

000314/54

In accordance with
Section 854 of the
Companies Act 2006

AR01

Annual Return

WEDNESDAY



A fee is payable with this form
Please see 'How to pay' on the
last page

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to confirm
that the company information is
correct as at the date of this return
You must file an Annual Return at
least once every year

☒ **What this form is NOT for**
You cannot use this form to give
notice of changes to the company
officers, registered office address,
company type or information
relating to the company records

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

Part 1 Company details

The section must be completed by all companies

→ Filing in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

Company number 0 2 3 2 6 5 5 7
Company name in full **RETROSCREEN VIROLOGY LIMITED**

* Company name change
If your company has recently
changed its name, please provide
the company name as at the date of
this return

A2 Return date

Please give the annual return made up date The return date must not be a future
date The annual return must be delivered within 28 days of the date given below

Date of this return * 0 3 0 6 2 0 1 0

* Date of this return
Your company's return date
is usually the anniversary of
incorporation or the anniversary
of the last annual return filed at
Companies House You may choose
an earlier return date but it must not
be a later date

A3 Principal business activity

Please show the trade classification code number(s) for the principal
activity or activities *

Classification code 1 7 3 1 0
Classification code 2
Classification code 3
Classification code 4

If you cannot determine a code, please give a brief description of your
business activity below

Principal activity
description

* Principal business activity
You must provide a trade
classification code (SIC code) or a
description of your company's main
business in this section

A full list of the trade classification
codes are available on our website
www.companieshouse.gov.uk

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Company type^①

Please confirm your company type by ticking the appropriate box below (only one box must be ticked)

- ☐ Public limited company
☒ Private company limited by shares
☐ Private company limited by guarantee
☐ Private company limited by shares exempt under section 60
☐ Private company limited by guarantee exempt under section 60
☐ Private unlimited company with share capital
☐ Private unlimited company without share capital

① Company type

If you are unsure of your company type, please check your latest certificate of incorporation or our website
www.companieshouse.gov.uk

A5

Registered office address^②

Building name/number	LONDON BIOSCIENCE INNOVATION CENTRE
Street	2 ROYAL COLLEGE STREET
Post town	LONDON
County/Region	UK
Postcode	N W 1 0 N H

② Change of registered office

This must agree with the address that is held on the Companies House record at the date of this return

If the registered office address has changed, you should complete form AD01 and submit it together with this annual return

A6

Single alternative inspection location (SAIL) of the company records (if applicable)^③

Building name/number	24 CORNHILL
Street	
Post town	LONDON
County/Region	UK
Postcode	E C 3 V 3 N D

③ SAIL address

This must agree with the address that is held on the Companies House record at the date of this return

If the address has changed, you should complete form AD02 and submit it together with this annual return

A7

Location of company records^④

Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6

- ☒ Register of members
☒ Register of directors
☐ Directors' service contracts
☐ Directors' indemnities
☒ Register of secretaries
☐ Records of resolutions etc
☐ Contracts relating to purchase of own shares
☐ Documents relating to redemption or purchase of own share out of capital by private company
☐ Register of debenture holders
☐ Report to members of outcome of investigation by public company into interests in its shares
☐ Register of interests in shares disclosed to public company
☐ Instruments creating charges and register of charges England and Wales or Northern Ireland
☐ Instruments creating charges and register of charges Scotland

④ Location of company records

If the company records are held at the registered office address, do not tick any of the boxes in this section

Certain records must be kept by every company while other records are only kept by certain company types where appropriate

If the records are not kept at the SAIL address, they must be available at the registered office

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return you must complete form AD03 and submit it together with this annual return

Part 2 Officers of the company

This section should include details of the company at the date to which this annual return is made up

- For a **secretary** who is an individual, go to **Section B1**
- For a **corporate secretary**, go to **Section C1**
- For a **director** who is an individual, go to **Section D1**
- For a **corporate director**, go to **Section E1**

Continuation pages
Please use a continuation page if you need to enter more officer details

Secretary

B1 Secretary's details ^①

Please use this section to list all the secretaries of the company
For a corporate secretary, complete Section C1-C4

Title*	
Full forename(s)	
Surname	
Former name(s) ^②	

① Secretary appointments
You may not use this form to appoint a secretary. To do this, please complete form AP03 and submit it together with this annual return

