

# AM01 (Scot)

## Notice of administrator's appointment



Companies House

For further information, please  
refer to our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

### 1 Company details

Company number S C 5 4 9 6 7 6

Company name in full Odx Innovations Limited

#### → Filling in this form

Please complete in typescript or in  
bold black capitals.

### 2 Court details

Court name Inverness Sheriff Court

Court number I N V - L 3 - 2 2

### 3 Administrator's name

Full forename(s) Duncan

Surname Raggett

### 4 Administrator's address

Building name/number Kingshill View

Street Prime Four Business Park

Post town Kingswells

County/Region ABERDEEN

Postcode A B 1 5 8 P U

Country

### 5 Administrator's email address or telephone number <sup>❶</sup>

Email address

Telephone number 01224 625111


<sup>❶</sup> You must give an email address or  
telephone number. All information  
on this form will appear on the  
public record.

### 6 Insolvency practitioner number

Insolvency practitioner  
number 2 2 7 9 6

## AM01 (Scot)

## Notice of administrator's appointment

<b>7 Administrator's name <sup>1</sup></b>		<b>1 Other administrator</b> Use this section to tell us about another administrator.
Full forename(s)	Seamas	
Surname	Keating	
<b>8 Administrator's address <sup>2</sup></b>		<b>2 Other administrator</b> Use this section to tell us about another administrator.
Building name/number	Dromalane Mill	
Street		
Post town	The Quays	
County/Region	Newry	
Postcode	B T 3 5 8 Q S	
Country		
<b>9 Administrator's email address or telephone number <sup>3</sup></b>		<b>4 You must give an email address or telephone number. All information on this form will appear on the public record.</b>
Email address		
Telephone number	01224 625111	
<b>10 Insolvency practitioner number</b>		
Insolvency practitioner number	1 0 6 1 0	
<b>11 Statement of appointment</b>		
I confirm the appointment of the administrator(s) on		
Date	1 9 1 2 2 0 2 2	
<b>12 Name of person, body or court appointing administrator</b>		
Person, body or court name	The directors of the Company	
<b>13 Sign and date</b>		
Administrator's signature	<div>Signature</div> <div>X  X</div>	
Signature date	1 9 1 2 2 0 2 2	

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## Notice of administrator's appointment



### 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 **Duncan Raggett**

Company name **AAB**

Address **Kingshill View**

**Prime Four Business Park**

Post town **Kingswells**

County/Region **ABERDEEN**

Postcode **A B 1 5 8 P U**

Country

DX

Telephone **01224 625111**



### 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 signed and dated the form.



### Important information

**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 address below:**

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh.



### 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)**

## Notice of appointment of an administrator by company or director(s)

(Where a notice of intention to appoint has not been issued)

Pursuant to paragraphs 22 and 29 of Schedule B1 to the Insolvency Act 1986 and Rule 2.16 of the Insolvency (Scotland) Rules 1986

Name of Company

ODX Innovations Limited

Company number

SC549676

(a) Insert name and address of registered office of company

1. Notice is given that, in respect of (a) **ODX Innovations Limited, a company registered under the Companies Act in Scotland and having a registered office at Solasta House, Inverness Campus, Inverness, Scotland, IV2 5NA**

("the company")

Delete as applicable

the directors of the company ("the appointor") hereby appoints

(b) Give name(s) and address(es) of administrator(s)

(b) **Seamas Keating of FPM Accountants Limited, Dromalane Mill, The Quays, NEWRY, County Down, BT35 8QS and;**

**Duncan Andrew Christopher Raggett of Anderson Anderson & Brown LLP, Kingshill View, Prime Four Business Park, Kingswells, Aberdeen AB15 8PU**

as administrators of the company.

2. The amount of the company's share capital paid up or credited as paid up is £10.58.

3. The statements of the proposed administrators are attached.

4. The appointor is entitled to make an appointment under paragraph 22 of Schedule B1 to the Insolvency Act 1986.

5. This appointment is in accordance with Schedule B1 to the Insolvency Act 1986.

6. The company has not, within the last twelve months—

- (i) been in administration;
- (ii) been the subject of a moratorium under Schedule A1 to the Insolvency Act 1986 which has ended on a date when no voluntary arrangement was in force; or
- (iii) been the subject of a voluntary arrangement which was made during a moratorium for the company under Schedule A1 to the Insolvency Act 1986 and which ended prematurely within the meaning of section 7B of the Insolvency Act 1986.

