

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 a
company on formation of the company
for an allotment of a new
share by an unlimited company.

TUESDAY



A12

A6XA2E9G

09/01/2018

#63

COMPANIES HOUSE

1 Company details

Company number 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 d 2 d 3 m 0 m 7 y 2 y 0 y 1 y 6

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.

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	C1 Ordinary	11,250	0:01	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)

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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	646,304	6,463.04	
GBP	D Ordinary	610	610.00	
GBP	B Ordinary	73,696	736.96	
Totals				

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
855,610	10,496.50	0

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

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Statement of capital

Complete the table below to show the issued share capital.

Complete a separate table for each currency.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
GBP	C2 Ordinary	1,350	1,350.00	
GBP	C1 Ordinary	133,650	1,336.50	
Totals		135,000	2,686.50	0.

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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

A Ordinary Shares

Prescribed particulars

1

See attached continuation sheet.

Class of share

B Ordinary Shares

Prescribed particulars

1

See attached continuation sheet.

Class of share

C1 Ordinary Shares

Prescribed particulars

1

See attached continuation sheet.

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.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director ②, Secretary, Person authorised ②, 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.

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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

C2 Ordinary Shares

Prescribed particulars

1

See attached continuation sheet.

Class of share

D Ordinary Shares

Prescribed particulars

1

See attached continuation sheet.

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.

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

Continuation page

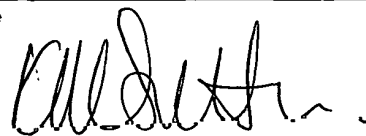
Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director 1, Secretary, Person authorised 2, 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.

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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, or 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 rate 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>	

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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>	

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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>	

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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>	

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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 data-bbox="368 501 552 528">Dividend Rights</p> <p data-bbox="368 557 488 584">Subject to</p> <p data-bbox="368 613 991 640">(a) the board recommending payment of the same, and</p> <p data-bbox="368 669 604 696">(b) investor consent;</p> <p data-bbox="368 725 1134 891">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 data-bbox="368 920 647 947">Return of Capital Rights</p> <p data-bbox="368 976 1126 1088">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 data-bbox="368 1117 1134 1196">(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 data-bbox="368 1225 1118 1337">(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 data-bbox="368 1366 1142 1556">(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 data-bbox="368 1585 523 1612">Voting Rights</p> <p data-bbox="368 1641 1134 1731">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>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	D Ordinary Shares	
Prescribed particulars	Dividend Rights	
	<p>The holders of the D ordinary shares are not entitled to the payment of any dividends</p>	
	Share Return	
	<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>	
	Return of Capital Rights	
	<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>	
	Voting Rights	
	<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>	

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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
Katrina Sutton

Company name
Radius

Commercial Services Limited

Address
11th Floor, Whitefriars

Lewins Mead

Post town
Bristol

County/Region

Postcode
B S 1 2 N T

Country
UK

DX

Telephone
01179 924922



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.



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



Companies House

Registrar's Powers
Companies House
Crown Way
Cardiff
CF14 3UZ

DX 33050 Cardiff

T +44(0) 303 1234 500
E enquiries@companieshouse.gov.uk
Twitter @CompaniesHouse
www.gov.uk/companieshouse

KATRINA SUTTON
RADIUS COMMERCIAL SERVICES LIMITED
11TH FLOOR
WHITEFRIARS
LEWINS MEAD
BRISTOL
BS1 2NT

Your Ref
Our Ref RP04SH01/09964306/BM
Date 02/01/2018

Dear Madam

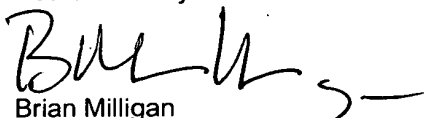
KINAPSE TOPCO LIMITED

Thank you for your enclosed document form SH01 dated 23/07/2016. Unfortunately, we have been unable to accept it for the following reason(s):

The class of shares shown at Section 4, (A ORD, B ORD, D ORD, C1 ORD and C2 ORD does not agree with the class of shares shown at Section 5, (A Ordinary Shares, B Ordinary Shares, C1 Ordinary Shares, C2 Ordinary Shares and D Ordinary Shares.

Please amend your document form SH01 and resubmit them as soon as possible ensuring you mark all correspondence for the attention of **Registrars Powers**.

Yours faithfully


Brian Milligan
Companies House