

SH01

Return of allotment of shares

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 give
notice of shares allotted following
incorporation

What this form is NOT for
You cannot use this form to give
notice of shares taken by sub
on formation of the company
for an allotment of a new class
shares by an unlimited compa



A37FWEX4

A22

08/05/2014

#26

COMPANIES HOUSE

THURSDAY

1 Company details

Company number 0 8 8 8 2 2 4 9

Company name in full Rossllyn Data Technologies Ltd

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

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ①

From Date

d2	d3	m0	m4	y2	y0	y1	y4
----	----	----	----	----	----	----	----

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	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
Ordinary	£ sterling	28756750	0.005	0.005	0.00
A Preference	£ sterling	16346032	0.005	0.005	0.00

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)

Shares allotted in consideration for the transfer to Rossllyn Data
Technologies Ltd ("RDT") of the entire issued share capital of Rossllyn
Analytics Limited ("RAL") as follows
(a) eight ordinary shares of £0.005 each in the capital of RDT allotted
in consideration for the transfer of each ordinary share of £0.0001 each
in the capital of RAL, and
(b) eight A preference shares of £0.005 each in the capital of RDT
allotted in consideration for the transfer of each A preference share of
£0.0001 each in the capital of RAL.

SH01

Return of allotment of shares

Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

4 Statement of capital (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 4 and then go to Section 7

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
Ordinary	0 005	0 00	28756752	£ 143,783.76
A Preference	0 005	0 00	16346032	£ 81,730.16
				£
				£
Totals			45102784	£ 225,513.92

5 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				

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				

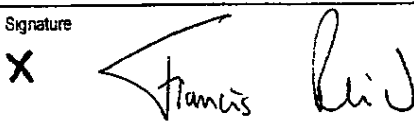
6 Statement of capital (Totals)

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		
Total aggregate nominal value ④		

- ① Including both the nominal value and any share premium
 - ② Total number of issued shares in this class
 - ③ E.g. Number of shares issued multiplied by nominal value of each share
 - ④ Total aggregate nominal value
- Continuation Pages**
Please use a Statement of Capital continuation page if necessary

SH01
Return of allotment of shares

7		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 4 and Section 5	
Class of share	Ordinary	<p>1 Prescribed particulars of rights attached to 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> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p>	
Prescribed particulars 1	<p>Each ordinary share carries one vote, ranks equally with the other shares as respects dividends and is not redeemable</p> <p>If a distribution of the assets on a liquidation or capital reduction or otherwise pro rata amongst the shareholders (taking all classes together as one) would result in</p> <p><i>See continuation sheet</i></p>		
Class of share	A Preference		
Prescribed particulars 1	<p>Each A preference share carries one vote, ranks equally with the other shares as respects dividends and is not redeemable</p> <p>If a distribution of the assets on a liquidation or capital reduction or otherwise pro rata amongst the shareholders (taking all classes together as one) would result in the Base Return not being achieved,</p> <p><i>See continuation sheet</i></p>		
Class of share			
Prescribed particulars 1			

8		Signature	
		I am signing this form on behalf of the company	
Signature	Signature		
		X	X
		This form may be signed by Director 2 , Secretary, Person authorised 3 , Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager	
		<p>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</p> <p>3 Person authorised Under either section 270 or 274 of the Companies Act 2006</p>	

7

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

Class of share	Ordinary
Prescribed particulars	<ul style="list-style-type: none">• the Base Return being achieved, each ordinary share would participate in the distribution equally with the other shares,• the Base Return not being achieved, the rights attaching to each ordinary share would be subject to the rights of the holders of A preference shares. <p>IF following an Asset Sale the company is wound up and a distribution of the available assets on a pro rata basis amongst the shareholders (taking all classes together as one) would result in.</p> <ul style="list-style-type: none">• the Base Return being achieved, each ordinary share would participate in the distribution equally with the other shares,• the Base Return not being achieved, the rights attaching to each ordinary share would be subject to the rights of the holders of A preference shares <p>In the event of a Share Sale, if a distribution of the total and any consideration received (whether in cash or otherwise) in respect of the shares that are the subject of the sale would result in</p> <ul style="list-style-type: none">• the Base Return being achieved, each ordinary share would participate in the distribution equally with the other shares,• the Base Return not being achieved, the rights attaching to each ordinary share would be subject to the rights of the holders of A preference shares <p>Definitions</p> <p>"A Preference Shareholder" means a holder of A preference shares.</p> <p>"Asset Sale" means the disposal by the company of all or substantially all of its undertaking and assets;</p> <p>"Base Return" means such sum as is required to give each holder of A preference shares gross (before any deduction of tax) a sum equal to 25% IRR on its Invested Funds.</p> <p>See continuation sheet</p>