7. In relation to the company there is no—

- (i) petition for winding up which has been presented but not yet disposed of;

- (ii) administration application which has not yet been disposed of; or  
(iii) administrative receiver in office.

\*Delete as applicable

8. The company is not an insurance undertaking/a credit institution/an investment undertaking providing services involving the holding of funds or securities for third parties/or a collective investment undertaking under Article 1.2 of the EC Regulation.

\*Delete as applicable

c) State whether main, secondary or territorial proceedings

9. For the following reasons it is considered that the EC Regulation will apply. If it does, these proceedings will be (c) main proceedings as defined in Article 3 of the Regulation: The proceedings flowing from the appointment will be COMI proceedings / establishment proceedings.

\*Delete as applicable

10. Attached to this notice is a copy of the resolution of the company to appoint an administrators.

11. Where there are joint administrators, a statement for the purposes of paragraph 100(2) of Schedule B1 to the Insolvency Act 1986 is attached.

(d) Insert name and address of court in which notice is to be lodged

12. This notice and accompanying documents are to be lodged in (d) **Inverness Sheriff Court, The Inverness Justice Centre, Inverness, IV1 1AH**

to which any application for orders in relation to the administration should be made. Any enquiries in connection with this notice should be addressed not to the court but to the administrator at the address stated in this form.

(e) Insert name and address of person making declaration

13. I(e) **Stuart James Falconer Hendry, solicitor, of MBM Commercial LLP, Suite 2, Ground Floor, Orchard Brae House, 30 Queensferry Road, Edinburgh, EH4 2HS**

(If making the declaration on behalf of appointor indicate capacity e.g. director/solicitor)

hereby do solemnly and sincerely declare that:

- (i) the company is or is likely to become unable to pay its debts;  
(ii) the company is not in liquidation; and  
(iii) the statements in paragraphs 6 and 7 are, so far as I am able to ascertain, true,

and do solemnly and sincerely declare that the information provided in this notice is, to the best of my knowledge and belief, true,

**AND I making this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.**

Declared at Edinburgh

Signed 

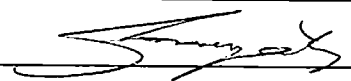
This 19TH day of December 2022

before me 

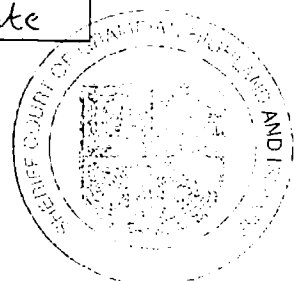
Iain McDougall, of MBM Commercial LLP, A Notary Public or Justice of the Peace or Solicitor

**Endorsement to be completed by the court**

This notice was lodged on (f) 19 December 2022 at 10:06

 Sheriff clerk depute

(f) Insert date and time



Full name: Statement of administrators joint powers (paragraph 100(2) statement).

Appointment of administrators to:

**ODX INNOVATIONS LIMITED** (company number SC549676) (the **Company**)

This statement is made for the purposes of paragraph 100(2) of Schedule B1 to the Insolvency Act 1986 in relation to the appointment today, 16th..... December 2022 of Duncan Andrew Christopher Raggett of Anderson Anderson & Brown LLP, Kingshill View, Prime Four Business Park, Kingswells, Aberdeen AB15 8PU, and Seamas Keating of FPM Accountants Limited, Dromalane Mill, The Quays, NEWRY, County Down, BT35 8QS (the **Administrators**) as administrators to the Company by the directors of the Company, pursuant to paragraph 22 of Schedule B1 to that Act.

The Administrators may exercise any of the powers conferred on them by the Insolvency Act 1986 jointly or individually.



