

Don't
staple this form

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



Companies House

☒ **What this form is for**
You may use this form to give notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares.

☐ **What this form is NOT for**
You cannot use this form to give notice of a conversion of stock into stock.

WEDNESDAY



AAE1QZII

A22

29/09/2021

#146

COMPANIES HOUSE

1 Company details

Company number 1 0 2 8 3 3 5 3

Company name in full Circadian Therapeutics Limited

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

All fields are mandatory unless specified or indicated by *

2 Date of resolution

Date of resolution 2 6 0 7 2 0 2 1

3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

5 Redemption

Please show the class number and nominal value of shares that have been redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share
Deferred	32798	£0.001

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6 Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

New share structure

Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

7 Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

Please use a Statement of Capital continuation page if necessary.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

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
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Currency table A

GBP	Ordinary	3847577	3847.58	
GBP	Preferred	8246363	8246.36	
Totals		12093940	12093.94	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
12093940	12093.94	0

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

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8 Statement of capital (prescribed particulars of rights attached to shares) ^①

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 7.

Class of share	Ordinary
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Prescribed particulars ^①	See continuation pages
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Class of share	Preferred
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Prescribed particulars ^①	See continuation pages
-------------------------------------	------------------------

Class of share	
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Prescribed particulars ^①	
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① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.

Please use a Statement of capital continuation page if necessary.

9 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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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

Julia Jones

Company name

Archangel Accounting Ltd

Address

Burnham House, Splash Lane, Wyton

Post town

Huntingdon

County/Region

Cambs

Postcode

P E 2 8 2 A F

Country

UK

DX

Telephone

07888 728644



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 have entered the date of resolution in Section 2.
- ☒ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☒ You have completed 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

SH02 - continuation page

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8 'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	Ordinary	
Prescribed particulars	<p>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 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: (a) first, in paying 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.</p>	<p>Prescribed particulars of rights attached to shares 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. <p>A separate table must be used for each class of share.</p>

SH02 - continuation page

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8 'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	Preferred	
Prescribed particulars	<p>The Preferred shares have the right to dividends as if one class of share constituted with the holders of the Ordinary shares on a pro rata basis. 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: (a) first, in paying 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.</p>	<p>Prescribed particulars of rights attached to shares 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. <p>A separate table must be used for each class of share.</p>