SH01 - continuation page
Return of allotment of shares

7

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

Class of share	Ordinary
Prescribed particulars	<p>"Invested Funds" means in relation to an A Preference shareholder at any time, the aggregate Issue Price of any A preference shares held by it together with the aggregate amount of any loans then made or advanced (as the case may be) or treated as made or advanced (as the case may be) by such A Preference Shareholder to the company from time to time provided that no accrued interest (whether paid or unpaid) on any such loan (or part thereof) shall be included in any calculation of the Invested Funds,</p> <p>"IRR" means the annualised discount rate that when applied to before tax cash flows of the holders of A preference shares produces a net present value of zero, having adopted the convention of designating outflows from an A Preference Shareholder as negative and inflows to an A Preference Shareholder as positive, outflows from an A Preference Shareholder will include all Invested Funds of such holder, inflows to an A Preference Shareholder will include, without limitation any interest on any loans advanced by such A Preference Shareholder to the company from time to time, redemption of such loans and distributions to an A Preference Shareholder in respect of its A preference shares IRR shall be calculated using month end cash flows and the XIRR function in Microsoft Excel 2007 (or any successor version),</p> <p>"Issue Price" means in relation to any share, the amount paid up or credited as paid up on it when issued on the Share Exchange Date (including the full amount of any premium at which such share was issued whether or not such premium is applied for any purpose after that),</p> <p>"Share Sale" means the sale of (or the grant of a right to acquire or to dispose of) any of the shares in the capital of the company (in one transaction or as a series of transactions) which will result in the purchaser of such shares (or grantee of such right) and persons acting in concert with him together acquiring an interest in shares conferring in aggregate 50% or more of the total voting rights conferred by all the issued shares in the company ("Controlling Interest") save where</p> <p>See continuation sheet</p>

SH01 - continuation page

Return of allotment of shares

7

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

Class of share	Ordinary	
Prescribed particulars	<ul style="list-style-type: none">• following completion of such sale the shareholders in such purchase and the proportion of shares held by each in such purchase are the same as the shareholders and their shareholdings in the company immediately prior to such sale,• the purchaser is an existing shareholder of the company and is acquiring a Controlling Interest or is increasing a Controlling interest position, <p>"Share Exchange" means the transfer of each of the issued ordinary shares of £0 0001 each in the capital of Rosslyn Analytics Limited in exchange for the issue of 8 ordinary shares of £0 005 each by the company and the transfer of each of the issued A preference shares of £0 0001 each in the capital of Rosslyn Analytics Limited in exchange for the issue of 8 A preference shares of £0 005 each by the company,</p> <p>"Share Exchange Date" means the date of completion of the Share Exchange.</p>	

7

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

Class of share	A preference	
Prescribed particulars	<p>the assets of the company remaining after the payment of its liabilities shall be distributed as follows-</p> <ul style="list-style-type: none">• first in paying to the holders of the A preference shares the Issue Price paid therefor together with any Arrears in respect thereof, and• the balance of such assets shall be distributed amongst the holders of all classes of shares equally on a pro rata basis as if the same constituted one class of share <p>For the avoidance of doubt, if a distribution of assets on a liquidation or capital reduction or otherwise pro rata amongst the shareholders (taking all classes together as one) would result in the Base Return being achieved, the assets of the company remaining after the payment of its liabilities shall be distributed amongst the holders of shares on a pro rata basis (as if the shares constituted one class)</p> <p>If following an Asset Sale the company is wound up and a distribution of the available assets on a pro rata basis amongst the shareholders (taking all classes together as one) would not achieve the Base Return, then the available assets shall be distributed as follows-</p> <ul style="list-style-type: none">• first in paying to the holders of the A preference shares the Issue Price paid therefor together with any Arrears in respect thereof; and• the balance of such assets shall be distributed amongst the holders of all classes of shares equally on a pro rata basis as if the same constituted one class of share <p>See continuation sheet</p>	