.....  
John Giles Hamilton, director  
for and on behalf of the directors of the Company

16th  
..... December 2022  
(Date)

## Proposed administrator's statement and consent to act

(a) This statement is prepared for a company incorporated in Scotland under the Companies Act 2006 or any previous Companies Act. If the company is incorporated outside the UK or is an unregistered company refer to Rule 1.7 for identification requirements. (Rules 3.2(1)(a) and 1.7)

(aa) Rule 1.26

(aaa) Rule 1.26(aa). The Introductory paragraph is not required but is included for convenience of the intended recipients and this addition may be considered immaterial but

(b) Insert name and address of proposed administrator and amend to indicate if more than one appointee is proposed. Note a separate statement and consent to act is required of each administrator where a number of persons are proposed to be appointed to act jointly or concurrently. (Rules 3.2(1)(b) and 3.2(3))

(c) Insert IP number. (Rule 3.2(1)(c))

(d) Insert details of applicable RPB. (Rule 3.2(1)(d))

(e) (Rule 3.2(1)(e))

(f) Delete/complete as applicable. This was formerly referenced as an attachment to Form 2.18 but the rules now envisage that the details are included within the notice. (Rule 3.2(1)(f))

(g) Insert name of person by whom the appointment is to be made if made out of court and delete remainder. Insert the applicant's name if it is a court application and retain the remainder. (Rule 3.2(1)(g))

(h) (Rules 3.2(1)(h))

(i) Rules 3.2(2) and 1.6

Name of Company  ODX Innovations Limited	(a) Company registered number  SC549676
<del>The Court of Session, Parliament House, Parliament Square Edinburgh</del> <b>INVERNESS SHERIFF COURT</b> (full name of court)	For court use only Court case number

(aaa) This statement and consent to act is made in accordance with the requirements of Rule 3.2 of the Insolvency (Scotland) Company Voluntary Arrangements and Administration) Rules 2018 (IR 2018) and paragraph 29(3) of Schedule B1 of the Insolvency Act 1986 (respectively, Schedule B1 and IA 1986). References in this statement to rules are, unless expressly provided otherwise, references to rules of the IR 2018.

1. I (b) Seamas Keating of FPM Accountants Limited, Dromalane Mill, The Quays, NEWRY, County Down, BT35 8QS, one of the proposed administrators, certify that I am qualified to act as an insolvency practitioner in relation to the company. My insolvency practitioner number is as follows:

(c) 10610.

The recognised professional body which is the source of my authorisation to act as an insolvency practitioner in relation to the company is as follows:


(d) Chartered Accountants Regulatory Board.

2. (e) I consent to act as administrator of the company.

3. I (f) have not had any prior professional relationship with the company.

4. The proposed appointment is to be made by (g) a notice of appointment of the directors.

5. (h) I am of the opinion that the purpose of administration is reasonably likely to be achieved in this particular case.

(i)  by the proposed administrator

Dated 16 December 2022

## Proposed administrator's statement and consent to act

(a) This statement is prepared for a company incorporated in Scotland under the Companies Act 2006 or any previous Companies Act. If the company is incorporated outside the UK or is an unregistered company refer to Rule 1.7 for identification requirements. (Rules 3.2(1)(a) and 1.7)

(aa) Rule 1.26

(aaa) Rule 1.26(aa). The introductory paragraph is not required but is included for convenience of the intended recipients and this addition may be considered immaterial but

(b) Insert name and address of proposed administrator and amend to indicate if more than one appointee is proposed. Note a separate statement and consent to act is required of each administrator where a number of persons are proposed to be appointed to act jointly or concurrently. (Rules 3.2(1)(b) and 3.2(3))

(c) Insert IP number. (Rule 3.2(1)(c))

(d) Insert details of applicable RPB. (Rule 3.2(1)(d))

(e) (Rule 3.2(1)(e))

(f) Delete/complete as applicable. This was formerly referenced as an attachment to Form 2.1B but the rules now envisage that the details are included within the notice. (Rule 3.2(1)(f))

(g) Insert name of person by whom the appointment is to be made if made out of court and delete remainder. Insert the applicant's name if it is a court application and retain the remainder. (Rule 3.2(1)(g))

(h) (Rules 3.2(1)(h))

(i) Rules 3.2(2) and 1.6

Name of Company  ODX Innovations Limited	(a) Company registered number  SC549676
<del>The Court of Session, Parliament House, Parliament Square Edinburgh</del> <b>INVERNESS SHERIFF COURT</b>  (full name of court)	For court use only Court case number

(aaa) This statement and consent to act is made in accordance with the requirements of Rule 3.2 of the Insolvency (Scotland) Company Voluntary Arrangements and Administration) Rules 2018 (IR 2018) and paragraph 29(3) of Schedule B1 of the Insolvency Act 1986 (respectively, Schedule B1 and IA 1986). References in this statement to rules are, unless expressly provided otherwise, references to rules of the IR 2018.

