D W**

Country **UNITED KINGDOM**

DX

Telephone **+44 207 532 1709**

**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**

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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**

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This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

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

[illegible]

Statement of capital

Complete a separate table for each currency

$\frac{1}{2} \times 2 \times 2 = 2$

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A Ordinary Shares	
Prescribed particulars	<p>Dividend Rights</p> <p>Subject to</p> <p>(a) the board recommending payment of the same, and</p> <p>(b) investor consent,</p> <p>any available profits which the company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary, B Ordinary, C1 Ordinary and C2 Ordinary Shares (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</p> <p>Return of Capital Rights</p> <p>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 will be applied in the following order</p> <p>(a) first, and in priority to the below, in paying pro rata to each holder of fully paid Equity Shares an amount equal to 100 per cent of the issue price of such Equity Shares held,</p> <p>(b) second, and in priority to the below, 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 return due in relation to D Ordinary Shares,</p> <p>(c) third, any surplus proceeds available shall be distributed to the holders of Equity Shares, pro rata to their holding of Shares, provided that each 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</p> <p>Voting Rights</p> <p>Holders of A Ordinary Shares shall have one vote for each A Ordinary Share held on the date of circulation of a written resolution or at a general meeting at which the holder is present</p>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B Ordinary Shares	
Prescribed particulars	<p>Dividend Rights</p> <p>Subject to</p> <p>(a) the board recommending payment of the same, and</p> <p>(b) investor consent,</p> <p>any available profits which the company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary, B Ordinary, C1 Ordinary and C2 Ordinary Shares (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</p> <p>Return of Capital Rights</p> <p>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 will be applied in the following order</p> <p>(a) first, and in priority to the below, in paying pro rata to each holder of fully paid Equity Shares an amount equal to 100 per cent of the issue price of such Equity Shares held,</p> <p>(b) second, and in priority to the below, 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 return due in relation to D Ordinary Shares,</p> <p>(c) third, any surplus proceeds available shall be distributed to the holders of Equity Shares, pro rata to their holding of Shares, provided that each 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</p> <p>Voting Rights</p> <p>Holders of B Ordinary Shares are not entitled to vote on written resolutions or at general meetings. They are entitled to vote at a meeting of B Ordinary Shareholders</p>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C1 Ordinary Shares	
Prescribed particulars	<p>Dividend Rights</p> <p>Subject to</p> <p>(a) the board recommending payment of the same, and</p> <p>(b) investor consent,</p> <p>any available profits which the company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary, B Ordinary, C1 Ordinary and C2 Ordinary Shares (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</p> <p>Return of Capital Rights</p> <p>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 will be applied in the following order</p> <p>(a) first, and in priority to the below, in paying pro rata to each holder of fully paid Equity Shares an amount equal to 100 per cent of the issue price of such Equity Shares held,</p> <p>(b) second, and in priority to the below, 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 return due in relation to D Ordinary Shares,</p> <p>(c) third, any surplus proceeds available shall be distributed to the holders of Equity Shares, pro rata to their holding of Shares, provided that each 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</p> <p>Voting Rights</p> <p>Holders of C1 Ordinary Shares are not entitled to vote on written resolutions or at general meetings. They are entitled to vote at a meeting of holders of C1 Ordinary Shares</p>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	C2 Ordinary Shares	
Prescribed particulars	<p>Dividend Rights</p> <p>Subject to</p> <p>(a) the board recommending payment of the same, and</p> <p>(b) investor consent,</p> <p>any available profits which the company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary, B Ordinary, C1 Ordinary and C2 Ordinary Shares (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</p> <p>Return of Capital Rights</p> <p>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 will be applied in the following order</p> <p>(a) first, and in priority to the below, in paying pro rata to each holder of fully paid Equity Shares an amount equal to 100 per cent of the issue price of such Equity Shares held,</p> <p>(b) second, and in priority to the below, 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 return due in relation to D Ordinary Shares,</p> <p>(c) third, any surplus proceeds available shall be distributed to the holders of Equity Shares, pro rata to their holding of Shares, provided that each 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</p> <p>Voting Rights</p> <p>Holders of C2 Ordinary Shares have 100 votes for each C2 Ordinary Share held on the date of circulation of a written resolution or at a general meeting at which he is present</p>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D Ordinary Shares	
Prescribed particulars	<p>Dividend Rights</p> <p>The holders of the D ordinary shares are not entitled to the payment of any dividends</p> <p>Share Return</p> <p>Interest accrues on the D Ordinary shares from the date of issue at the agreed rate on the issue price per share (£1 00 per share) and accrues daily on the basis of a 365 day year. The agreed rate on the issue price per share is LIBOR, the offered rate for a period of six months displayed on the LIBOR 01 page of Reuters (or such other page as the parties may agree) at 11 00am, London time, on the date of issue of the D Ordinary Shares, and every anniversary of the date of issue of the D Ordinary Shares. If such rate did not appear on the Reuters screen page on the date of issue of the D Ordinary Shares, the date will be deemed to be the rate on the last preceding date on which such rate did appear</p> <p>Return of Capital Rights</p> <p>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 will be applied in the following order</p> <p>(a) first, and in priority to the below, in paying pro rata to each holder of fully paid Equity Shares an amount equal to 100 per cent of the issue price of such Equity Shares held,</p> <p>(b) second, and in priority to the below, 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 return due in relation to D Ordinary Shares,</p> <p>(c) third, any surplus proceeds available shall be distributed to the holders of Equity Shares, pro rata to their holding of Shares, provided that each 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</p> <p>Voting Rights</p> <p>Holders of D Ordinary Shares have 75 votes for each D Ordinary Share held on the date of circulation of a written resolution or at a general meeting at which the holder is present</p>	