7

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

Class of share	A preference
Prescribed particulars	<p>For the avoidance of doubt, if a distribution of available assets on such a pro rata basis would achieve a Base Return then such assets shall be distributed amongst the holders of shares on a pro rata basis</p> <p>In the event of a Share Sale, if the total of all and any consideration received (whether in cash or otherwise) in respect of the shares that are the subject of the sale when distributed on a pro rata basis amongst the holders thereof would not achieve a Base Return, then such consideration shall be distributed as follows</p> <ul style="list-style-type: none">• first in paying to the holders of the A preference shares that are the subject of the sale the Issue Price paid therefor together with any Arrears in respect thereof, and• the balance of such assets shall be distributed amongst the holders of all shares that are the subject of the sale equally on a pro rata basis as if the same constituted one class of share <p>For the avoidance of doubt, if a distribution of such consideration would achieve a Base Return then such consideration shall be distributed amongst the holders of shares the subject of the sale on a pro rata basis (as if such shares constituted one class)</p> <p>In the event of an IPO which is not a Qualifying IPO, if on such IPO the A preference shares (if converted into ordinary shares as set out below) would have a listing price or admission which is less than the Realisation Return, then the company shall allot to each A Preference Shareholder by way of capitalisation of reserves such number of additional ordinary shares (disregarding any fraction of a share) ("New Shares") as shall result in the aggregate listing of the A preference shares (if converted into ordinary shares as set out below) and the New Shares of such A Preference Shareholder on admission being equal to the Realisation Return</p> <p>See continuation sheet</p>

7

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

Class of share	A Preference	
Prescribed particulars	<p>For the avoidance of doubt, if on such IPO the A preference shares (if converted into ordinary shares as set out below) will have a listing price on admission which is equal to or greater than the Realisation Return, then no New Shares will be allotted to the A Preference Shareholders</p> <p>The A preference shares shall be automatically converted in full into ordinary shares on a one for one basis in the event of.</p> <ul style="list-style-type: none"> • completion of a Qualifying IPO, or • in relation to some or all of the A preference shares held by an A Preference Shareholder, the receipt by the company of a written notice from such A Preference Shareholder requiring such conversion. <p>If certain new shares are issued by the company at a price per new share which equates to less than the Starting Price (a "Qualifying Issue") (which in the event that the new share is not issued for cash shall be a price certified by the auditors acting as experts and not as arbitrators as being in their opinion the current cash value of the new consideration for the allotment of the New Shares) then the company shall, unless and to the extent that any of the A Preference Shareholders shall have specifically waived such rights in writing, offer (such offer, unless waived, to remain open for acceptance for not less than 15 business days) to each A Preference Shareholder (the "Exercising Investor") the right to receive a number of new A preference shares determined by applying the following formula (and rounding the product N down to the nearest whole share) subject to adjustment in the event of a reorganisation as set out below (the "Anti-Dilution Shares"):</p> $N = \left(\frac{W}{WA} \right) - Z, \text{ or}$ <p>where the Exercising Investor is required to subscribe in cash for any Anti-Dilution Shares, the following equation shall apply:</p> <p>See continuation sheet</p>	

7 Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A preference
Prescribed particulars	$N = \frac{(W - (WA \cdot Z))}{WA - V}$ <p>Where</p> <ul style="list-style-type: none"> • N = the number of Anti-Dilution Shares to be issued • V = the nominal value of each Anti-Dilution Share • WA = the weighted average price per share held by the Exercising Investor as calculated by the following formula $WA = \frac{(W + M)}{Z + \left(\frac{M}{X}\right)}$ <ul style="list-style-type: none"> • W = the total amount subscribed prior to the Qualifying Issue (whether in cash or by way of conversion of loan) by each Exercising Investor for A preference shares • X = the price (if any) at which each New Share is to be issued pursuant to a Qualifying Issue • Z = the number of A preference shares subscribed by each Exercising Investor prior to the Qualifying Issue • M = the aggregate of amounts to be paid in respect of the New Share issued pursuant to the Qualifying Issue and any amounts paid in respect of all previous Qualifying Issues (if any) <p>If the company makes a Qualifying Issue and each A Preference Shareholder is entitled to participate in such Qualifying Issue by virtue of its pre-emption rights, if any A Preference Shareholder does not subscribe for the total pro rata number of shares to which it is entitled to subscribe under such pre-emption rights (ignoring any rights which arise from the failure of another person to subscribe) (or which it would have been entitled to subscribe had such rights not be disapplied or waived) ("Defaulting Investor"), the number of Anti-Dilution Shares to which such Defaulting Investor shall be entitled to receive as set out above shall be adjusted by the following formula</p> $N \times P$ <p>See continuation sheet</p>

