



Companies House
— for the record —

AR01 (ef)

Annual Return



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Company Name: EPSILON-3 BIO LIMITED

Company Number: 07289096

Date of this return: 18/06/2013

SIC codes: 72110

Company Type: Private company limited by shares

Situation of Registered Office: BRIDGE HOUSE 25 FIDDLE BRIDGE LANE
HATFIELD
HERTFORDSHIRE
ENGLAND
AL10 0SP

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **DR ELAINE**

Surname: **MCKILLIGIN**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): **MR MARTIN WILLIAM**

Surname: **EDWARDS**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **04/01/1956** Nationality: **BRITISH**
Occupation: **DIRECTOR**

Company Director 2

Type: **Person**
Full forename(s): **DR DAVID JOHN**

Surname: **GRAINGER**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **12/10/1966** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Company Director 3

Type: **Person**

Full forename(s): **MICHELE**

Surname: **OLLIER**

Former names:

Service Address: **2 RUE DE JARGONNANT
GENEVA
1207
SWITZERLAND**

Country/State Usually Resident: **SWITZERLAND**

Date of Birth: **02/06/1958**

Nationality: **FRENCH**

Occupation: **VENTURE CAPITALIST**

Company Director 4

Type: **Person**
Full forename(s): **DR NIGEL AARON**

Surname: **PITCHFORD**

Former names:

Service Address: **52 PRINCES GATE
LONDON
UNITED KINGDOM
SW7 2PG**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **17/10/1969** *Nationality:* **BRITISH**

Occupation: **VENTURE CAPITAL INVESTOR**

Statement of Capital (Share Capital)

| | | | |
|------------------------|-----------------|--------------------------------|----------------|
| Class of shares | ORDINARY | <i>Number allotted</i> | 448183 |
| | | <i>Aggregate nominal value</i> | 4481.83 |
| <i>Currency</i> | GBP | <i>Amount paid per share</i> | 0.01 |
| | | <i>Amount unpaid per share</i> | 0 |

Prescribed particulars

VOTING: EACH HOLDER OF ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, AND TO ATTEND AND VOTE AT, GENERAL MEETINGS OF THE COMPANY, ON A SHOW OF HANDS EVERY HOLDER OF ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE AND ON A POLL EVERY HOLDER OF ORDINARY SHARES SO PRESENT SHALL HAVE ONE VOTE FOR EACH ORDINARY SHARE HELD BY HIM. DIVIDENDS: THE ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO PARTICIPATE IN DIVIDENDS PRO RATA TO THEIR HOLDING OF SHARES WHEN DECLARED AND PAID BY THE DIRECTORS, AND FOR THE AVOIDANCE OF DOUBT, THE ORDINARY SHARES AND THE 'A' PREFERRED SHARES SHALL RANK PARI PASSU AS REGARDS DIVIDENDS. CAPITAL PARTICIPATION: ON A LIQUIDATION EVENT OR SALE, THE ORDINARY SHAREHOLDERS SHALL, SUBJECT TO THE RIGHTS OF THE 'A' PREFERRED SHAREHOLDERS, BE ENTITLED TO BE PAID OUT OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES DISTRIBUTED ON A PRO RATA BASIS AMONG ALL ORDINARY SHAREHOLDERS ON AN AS CONVERTED BASIS. REDEMPTION: THE ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED.

| | | | |
|------------------------|--------------------|--------------------------------|-----------------|
| Class of shares | A PREFERRED | <i>Number allotted</i> | 1257846 |
| | | <i>Aggregate nominal value</i> | 12578.46 |
| <i>Currency</i> | GBP | <i>Amount paid</i> | 1 |
| | | <i>Amount unpaid</i> | 0 |