Corporate details
Please use Section C1-C4 to enter corporate secretary details

Secretary details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH03

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes

B2 Secretary's service address ^③

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office' please state 'The Company's Registered Office' in the address

This information will appear on the public record

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Corporate secretary

C1 Corporate secretary's details ¹		¹ Corporate secretary appointments You cannot use this form to appoint a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return. Corporate secretary details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH04. This information will appear on the public record.
Please use this section to list all the corporate secretaries of the company		
Corporate body/firm name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2 Location of the registry of the corporate body or firm		
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only		
C3 EEA companies ²		² EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ³ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ³		
Registration number		
C4 Non-EEA companies		⁴ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ⁵		
If applicable, the registration number		

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Director

D1	Director's details ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	DR	
Full forename(s)	ROBERT	
Surname	LAMBKIN	
Former name(s) ^②		
Country/State of residence	UK	
Nationality	BRITISH	
Date of birth	1 2 8 4 1 9 6 7	
Business occupation (if any)	VIROLOGY	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ^①	
Building name/number	14	
Street	SOUTHAMPTON STREET	
Post town	BRIGHTON	
County/Region		
Postcode	B N 2 9 U T	
Country	UK	

① Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office' please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4.

Title*

Full forename(s)

STEPHEN, JOHN

Surname

LYON

Former name(s) ②

Country/State of residence

UK

Nationality

BRITISH

Date of birth

6	3	0	9	4	9	5	8
---	---	---	---	---	---	---	---

Business occupation
(if any)

CHARTERED ACCOUNTANT

Director appointments

You cannot use this form to appoint a director To do this, please complete form AP01 and submit it together with this annual return

Corporate details

Please use Section E1-E4 to enter corporate director details

Director details

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^③

Building name/number

LEEDS INNOVATION CENTRE

Street

103 CLARENDON ROAD

Post town

LEEDS

County/Region

Postcode

1	S	2	9	D	E
---	---	---	---	---	---

Country

UK

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office' please state 'The Company's Registered Office' in the address

This information will appear on the public record

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Director

D1	Director's details ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*		
Full forename(s)	WILLIAM	
Surname	TURNER	
Former name(s) ^②		
Country/State of residence	UK	
Nationality	BRITISH	
Date of birth	<div> <div> <div>0</div> <div>4</div> </div> <div> <div>0</div> <div>8</div> </div> <div> <div>1</div> <div>9</div> <div>7</div> <div>8</div> </div> </div>	
Business occupation (if any)	ACCOUNTANT	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ^③	
Building name/number	2	
Street	ROYAL COLLEGE STREET	
Post town	LONDON	
County/Region		
Postcode	<div> <div>N</div> <div>W</div> <div>1</div> <div></div> <div>0</div> <div>N</div> <div>H</div> <div></div> </div>	
Country	UK	

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office' please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1	Director's details ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*		
Full forename(s)	CHARLES, JOHN	
Surname	PERRIN	
Former name(s) ^②		
Country/State of residence	UK	
Nationality	BRITISH	
Date of birth	<div> <div>d0</div> <div>d1</div> <div>m0</div> <div>m5</div> <div>y1</div> <div>y9</div> <div>y4</div> <div>y0</div> </div>	
Business occupation (if any)	BANKER	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ^③	
Building name/number	4	
Street	HOLFORD ROAD	
Post town	LONDON	
County/Region		
Postcode	<div> <div>N</div> <div>W</div> <div>3</div> <div></div> <div>1</div> <div>A</div> <div>D</div> <div></div> </div>	
Country	UK	

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office' please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1	Director's details ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	PROFESSOR	
Full forename(s)	JOHN	
Surname	OXFORD	
Former name(s) ^②		
Country/State of residence	UK	
Nationality	BRITISH	
Date of birth	<div> <div>d</div> <div>0</div> <div>6</div> <div>m</div> <div>0</div> <div>3</div> <div>y</div> <div>1</div> <div>9</div> <div>4</div> <div>2</div> </div>	
Business occupation (if any)	RESEARCH VIROLOGIST	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ^①	
Building name/number	70	
Street	HOLDEN ROAD	
Post town	LONDON	
County/Region		
Postcode	<div> <div>N</div> <div>1</div> <div>2</div> <div></div> <div>7</div> <div>D</div> <div>Y</div> <div></div> </div>	
Country	UK	

① Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Corporate director

E1	Corporate director's details^①		① Corporate director appointments You cannot use this form to appoint a corporate director. To do this, please complete form AP02 and submit it together with this annual return. Corporate director details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH02. This information will appear on the public record.
	Please use this section to list all the corporate director's of the company		
Corporate body/firm name	AQUARIUS EQUITY DIRECTOR LIMITED		
Building name/number	74		
Street	GARTSIDE STREET		
Post town	MANCHESTER		
County/Region			
Postcode	M 3 3 E L		
Country	UK		
E2	Location of the registry of the corporate body or firm		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		
E3	EEA companies^②		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ^③	UK COMPANIES HOUSE		
Registration number	05169053		
E4	Non-EEA companies		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered you must also provide its number in that register.
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ^④			
If applicable, the registration number			

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Corporate director

E1	Corporate director's details¹		1 Corporate director appointments You cannot use this form to appoint a corporate director. To do this, please complete form AP02 and submit it together with this annual return. Corporate director details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH02. This information will appear on the public record.
	Please use this section to list all the corporate director's of the company		
Corporate body/firm name	IP2IPO SERVICES LIMITED		
Building name/number	24		
Street	CORNHILL		
Post town	LONDON		
County/Region			
Postcode	E C 3 V 3 N D		
Country	UK		
E2	Location of the registry of the corporate body or firm		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		
E3	EEA companies²		2 EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk 3 This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ³	UK COMPANIES HOUSE		
Registration number	05325867		
E4	Non-EEA companies		4 Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ⁵			
If applicable, registration number			

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Part 3 Statement of capital ¹

Does your company have share capital?

- Yes Complete the sections below and the following Part 4
→ No Go to Part 5 (Signature)

¹ This should reflect the company's capital status at the made up date of this annual return

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
ORDINARY	1 785		390,319	£ 390 32
REDEEMABLE PREFERENCE	1 00		2,340,000	£ 2,340 00
				£
				£
Totals			2,730,319	£ 2,730 32

F2 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 ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares 2,730,319

Total aggregate nominal value ⁵ 2,730 32

⁵ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc

² Including both the nominal value and any share premium

³ Number of shares issued multiplied by nominal value of each share

⁴ Total number of issued shares in this class

Continuation Pages
Please use a Statement of Capital continuation page if necessary

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F4	Statement of capital (Voting rights)
Class of share	ORDINARY SHARES
Voting rights	<p>(i) As regards voting, the rights set out in Article 3 3 of the articles of association of the company adopted on 8 October 2009 (as the same may be amended from time to time) (the "Articles")</p> <p>Article 3 3 below</p> <p>VOTING</p> <p>3 3 The Members holding Ordinary Shares shall be entitled to receive notice of and to attend and speak at any general meeting of the Company The Members holding Ordinary Shares who (being individuals) are present in person or by proxy or (being corporations) are present by duly authorised representative or by proxy shall, on a show of hands, have one vote each, and shall, on a poll, have one vote for each Ordinary Share of which he is the holder</p> <p>(ii) As regards distributions, the rights set out in Article 3 1 of the Articles</p> <p>Article 3 1 below</p> <p>DIVIDENDS</p> <p>3 1 Subject to a requirement to pay the Preference Dividend pursuant to article 2 1 having become due, and to all those Preference Shares whose time for redemption under article 2 3 has passed having been redeemed in full, any remaining profits which the Company determines to distribute in respect of any financial year shall be distributed amongst the holders of the Ordinary Shares held by them Regulation 30 of the Model Articles is modified accordingly</p> <p>(iii) As regards capital, the rights set out in Article 3 2 and 4 1 of the Articles</p> <p>Article 3 2 below</p> <p>CAPITAL</p> <p>3 2 On a return of capital on liquidation or capital reduction or otherwise (other than a redemption of Preference Shares in accordance with articles 2 3), the surplus assets of the Company remaining after the payment of its liabilities shall be distributed, subject to the payment of all amounts payable to the holders of the Preference Shares pursuant to article 2 2 but otherwise in priority to the holders of any other class of Share amongst the Members holding Ordinary Shares in proportion to the numbers of the Ordinary Shares held by them</p> <p>Article 4 1 below</p> <p>PROCEEDS OF SALE</p> <p>4 1 Subject to article 4 2, in the event of a Sale then, notwithstanding anything to the contrary in the terms of such Sale (unless all the members immediately prior to the Sale have agreed in writing to the contrary expressly for the purposes of this provision, whether in the agreements for the Sale or</p>