SH01 - continuation page

Return of allotment of shares

7

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

Class of share	A preference
Prescribed particulars	<p>Where:</p> <ul style="list-style-type: none">• N = the number of Anti-Dilution Shares to be issued• P = a percentage calculated in accordance with the following formula $P = B / A$ <p>Where</p> <ul style="list-style-type: none">• A = the total number of pro rata shares that the Defaulting Investor was entitled to subscribe for in the Qualifying Issue under its pre-emption rights (or would have been so entitled to subscribe had they not been disapplied or waived)• B = the total number of shares actually subscribed by the Defaulting Investor in the Qualifying Issue <p>Definitions</p> <p>"A Preference Shareholder" means a holder of A preference shares,</p> <p>"Arrears" means all arrears, accruals and deficiencies of any dividend or other sums payable in respect of the relevant share whether or not earned or declared and irrespective of whether or not the company has had, at any time, sufficient distributable profits to pay such dividend or sums, together with all interest and other amounts payable thereon,</p> <p>"Asset Sale" means the disposal by the company of all or substantially all of its undertaking and assets,</p> <p>"Base Return" means such sum as is required to give each holder of A preference shares gross (before any deduction of tax) a sum equal to 25% IRR on its Invested Funds;</p> <p>See continuation sheet</p>

7

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

Class of share	A preference	
Prescribed particulars	<p>"Invested Funds" means in relation to an A Preference Shareholder at any time, the aggregate Issue Price of any A preference shares held by it together with the aggregate amount of any loans then made or advanced (as the case may be) or treated as made or advanced (as the case may be) by such A Preference Shareholder to the company from time to time provided that no accrued interest (whether paid or unpaid) on any such loan (or part thereof) shall be included in any calculation of the Invested Funds,</p> <p>"Investor Majority" means the holders of at least 75% in nominal value of the A preference shares in issue;</p> <p>"IPO" means an initial public offering of shares of the company or a recognised investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000) and any other investment exchange on which shares are publicly traded as approved by an Investor Majority;</p> <p>"IRR" means the annualised discount rate that when applied to before tax cash flows of the holders of A preference shares produces a net present value or zero, having adopted the convention of designating outflows from an A Preference Shareholder as negative and inflows to an A Preference Shareholder as positive, outflows from an A Preference Shareholder will include all Invested Funds of such holder, Inflows to an A Preference Shareholder will include, without limitation any interest on any loans advanced by such A Preference Shareholder to the company from time to time, redemption of such loans and distributions to an A Preference Shareholder in respect of its' A Preference Shares. IRR shall be calculated using month end cash flows and the XIRR function in Microsoft Excel 2007 (or any successor version),</p> <p>See continuation sheet</p>	

SH01 - continuation page

Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A preference
Prescribed particulars	<p>"Issue Price" means in relation to any share, the amount paid up or credited as paid up on it when issued on the Share Exchange Date (including the full amount of any premium at which such share was issued whether or not such premium is applied for any purpose after that),</p> <p>"Qualifying IPO" means an IPO raising at least £10 million at a price per share of at least three times the Issue Price (adjusted as appropriate from time to time in the case of any consolidation, subdivision or reduction of capital, capitalisation issue or other share capital reorganisation of the company),</p> <p>"Realisation Return" means an amount equal to the issue Price of any A Preference Share compounded by the base lending rate of National Westminster Bank plc from time to time for the period commencing on the allotment and issue of such A preference share and expiring on the completion of the IPO,</p> <p>"Share Sale" means the sale of (or the grant of a right to acquire or to dispose of) any of the shares in the capital of the company (in one transaction or as a series of transactions) which will result in the purchaser of such shares (or grantee of such right) and persons acting in concert with him together acquiring an interest in shares conferring in aggregate 50% or more of the total voting rights conferred by all the issued shares in the company ("Controlling Interest") save where:</p> <ul style="list-style-type: none">• following completion of such sale the shareholders in such purchase and the proportion of shares held by each in such purchase are the same as the shareholders and their shareholdings in the company immediately prior to such sale;• the purchaser is an existing shareholder of the company and is acquiring a Controlling Interest or is increasing a Controlling interest position, <p>See continuation sheet</p>

7

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

Class of share	A preference	
Prescribed particulars	<p>"Share Exchange" means the transfer of each of the issued ordinary shares of £0 0001 each in the capital of Rosslyn Analytics Limited in exchange for the issue of 8 ordinary shares of £0 005 each by the company and the transfer of each of the issued A preference shares of £0 0001 each in the capital of Rosslyn Analytics Limited in exchange for the issue of 8 A preference shares of £0 005 each by the company.</p> <p>"Share Exchange Date" means the date of completion of the Share Exchange,</p> <p>"Starting Price" means £0 13856475 per share</p>	

SH01

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 Ashleigh Brinklow

Company name Rosenblatt Solicitors

Address 9-13 St Andrew Street

Post town London

County/Region

Postcode EC4A 3AE

Country

DX DX. 493 London/Chancery Lane

Telephone 020 7955 0880



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



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 appropriate sections of the Statement of Capital
- You have signed the form



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