Prescribed particulars

VOTING: THE 'A' PREFERRED SHAREHOLDERS SHALL BE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND AND TO VOTE AT, GENERAL MEETINGS OF THE COMPANY, EVERY 'A' PREFERRED SHAREHOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY, SHALL HAVE ONE (OR MORE ON A CONVERTED BASIS) VOTE(S) ON A SHOW OF HANDS AND ON A POLL EVERY 'A' PREFERRED SHAREHOLDER SO PRESENT SHALL HAVE ONE VOTE FOR EACH 'A' PREFERRED SHARE HELD BY HIM. DIVIDENDS: THE 'A' PREFERRED SHAREHOLDERS SHALL BE ENTITLED TO PARTICIPATE IN DIVIDENDS PRO RATA TO THEIR HOLDINGS OF SHARES WHEN DECLARED AND PAID BY THE DIRECTORS, AND FOR THE AVOIDANCE OF DOUBT, THE ORDINARY SHARES AND THE 'A' PREFERRED SHARES SHALL RANK PARI PASSU AS REGARDS DIVIDENDS. CAPITAL PARTICIPATION: ON A LIQUIDATION EVENT OR A SALE, THE 'A' PREFERRED SHAREHOLDERS SHALL BE ENTITLED IN RESPECT OF EACH OF THEIR 'A' PREFERRED SHARES (IN PROPORTION TO THE NUMBER OF SUCH SHARES HELD BY EACH OF THEM) IN PRIORITY TO THE ORDINARY SHAREHOLDERS, TO BE PAID OUT OF THE SURPLUS ASSETS OF THE COMPANY OR PROCEEDS OF THE SALE REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "DISTRIBUTABLE PROCEEDS") AN AMOUNT EQUAL TO THE GREATER OF: (A) THE SUBSCRIPTION PRICE FOR EACH OF THEIR 'A' PREFERRED SHARES, PLUS (I) ANY LOANS OR SIMILAR FUNDING REMAINING OUTSTANDING (TOGETHER WITH INTEREST ACCRUED THEREON), PLUS (II) ANY 'DECLARED BUT UNPAID DIVIDENDS; OR (B) THE AMOUNT THAT THE 'A' PREFERRED SHAREHOLDERS WOULD RECEIVE ON AN AS CONVERTED BASIS IF ALL SHAREHOLDERS WERE TO RECEIVE A PRO RATA SHARE OF THE DISTRIBUTABLE PROCEEDS. REDEMPTION: THE 'A' PREFERRED SHARES ARE NOT LIABLE TO BE REDEEMED.

Statement of Capital (Totals)

| | | | |
|-----------------|------------|--------------------------------------|-----------------|
| <i>Currency</i> | GBP | <i>Total number of shares</i> | 1706029 |
| | | <i>Total aggregate nominal value</i> | 17060.29 |

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 18/06/2013 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

- Shareholding 1* : 97 ORDINARY shares held as at the date of this return
Name: TCP INNOVATIONS LIMITED
- Shareholding 2* : 137 ORDINARY shares held as at the date of this return
Name: ROBERT SCHROFF
- Shareholding 3* : 52 ORDINARY shares held as at the date of this return
Name: JASON AVERY
- Shareholding 4* : 44 ORDINARY shares held as at the date of this return
Name: CALLUM CAMPBELL
- Shareholding 5* : 412 ORDINARY shares held as at the date of this return
Name: DAVID GRAINGER
- Shareholding 6* : 22 ORDINARY shares held as at the date of this return
Name: CAMBRIDGE ENTERPRISE LIMITED
- Shareholding 7* : 21 ORDINARY shares held as at the date of this return
Name: PHILIPPE WIESEL
- Shareholding 8* : 8 ORDINARY shares held as at the date of this return
Name: JILL RECKLESS
- Shareholding 9* : 509 ORDINARY shares held as at the date of this return
Name: KONSTANTINOS EFTHYMIPOULOS
- Shareholding 10* : 849 ORDINARY shares held as at the date of this return
Name: IPSEN PHARMA SAS
- Shareholding 11* : 3 ORDINARY shares held as at the date of this return
Name: JONATHAN DAVIES
- Shareholding 12* : 1581 A PREFERRED shares held as at the date of this return
Name: INDEX VENTURES III (JERSEY) L.P.
- Shareholding 13* : 3211 A PREFERRED shares held as at the date of this return

Name: INDEX VENTURES III (DELAWARE) L.P.

Shareholding 14 : 58 A PREFERRED shares held as at the date of this return
Name: INDEX VENTURES III PARALLEL ENTREPRENEUR FUND (JERSEY) L.P.

Shareholding 15 : 53 A PREFERRED shares held as at the date of this return
Name: YUCCA PARTNERS L.P. (JERSEY BRANCH) ON BEHALF OF INDEX CO-INVESTMENT SCHEME

Shareholding 16 : 502943 A PREFERRED shares held as at the date of this return
Name: NOVO AS

Shareholding 17 : 446029 ORDINARY shares held as at the date of this return
Name: TOTAL MEDICAL VENTURES I LLP

Shareholding 18 : 492500 A PREFERRED shares held as at the date of this return
7500 shares transferred on 2012-07-05
Name: INDEX VENTURES LIFE VI (JERSEY) L.P.

Shareholding 19 : 7500 A PREFERRED shares held as at the date of this return
Name: YUCCA PARTNERS L.P. (JERSEY BRANCH) ON BEHALF OF INDEX CO-INVESTMENT SCHEME

Shareholding 20 : 250000 A PREFERRED shares held as at the date of this return
Name: IMPERIAL INNOVATIONS BUSINESSES LLP

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.