1. I (b) Duncan Andrew Christopher Raggett of Anderson Anderson & Brown LLP, Kingshill View, Prime Four Business Park, Kingswells, Aberdeen AB15 8PU, one of the proposed administrators, certify that I am qualified to act as an insolvency practitioner in relation to the company. My insolvency practitioner number is as follows:

(c) 22796.

The recognised professional body which is the source of my authorisation to act as an insolvency practitioner in relation to the company is as follows:

(d) Institute of Chartered Accountants of Scotland.

2. (e) I consent to act as administrator of the company.

3. I (f) have had any prior professional relationship with the company.

(f) The following is a short summary of my prior professional relationship(s) with the company:

I was introduced by the company's accountants to the directors of the company on 6 December 2022 in order to provide insolvency advice and review the insolvency options available to the company. Following the review and further discussions with the directors, it was decided on 16 December 2022 that administration was the preferred course of action to preserve and protect company assets for the benefit of creditors.

4. The proposed appointment is to be made by (g) a notice of appointment of the directors.

5. (h) I am of the opinion that the purpose of administration is reasonably likely to be achieved in this particular case.

(i) Signed by the proposed administrator

 Duncan Raggett

Dated 16 December 2022



**ODx Innovations Limited**  
**Registered in Scotland No. SC549676**

MINUTES of a MEETING of the  
BOARD of DIRECTORS of  
**ODx Innovations Limited ("the Company")**

At San Francisco, USA (location of chair)

On Friday 16 December 2022,  
4pm (GMT)

**PRESENT:**

- x John Giles Hamilton
- x Andrew George Stapleton (via zoom)
- x Ewan Douglas Chirnside (via zoom)
- x Giovanni Magni (via zoom)

John Giles Hamilton (In the Chair)

Apologies: Scott Michael Crowder

**1. QUORUM**

The Chairman declared that a quorum of directors was present and that the meeting could proceed to business.

**2. PURPOSE OF MEETING**

The Chairman reported that the purpose of the meeting was to consider the present financial difficulties of the Company and the appropriate action to take in the light of those financial difficulties. In particular, the Chairman reported that the meeting was to consider whether it was appropriate to appoint administrators to the Company. The Chairman reported that Duncan Raggett of Anderson Anderson & Brown LLP, Kingshill View, Prime Four Business Park, Kingswells, Aberdeen AB15 8PU and Seamas Keating of FPM Accountants Limited, Dromalane Mill, The Quays, NEWRY, County Down, BT35 8QS, had agreed in principle to act as joint administrators of the Company (the "Administrators"), should the meeting resolve to place the Company into administration.

**3. DIRECTORS' INTERESTS**

The directors declared, in accordance with the Company's articles of association (the "Articles") and Sections 177, 182, 184 and 185 of the Companies Act 2006, their interests in the business of the meeting, by virtue of the following interests:

Director	Interest
John Giles Hamilton	Shareholder
Scott Michael Crowder	Representative and Investor Director of Bio-Rad, a Shareholder in the Company
Andrew George Stapleton	Representative and Investor Director of Bio-Rad, a Shareholder in the Company
Ewan Douglas Chirnside	-
Giovanni Magni	-

The directors declared that their interests set out above should be considered by the Company to be continuing interests of each director for the purposes of all future contracts, arrangements or proposals to be considered or entered into by the Company, unless the relevant director notifies the Company to the contrary.

The Chairman reported to the meeting that each of the relevant directors had declared in sufficient detail to the board of directors of the Company ("**Board**") details of such conflict situations. The Board then considered the conflict situations that had been so declared. It was noted that non-interested directors on the Board were entitled to authorise any conflict or potential conflict situation proposed to them under section 175(5)(a) of the Companies Act 2006, such authorisation to be given subject to the Companies Act 2006.

After due and careful consideration of each of the conflict situations that were tabled at the meeting, the relevant non-interested directors (in respect of each individual declared interest) in relation to a conflict situation resolved to approve such conflict, subject to any limitations that may be placed on any relevant director. The Chairman confirmed that the declared interests would not prevent any director from voting or being counted in the quorum of the meeting.

