

SH19

Statement of capital

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COMPANIES HOUSE

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EDINBURGH

☒ What this form is for

You may use this form to complete a statement of capital for a company re-registering from unlimited to limited.

☐ What this form is NOT for

You cannot use this form to complete a statement of capital for a private company reducing its share capital.

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10/02/2012

#693

COMPANIES HOUSE

Company details

Company number

S C 1 7 9 2 6 3

Company name in full

Geron Bio-Med Limited

► Filing in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

Statement of capital

Section 2 (also section 3 and section 4 if appropriate) should reflect the company's share capital as reduced by the resolution.

Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show any class of shares held in pound sterling.

If all your issued capital is in sterling, only complete Section 2 and then go to Section 5.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ⁽¹⁾	Amount (if any) unpaid on each share ⁽¹⁾	Number of shares ⁽²⁾	Aggregate nominal value ⁽³⁾
A Ordinary	6.98		1	£ 1.00
				£
				£
				£
Totals			1	£ 1.00

Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency.

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ⁽¹⁾	Amount (if any) unpaid on each share ⁽¹⁾	Number of shares ⁽²⁾	Aggregate nominal value ⁽³⁾
Totals				

⁽¹⁾ Including both the nominal value and any share premium.

⁽²⁾ Number of shares issued multiplied by nominal value of each share.

⁽³⁾ Total number of issued shares in this class.

Continuation pages

Please use a Statement of Capital continuation page if necessary.

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Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share (1)	Amount (if any) unpaid on each share (1)	Number of shares (2)	Aggregate nominal value (3)
Totals				
1) Including both the nominal value and any share premium.		3) Number of shares issued multiplied by nominal value of each share.		Continuation pages Please use a Statement of Capital continuation page if necessary.
2) Total number of issued shares in this class.				

Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.		4) Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	1	
Total aggregate (4) nominal value	£1.00	

Statement of capital (Prescribed particulars of rights attached to shares)

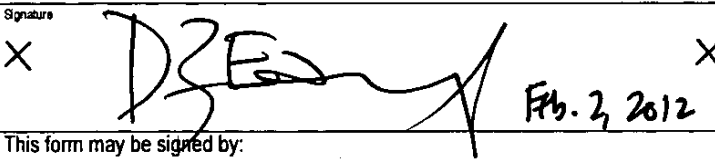
Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 2 and Section 3.		5) Prescribed particulars of rights attached to shares The particulars are: a. particulars of any voting rights, including rights that 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 and any terms or conditions relating to redemption of these shares. A separate table must be used for each class of share. Please use a Statement of capital continuation page if necessary.
Class of share		
Prescribed particulars (5)	See continuation pages.	
Class of share		
Prescribed particulars (5)		

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Class of share		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 and any terms or conditions relating to redemption of these shares. A separate table must be used for each class of share. Please use a Statement of capital continuation page if necessary.
Prescribed particulars ①		
Class of share		
Prescribed particulars ①		

Signature

I am signing this form on behalf of the company.		2 Person authorised Under either section 270 or 274 of the Companies Act 2006.
Signature	Signature  This form may be signed by: Director, Secretary, Person authorised #.	

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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 Zoe Hamilton

Company name Dundas & Wilson CS LLP

Address
Saltire Court

20 Castle Terrace

Edinburgh

Post town

County/Region

Postcode E H 1 2 E N

Country

DX

Telephone 0131 228 8000

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 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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A Ordinary Shares	1 Prescribed particulars of rights attached to shares
Prescribed particulars ①	<p>Benefits means all salary and all items included as 'emoluments' in paragraph 1(4) of Schedule 6 of the Companies Act 1985.</p> <p>Connected Persons is defined by section 839 Income and Corporation Taxes Act 1988.</p> <p>Net Profit means the profit on ordinary activities before taxation of the Company and its subsidiaries calculated on the historical cost accounting basis and shown in the audited consolidated profit and loss account of the Company and its subsidiaries for the relevant financial year (to the nearest £1) but adjusted by: (i) adding back any amortisation of goodwill; and (ii) adding back any amount in excess of the figure approved by 3i Group plc for Benefits payable to each Relevant Director which is charged in respect of Benefits payable to Relevant Director.</p> <p>Relevant Directors means the directors and former directors of the Company and its subsidiaries (but only if such directors or former directors or their Connected Persons are interested in shares (which shall include any share options) in the Company) and their Connected Persons.</p> <p>A Voting Rights One vote per share.</p> <p>B Dividend Rights The profits of the Company available for distribution shall be used in paying holders of the A Ordinary shares a dividend (the "Participating Dividend") a sum equal to one third of Net Profit, accruing from the date of subscription, paid not later than 4 months after the end of the relevant accounting period or within 14 days after the audit report on the accounts of the Company for the period is signed by the Company's auditors, whichever is the earlier.</p> <p>After payment of the Participating Dividends any remaining profits which the Company may determine to distribute shall, if the holders of 75% of the A Ordinary shares agree in writing, be distributed among the holders of A Ordinary shares.</p>	<p>The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</p> <p>A separate table must be used for each class of share.</p>

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A Ordinary Shares	
Prescribed particulars	<p>Every dividend shall be distributed to the appropriate holders of A Ordinary shares pro rata according to the amounts paid up or credited as paid up on the A Ordinary shares held by the them respectively and shall accrue on a daily basis. All dividends are expressed net and shall be paid in cash. The Participating Dividend is cumulative. If any Participating Dividends are not paid on the due date they shall be a debt due by the Company and shall be payable in priority to any other dividend.</p> <p>C Return of Capital On return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority (i) in paying to the holders of the A Ordinary shares the amount equal to the aggregate amount subscribed for all the issued A Ordinary shares divided by the number of issued A Ordinary shares together with a sum equal to any arrears or accruals of the dividends on the A Ordinary shares calculated down to the date of the return of capital and (ii) the balance of such assets shall be distributed among the holders of the A Ordinary shares in proportion to the amounts paid up or credited as paid up on the A Ordinary shares held by them respectively.</p> <p>D Redemption of Shares The A Ordinary 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 and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p>