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F4	Statement of capital (Voting rights)
Class of share	ORDINARY SHARES
Voting rights	<p>otherwise), the Members immediately prior to such Sale shall procure that the purchase consideration whenever received is paid into a designated trustee account and shall, following the redemption by the Company of all the Preference Shares which it is lawfully able to redeem as a consequence of that Sale, be distributed amongst those Members who sold Shares under those terms in the manner and order of priority in which the amount of the purchase consideration would have been distributed had a resolution for the winding up of the Company been passed on the date of the Sale and had the amount available for distribution to the Members in such winding up been equal to the amount of purchase consideration to the extent that the respective Members have not already received the proceeds of redemption of the Preference Shares and the related Preference Dividend</p> <p>The ordinary shares have no specific redemption rights</p>

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F4	Statement of capital (Voting rights)
Class of share	REDEEMABLE PREFERENCE SHARES
Voting rights	<p>(i) The redeemable preference shares carry no right to vote</p> <p>(ii) As regards distributions, the right to a preferential dividend on the terms set out in Article 2 1 of the Articles</p> <p>Article 2 1 below</p> <p>DIVIDENDS</p> <p>2 1 1 The Company shall, subject to the Act, pay to the Members holding Preference Shares a dividend on each Preference Share at the Preference Dividend Rate of the Issue Price of the relevant Preference Share and the Preference Dividend which will accrue will be paid in arrears on the earlier of</p> <p>2 1 1 1 the redemption of the Preference Shares immediately prior to, and the conditionally upon, an Exit Event, and</p> <p>2 1 1 2 the winding up of the Company or other return of capital other than on an Exit Event,, as contemplated in article 2 2 1 1</p> <p>2 1 2 The Preference Dividend shall accrue from day to day from and including the date of issue down to and including the date on which any Preference Share is redeemed, assuming a 365 day year</p> <p>2 1 3 Unless the Company is prohibited from paying dividends by the Act, the Preference Dividend (or relevant proportion thereof as determined in accordance with article 2 3) shall (notwithstanding regulation 30 of the Model Articles or any other provision of these articles and in particular notwithstanding that there has not been a recommendation of the Board or resolution of the Company in general meeting) be paid immediately on the due date</p> <p>2 1 4 Where the Company is precluded by the Act from paying that amount of the Preference Dividend that is due in full in its due date, then</p> <p>2 1 4 1 the Company shall pay on that date to the Members holding Preference Shares the maximum part of the Preference Dividend (or relevant proportion thereof) which can then, consistently with the Act, be paid by the Company, and)</p> <p>2 1 4 2 as soon as the Company is no longer precluded from doing so, the Company shall pay the maximum amount of the Preference Dividend due which can, consistently with the Act, be paid by the Company at that time to the extent that it has not already been paid until the Preference Dividend (or relevant proportion thereof) has been paid in full</p> <p>2 1 5 The Preference Shares confer no other right to participate in the profits of the Company</p> <p>(iii) As regards capital, the rights set out in Article 2 2 and 4 of the Articles</p> <p>Article 2 2 below</p> <p>CAPITAL</p>