#### 4. INVESTOR CONSENT

The Directors noted that pursuant to clause 9 and schedule 6 of the subscription and shareholders' agreement (being a subscription and shareholders' agreement amongst the Company, the Founders, the Investor and the University (all as defined therein) dated 21 December 2018 (as varied from time to time) (the "**2018 Agreement**") the consent of the Investor (as defined in the 2018 Agreement) is required in order to permit the Company or its directors (or any one of them) to (i) take steps to place the Company into administration (whether by the filing of an administration application, a notice of intention to appoint an administrator or a notice of appointment); or (ii) to propose to enter into any arrangement, scheme, moratorium, compromise or composition with its creditors (whether under Part I of the Insolvency Act 1986 or otherwise) or to apply for an interim order under Part I of the Insolvency Act 1086; or (iii) to invite the appointment of a receiver or administrative receiver over all or any part of the Company's assets or undertaking.

It is noted that pursuant to clause 9.3 of the 2018 Agreement that each Investor Director shall be authorised to communicate in writing the consent of the Investor to any matter referred to in schedule 6 of the 2018 Agreement. It was also noted that the consent of an Investor Director under the terms of the 2018 Agreement is also required and such consent would be evidenced by an Investor Director signing a copy of this minute.

The Chairman confirmed that an investor consent form outlining the above consent matters had been circulated amongst the relevant Investor Directors. He then confirmed the signed form duly signed by the Investor Directors had been received and that, as a result, the Company was not restricted under its constitutional documents (or otherwise) from proceeding with the appointment of administrators to the Company (including without limitation the Administrators).

#### **5. NOTICE OF APPOINTMENT OF ADMINISTRATORS**

The Chairman produced, in draft form, to the meeting:

- a notice of appointment of the Administrators as joint administrators of the Company (the "**Notice of Appointment of Administrators**"); and
- a draft statement of each of the Administrators confirming their authorisation to act as an insolvency practitioner, consenting to act as administrators of the Company and expressing the opinion that the purpose of the administration was reasonably likely to be achieved (the "**Administrators' Statements**"),

(together, the "**Appointment Documents**").

#### **6. CONSIDERATION OF THE COMPANY'S FINANCIAL POSITION**

The directors considered the latest financial position of the Company and unanimously formed the view that the Company was or was likely to become unable to pay its debts (within the meaning of Section 123 of the Insolvency Act 1986 (the "**Act**")).

The directors reviewed the Notice of Appointment of Administrators. The directors noted that, amongst others, the Notice of Appointment of Administrators contained statements that:

- the directors are entitled to appoint the Administrators pursuant to paragraph 22 of Schedule B1 of the Act; and
- for the purposes of paragraph 100(2) of Schedule B1 of the Act, the Administrators may exercise any of the powers conferred on them by the Act jointly or individually.

The directors noted that the Notice of Appointment of Administrators also contained some other statements together with a statutory declaration to be made by the signing director that the statements contained in the Notice of Intention to Appoint Administrators are, to the best of the director's knowledge and belief, true. Each director confirmed that, to the best of that director's knowledge and belief, those statements were true.

The directors also noted that the Administrators would also provide the Administrators' Statements.

## 7. RESOLUTIONS

After consideration, IT WAS RESOLVED THAT:

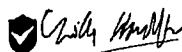
- Having regard to the financial position of the Company, it would be in the best interests of the Company and its creditors for the directors to place the Company into administration and appoint the Administrators as joint administrators of the Company.
- The form of the Notice of Appointment of Administrators be approved.
- Any director has authority to finalise and sign the Notice of Appointment of Administrators (with such amendments as he sees fit) and otherwise take all action and execute all documents necessary or expedient to effect the appointment of the Administrators as joint administrators of the Company.

## 8. FILING

The Chairman instructed the company secretary to make all necessary and appropriate entries in the books and registers of the Company.

## 9. CONCLUSION OF BUSINESS

The Chairman declared there were no further matters arising and the meeting was closed.



John Giles Hamilton, Chairman



Scott Michael Crowder, Investor Director



Andrew George Stapleton, Investor Director