



# SH01

## Return of allotment of shares



Companies House



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☒ **What this form is for**  
You may use this form to give notice of shares allotted following incorporation.

☐ **What this form is for**  
You cannot use this form to give notice of shares taken on formation of the company for an allotment of shares by an unlimited company.

SATURDAY



A10 \*ABZKS0K3\* 23/04/2022 #203  
COMPANIES HOUSE

### 1 Company details

Company number 1 1 4 2 5 4 5 1

Company name in full SENSYNE HEALTH PLC

→ **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 <sup>1</sup>

From Date 

d	2	d	1
---	---	---	---

m	0	m	3
---	---	---	---

y	2	y	0
---	---	---	---

y	2	y	2
---	---	---	---

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 <sup>2</sup>	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	ORDINARY SHARES	1,428,571	0.10	0.10	NIL

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)

The non-cash consideration for the allotted shares comprised the rights granted by Great Ormond Street Hospital for Children NHS Foundation Trust ("GOSH") pursuant to the terms of a strategic research agreement between the Company and GOSH dated 1 September 2021. A copy of the valuation report prepared in accordance with section 593 of the Companies Act 2006 is attached herewith.

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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 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
<b>Currency table A</b>				
GBP	ORDINARY SHARES	166,227,710	£16,622,771.00	
<b>Totals</b>		166,227,710	£16,622,771.00	NIL
<b>Currency table B</b>				
<b>Totals</b>				
<b>Currency table C</b>				
<b>Totals</b>				
<b>Totals (including continuation pages)</b>		<b>Total number of shares</b>	<b>Total aggregate nominal value ❶</b>	<b>Total aggregate amount unpaid ❶</b>
		166,227,710	£16,622,771.00	NIL

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

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**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	ORDINARY SHARES
Prescribed particulars ①	THE ORDINARY SHARES ARE ORDINARY SHARES THAT DO NOT CARRY ANY PRESENT OR FUTURE PREFERENTIAL RIGHT TO DIVIDENDS, TO THE COMPANY'S ASSETS ON A WINDING UP OR TO BE REDEEMED IN PREFERENCE TO SHARES IN ANY OTHER CLASS OF SHARES. THEY HAVE ATTACHED TO THEM FULL VOTING RIGHTS AND FULL DIVIDEND RIGHTS. THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. THEY HAVE CAPITAL DISTRIBUTION RIGHTS LIMITED TO PRO RATA RIGHTS IN PROPORTION TO THE TOTAL NUMBER OF ORDINARY SHARES.
Class of share	
Prescribed particulars ①	
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.

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**Signature**

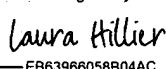
I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:



EB63966058B04AC...

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.

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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	DAN SPIVEY				
Company name	COVINGTON & BURLING LLP				
Address	22 BISHOPSGATE				
Post town	LONDON				
County/Region					
Postcode	E	C	2	N	4 B Q
Country					
DX					
Telephone	020 7067 2183				

**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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)**



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**Private and Confidential**

Sensyne Health Plc  
Schrodinger Building  
Heatley Road, Oxford Science Park  
Oxford  
OX4 4GE

9 March 2022

For the attention of the board of directors, Sensyne Health plc

Dear Sirs

**Independent Accountants' Report Issued in Accordance with Section 593 of the Companies Act 2006 to Sensyne Health Plc, company number 11425451 ("Sensyne" or "the Company")**

In accordance with the terms of our contract dated 7 March 2022 (the "Contract"), we have prepared this report (the "Report") in accordance with the provisions of Section 593 of the Companies Act 2006.

We report on the value of the consideration to be received by the Company for the allotment of shares in the Company). This is in connection with Sensyne entering into a Strategic Research Agreement with Great Ormond Street Hospital.

Our report has been prepared pursuant to the requirements of Section 593 of the Companies Act 2006 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of Section 593 (1) of the Companies Act or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

Yours faithfully,

BDO LLP



9 March 2022

**INDEPENDENT ACCOUNTANTS' REPORT TO SENSYNE HEALTH PLC FOR THE PURPOSES OF SECTION 593 OF THE COMPANIES ACT 2006**

This report is made solely to Sensyne Health Plc ("Sensyne" or the "Company") for the purpose of Section 593 of the Companies Act 2006. Our work has been undertaken so that we might state to the Company those matters that we are required to state to it in an accountants' report under that section and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the opinions that we have formed.

This is in connection with the Company issuing non-cash consideration comprising rights granted by the Great Ormond Street Hospital for Children NHS Foundation Trust under a Strategic Research Agreement dated 1 September 2021.

The whole of the non-cash consideration was valued by us on 9 March 2022 on the basis of a willing buyer and a willing seller, assessing, using our professional skill and judgement, the relevant information supplied to us by the Directors of the Company and, in our opinion, this method of valuation was reasonable in the circumstances.

We report on the value of the non-cash consideration ("Consideration") for the proposed allotment of up to 1,428,571 New Shares, having a nominal value of 10 pence each and a share premium of 1.5 pence each. Consideration comprises the rights granted under the Strategic Research Agreement.

The nominal value of the Company's shares in question to be allotted and any premium are to be treated as fully paid up by the Consideration.

**Basis of opinion**

The Consideration has been valued based on the closing share price of a Sensyne ordinary share on the London Exchange as at 8 March 2022 (the last trading day before the anticipated effective date of issue).

We have relied upon information provided by the Company in order to inform our work assessing the Consideration that is being paid to the Company for the allotment and issue of shares in the Company to Great Ormond Street Hospital for Children NHS Foundation Trust.

The Consideration was valued on 9 March 2022.

**Opinion**

In our opinion, the method of valuation used to value the Consideration is reasonable in all the circumstances.

On the basis of this valuation, in our opinion, the value of the Consideration is not less than the aggregate of the nominal value of the New Shares to be treated as paid up by the Consideration.

**BDO LLP**

*BDO LLP*

9 March 2022