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F4	Statement of capital (Voting rights)
Class of share	REDEEMABLE PREFERENCE SHARES
Voting rights	<p>2 2 1 On a return of capital on liquidation or capital reduction or otherwise (other than a redemption of the Preference Shares in accordance with article 2 3), the surplus assets of the Company remaining after the payment of its liabilities shall be applied in paying to each Member holding Preference Shares, in priority to the holders if any other class of Share</p> <p>2 2 1 1 all unpaid accruals of the Preference Dividend on the Preference Shares held by him, calculated down to and including the date the return capital is made (whether the Preference Dividend has become payable in accordance with these articles or not) and, subject thereto,</p> <p>2 2 1 2 an amount equal to the Issue Price of all the Preference Shares held by him</p> <p>2 2 2 The Preference Shares confer no other right to participate on a return of capital by the Company</p> <p>Article 4 below</p> <p>PROCEEDS OF SALE</p> <p>4 1 Subject to article 4 2, in the event of a Sale then, notwithstanding anything to the contrary in the terms of such Sale (unless all the members immediately prior to the Sale have agreed in writing to the contrary expressly for the purposes of this provision, whether in the agreements for the Sale or otherwise), the Members immediately prior to such Sale shall procure that the purchase consideration whenever received is paid into a designated trustee account and shall, following the redemption by the Company of all the Preference Shares which it is lawfully able to redeem as a consequence of that Sale, be distributed amongst those Members who sold Shares under those terms in the manner and order of priority in which the amount of the purchase consideration would have been distributed had a resolution for the winding up of the Company been passed on the date of the Sale and had the amount available for distribution to the Members in such winding up been equal to the amount of purchase consideration to the extent that the respective Members have not already received the proceeds of redemption of the Preference Shares and the related Preference Dividend</p> <p>4 2 In this article 4 2, the Designated Shares means the Preference Shares in issue immediately following adoption of these articles and the Ordinary Shares held by the holders of such Preference Shares immediately following adoption of these articles Notwithstanding article 4 1, in the event of a Sale within nine months of the date of adoption of these articles where the Sale Value is more than £8,000,000 but less than or equal to £12,000,000, the aggregate proceeds in such Sale which shall accrue to the holders of the Designated Shares shall be capped at £4,179,500 such amount to include any amount which is payable upon redemption of the Preference Shares under article 2 3 (including any accrued Preference Dividend which is due on redemption), which shall be apportioned first to the Preference Shares and then to the relevant Ordinary Shares, in each case between the relevant Members (as nearly as practicable) in proportion to their respective holdings of the relevant class of Share</p> <p>(iv) As regards redemption, the redeemable preference shares are liable to be redeemed in accordance with the provisions of Article 2 3</p>

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F4	Statement of capital (Voting rights)
Class of share	REDEEMABLE PREFERENCE SHARES
Voting rights	<p>Article 2 3 Below</p> <p>REDEMPTION</p> <p>2 3 1 Subject to the provisions of the Act, the Company shall redeem all the Preference Shares immediately prior to, and conditionally upon, an Exit Event</p> <p>2 3 2 The Company shall pay on each Preference Share redeemed an amount equal to X% of the Issue Price thereof together with the accruals of the Preference Dividend under article 2 1, calculated down to and including the date of redemption and adjusted downwards by multiplying the amount of the Preference Dividend then due and payable by a factor of X% where X is calculated pursuant to article 2 3 7 Any Preference Dividend in the relevant Preference Shares shall cease to accrue from the date of their redemption unless, upon delivery to the Company of the documents specified in article 2 3 3, payment of the redemption money is not made</p> <p>2 3 3 On the date fixed for the redemption of the Preference Shares, the Company shall pay to each registered holder (or in the case of joint holders, to the the holder whose name stands first in the register of members of the Company) of Preference Shares which are to be redeemed on that date the amount payable in respect of such redemption Upon receipt of that amount, the holder shall deliver to the Company for cancellation the certificate(s) for those Preference Share or and indemnity in a form reasonably satisfactory to the Company in respect of any missing share certificate If any share certificate delivered to the Company includes any Shares not redeemable at that time, the Company shall issue to the holder at the same time a fresh certificate for those Preferences Shares Any redemption of Preference Shares shall take place at the registered office of the Company</p> <p>2 3 4 In the case of a redemption of less than all the Preference Shares for the time being in issue, the Company shall redeem the same proportion (as nearly as practicable) of each Member's registered holding of Preference Shares</p> <p>2 3 5 If the Company is permitted by the Act to redeem only some of the Preference Shares which would otherwise fall to be redeemed at that time, the Company shall only redeem that number of such Preference Shares that it can so redeem at that time The Company shall redeem, as soon thereafter as it may do so, all the remaining Preference Shares which should otherwise have been redeemed, and pending such redemption, shall not pay any dividend</p> <p>2 3 6 If any Member on the redemption of any of his Preference Shares fails to deliver to the Company all the documents referred to in article 2 3 3 on the redemption of any of his Preference Shares, the Company may retain the redemption money until it receives those documents</p> <p>2 3 7 If the Exit Value is</p> <ul style="list-style-type: none"> - less than or equal to £16,000,000, X shall be 100 - is more than £16,000,000 but less than or equal to £18,000,000, X shall be $[(5.00 - (\text{Exit Value} / 4,000,000))] \times 100$ - is more than £18,000,000 but less than or equal to £22,000,000, X shall be $[(2.75 - (\text{Exit Value} / 8,000,000))] \times 100$ - more than £22 000,000, X shall be zero

