

**Return of Allotment of Shares**Company Name: **Circadian Therapeutics Limited**Company Number: **10283353**Received for filing in Electronic Format on the: **27/12/2022**

XBJRU8BE

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>11/11/2022</b>	

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>247</b>
	<b>PREFERRED</b>	Nominal value of each share	<b>0.001</b>
Currency:	<b>GBP</b>	Amount paid:	<b>0.001</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

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## Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>3943490</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>3943.49</b>

Prescribed particulars

**EACH ORDINARY SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. THE ORDINARY SHARES HAVE THE RIGHT TO DIVIDENDS AS IF ONE CLASS OF SHARE CONSTITUTED WITH THE HOLDERS OF THE PREFERRED SHARES ON A PRO RATA BASIS. ON A SALE OF THE COMPANY, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED ACCORDING TO 3.4.4 TO 3.4.10 OF THE ARTICLES OF ASSOCIATION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: (A) PAYMENT TO EACH OF THE HOLDERS OF THE PREFERRED SHARES IN PRIORITY TO ANY OTHER CLASSES OF SHARE AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE PREFERRED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF PREFERRED SHARES); AND (B) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES PRO RATA ACCORDING TO THE NOMINAL AMOUNTS PAID UP OR CREDITED AS PAID UP ON SUCH SHARES (EXCLUDING ANY PREMIUM AT WHICH SUCH SHARES WERE ISSUED). ON A SHARE SALE, THE PROCEEDS OF SALE SHALL BE DISTRIBUTED IN THE SAME ORDER AS ON A RETURN OF ASSETS ON LIQUIDATION UNLESS WAIVED IN ACCORDANCE WITH THE ARTICLES.**

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>247</b>
	<b>PREFERRED</b>	Aggregate nominal value:	<b>0.247</b>
Currency:	<b>GBP</b>		

Prescribed particulars

EACH B PREFERRED SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. THE ORDINARY SHARES HAVE THE RIGHT TO DIVIDENDS AS IF ONE CLASS OF SHARE CONSTITUTED WITH THE HOLDERS OF THE PREFERRED SHARES ON A PRO RATA BASIS. ON A SALE OF THE COMPANY, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED ACCORDING TO 3.4.4 TO 3.4.10 OF THE ARTICLES OF ASSOCIATION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: (A) PAYMENT TO EACH OF THE HOLDERS OF THE PREFERRED SHARES IN PRIORITY TO ANY OTHER CLASSES OF SHARE AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE PREFERRED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF PREFERRED SHARES); AND (B) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES PRO RATA ACCORDING TO THE NOMINAL AMOUNTS PAID UP OR CREDITED AS PAID UP ON SUCH SHARES (EXCLUDING ANY PREMIUM AT WHICH SUCH SHARES WERE ISSUED). ON A SHARE SALE, THE PROCEEDS OF SALE SHALL BE DISTRIBUTED IN THE SAME ORDER AS ON A RETURN OF ASSETS ON LIQUIDATION UNLESS WAIVED IN ACCORDANCE WITH THE ARTICLES. THE B PREFERRED SHARES ARE NOT REDEEMABLE UNLESS THEY ARE CONVERTED INTO DEFERRED SHARES.

<b>Class of Shares:</b>	<b>PREFERRED</b>	Number allotted	<b>8246363</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>8246.363</b>
Prescribed particulars			

EACH PREFERRED SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. THE ORDINARY SHARES HAVE THE RIGHT TO DIVIDENDS AS IF ONE CLASS OF SHARE CONSTITUTED WITH THE HOLDERS OF THE PREFERRED SHARES ON A PRO RATA BASIS. ON A SALE OF THE COMPANY, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED ACCORDING TO 3.4.4 TO 3.4.10 OF THE ARTICLES OF ASSOCIATION. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: (A) PAYMENT TO EACH OF THE HOLDERS OF THE PREFERRED SHARES IN PRIORITY TO ANY OTHER CLASSES OF SHARE AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE PREFERRED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF PREFERRED SHARES); AND (B) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES PRO RATA ACCORDING TO THE NOMINAL AMOUNTS PAID UP OR CREDITED AS PAID UP ON SUCH SHARES (EXCLUDING ANY PREMIUM AT WHICH SUCH SHARES WERE ISSUED). ON A SHARE SALE, THE PROCEEDS OF SALE SHALL BE DISTRIBUTED IN THE SAME ORDER AS ON A RETURN OF ASSETS ON LIQUIDATION UNLESS WAIVED IN ACCORDANCE WITH THE ARTICLES. THE PREFERRED SHARES ARE NOT REDEEMABLE.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>12190100</b>
		Total aggregate nominal value:	<b>12190.1</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

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