

**Return of Allotment of Shares**Company Name: **Tenpoint Therapeutics Limited**Company Number: **12862607**Received for filing in Electronic Format on the: **14/11/2022**

XBGS2B94

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	04/11/2022	08/11/2022

Class of Shares:	SERIES A	Number allotted	12000000
Currency:	GBP	Nominal value of each share	0.0001
		Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	7319703
Currency:	GBP	Aggregate nominal value:	731.9703

Prescribed particulars

IN RESPECT OF VOTING, THE ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO ONE VOTE ON EACH SUCH SHARE HELD BY THEM AND TO RECEIVE NOTICE OF AND TO ATTEND ANY GENERAL MEETINGS OF THE COMPANY. THE ORDINARY SHARES DO NOT CONFER ON THEM RIGHTS OF REDEMPTION. IN RESPECT OF DIVIDENDS, AFTER PAYING THE PREFERENCE DIVIDEND (AS DEFINED IN THE ARTICLES), ANY FURTHER AVAILABLE PROFITS (AS DEFINED IN THE ARTICLES) WHICH THE COMPANY MAY DETERMINE, WITH INVESTOR MAJORITY CONSENT (AS DEFINED IN THE ARTICLES), TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR (AS DEFINED IN THE ARTICLES) WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (AS DEFINED IN THE ARTICLES) (PARI PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARES) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL, THE SURPLUS ASSETS REMAINING AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE APPLIED: (I) FIRST, IN PAYING TO EACH OF THE PREFERRED SHAREHOLDERS (AS DEFINED IN THE ARTICLES), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (AS DEFINED IN THE ARTICLES) (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 THE AMOUNTS OF PREFERENCE AMOUNT TO WHICH THEY ARE ENTITLED); (II) SECOND, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES (AS DEFINED IN THE ARTICLES), IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (III) FINALLY, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES PRO RATA (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF EQUITY SHARES HELD.

Class of Shares:	SERIES	Number allotted	46467085
	A	Aggregate nominal value:	4646.7085

Currency: **GBP**

Prescribed particulars

THE SERIES A SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS. SUBJECT TO THE PAYMENT OF THE PREFERENCE DIVIDEND (AS DEFINED IN THE ARTICLES), ANY FURTHER AVAILABLE PROFITS (AS DEFINED IN THE ARTICLES) WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (AS DEFINED IN THE ARTICLES) (PARI PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARES) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL, THE SURPLUS ASSETS REMAINING AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE APPLIED: (I) FIRST, IN PAYING TO EACH OF THE PREFERRED SHAREHOLDERS (AS DEFINED IN THE ARTICLES), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (AS DEFINED IN THE ARTICLES) (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 THE AMOUNTS OF PREFERENCE AMOUNT TO WHICH THEY ARE ENTITLED); (II) SECOND, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES (AS DEFINED IN THE ARTICLES), IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (III) FINALLY, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES PRO RATA (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF EQUITY SHARES HELD. THE SERIES A SHARES ARE NON-REDEEMABLE.

Class of Shares:	SERIES	Number allotted	6400000
	SEED	Aggregate nominal value:	640

Currency: **GBP**

Prescribed particulars

IN RESPECT OF VOTING, THE SERIES SEED SHAREHOLDERS SHALL BE ENTITLED TO ONE VOTE ON EACH SUCH SHARE HELD BY THEM AND TO RECEIVE NOTICE OF AND TO ATTEND ANY GENERAL MEETINGS OF THE COMPANY. THE SERIES SEED SHARES DO NOT CONFER ON THEM RIGHTS OF REDEMPTION. IN RESPECT OF DIVIDENDS, AFTER PAYING THE PREFERENCE DIVIDEND (AS DEFINED IN THE ARTICLES), ANY FURTHER AVAILABLE PROFITS (AS DEFINED IN THE ARTICLES) WHICH THE COMPANY MAY DETERMINE, WITH INVESTOR MAJORITY CONSENT (AS DEFINED IN THE ARTICLES), TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR (AS DEFINED IN THE ARTICLES) WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES (AS DEFINED IN THE ARTICLES) (PARI PASSU AS IF THE EQUITY SHARES CONSTITUTED ONE CLASS OF SHARES) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL, THE SURPLUS ASSETS REMAINING AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE APPLIED: (I) FIRST, IN PAYING TO EACH OF THE PREFERRED SHAREHOLDERS (AS DEFINED IN THE ARTICLES), IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (AS DEFINED IN THE ARTICLES) (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 THE AMOUNTS OF PREFERENCE AMOUNT TO WHICH THEY ARE ENTITLED); (II) SECOND, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES (AS DEFINED IN THE ARTICLES), IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND (III) FINALLY, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES PRO RATA (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF EQUITY SHARES HELD.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	60186788
		Total aggregate nominal value:	6018.6788
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

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