Part 4

Shareholders

Does your company have share capital?
→ Yes Complete the sections below
→ No Go to Part 5 (Signature)

① This should reflect the shareholder details at the made up date of this annual return

G1

Traded public companies ②

☐ Please tick the box if your company was a traded public company at any time during the period of this return

② Traded company definition
A traded company means a company any of whose shares are admitted to trading on a regulated market

G2

List of past and present shareholders

Private and non-traded public companies are required to provide a 'full list' if one was not included with either of the last two returns

Traded public companies are required to provide a list of shareholders who held at least 5% of the issued shares of any share class if a list was not provided with either of the last two returns

Please tick the appropriate box below

- ☒ A full list of shareholders for a private or non-traded public company is enclosed Please complete **Section G3**, or
- ☐ A list of shareholders holding at least 5% of the issued shares of any share class for a traded public company is enclosed Please complete **Section G4**
- ☐ A list of shareholder changes is enclosed
→ For private or non-traded public companies, please complete **Section G3**
→ For traded public companies, please complete **Section G4**
- ☐ There were no shareholder changes in this period
→ Go to **Part 5 (Signature)**

Please tick the appropriate box below to indicate the format of your shareholder details

- ☒ The list of shareholders is enclosed on paper
- ☐ The list of shareholders is enclosed in another format

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Private or non-traded public companies – list of past and present shareholders

This section should only be completed by companies that have not traded on a regulated market at any time during the period of this return

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'Private or non-traded public companies – list of past and present shareholders' continuation page if necessary

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held		Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer	
Dr Robert Lambkin-Williams	Ordinary	3,379		/ /	
IP Venture Fund	Ordinary	33,613		/ /	
IP Venture Fund	Redeemable Preference	540,000		/ /	
IP2IPO Limited	Ordinary	70,303		/ /	
IP2IPO Nominees Limited	Ordinary	10,620		/ /	
Professor John Oxford	Ordinary	67,379		/ /	
Queen Mary Innovation Limited	Ordinary	77,000		/ /	
Stephen Lyon	Ordinary	15,980		/ /	
The Northern Entrepreneurs Fund Co-Investment LLP	Ordinary	11,205		/ /	
The Northern Entrepreneurs Fund LLP	Ordinary	100,840		/ /	
The Northern Entrepreneurs Fund LLP	Redeemable Preference	1,800,000		/ /	
				/ /	
				/ /	

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Traded public companies – list of past and present shareholders

This section should show the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return. It should only be completed by public companies that have traded on a regulated market at any time during the period of this return.

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year.

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided.

Please list the company shareholders in alphabetical order.

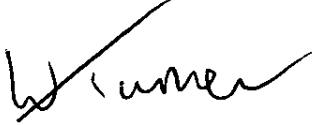
Joint shareholders should be listed consecutively.

Further shareholders
Please use a Traded public companies – list of past and present shareholders' continuation page if necessary.

		Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's details	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Name				/ /
Address				/ /
				/ /
Name				/ /
Address				/ /
				/ /
Name				/ /
Address				/ /
				/ /
Name				/ /
Address				/ /
				/ /

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Part 5 **Signature**

	This must be completed by all companies		
	I am signing this form on behalf of the company		
Signature	<div>Signature</div> <div>X  X</div>		<p>❶ 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</p> <p>❷ Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
	This form may be signed by Director ❶ , Secretary, Person authorised ❷ , Charity commission receiver and manager, CIC manager, Judicial factor		

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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 **Lorraine Chedzoy**

Company name **IP Group Plc**

Address **24 Cornhill**

Post town **London**

Country/Region **UK**

Postcode **E C 3 V 3 N D**

Country

DX

Telephone **020 7444 0074**

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 your principal business activity
- ☒ You have not used this form to make changes to the registered office address
- ☒ You have not used this form to make changes to secretary and director details
- ☒ You have fully completed the Statement of capital (if applicable)
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record

How to pay

A fee of £30 is payable to Companies House in respect of an Annual Return

Make cheques or postal orders payable to 'Companies House'

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