

IN THE HIGH COURT OF JUSTICE
 CHANCERY DIVISION
 COMPANIES COURT

MR REGISTRAR JONES

ON THE 17TH DAY OF DECEMBER 2014



IN THE MATTER OF REGENERSIS PLC
 AND IN THE MATTER OF THE COMPANIES ACT 2006

ORDER

UPON THE CLAIM FORM of the above named Regeneris Plc (the "**Company**"), the registered office of which is situated at 4th Floor, 32 Wigmore Street, London, W1U 2RP issued to this court on 17 December 2014

AND UPON HEARING Counsel for the Company

AND UPON READING the documents recorded on the Court file as having been read

AND UPON the Company by Counsel undertaking in terms of Schedule 1 hereto

THE COURT ORDERS the reduction of the Share Premium Account of the Company by £70,000,000 resolved on by Special Resolution passed on 26 November 2014 be and the same is hereby confirmed in accordance with the provisions of the Companies Act 2006

AND THE COURT HEREBY APPROVES the Statement of Capital set forth in Schedule 2 hereto showing the several particulars required by the Companies Act 2006,

AND IT IS ORDERED that -

- 1 The undertaking given by the Company to the Court set out in Schedule 1 to the order of Mr Deputy Registrar Briggs dated 4 December 2014 be released,
- 2 this order be produced to the Registrar of Companies together with a statement of capital in accordance with the Companies Act 2006 and that an office copy hereof be delivered to him, and
- 3 notice of the registration by the Registrar of Companies of this Order be published once in "The Times" newspaper within 21 days of the said registration

Dated 17 December 2014



SCHEDULE 1

- 1 Subject to paragraph 3 below, to transfer, by no later than the date the proposed reduction in the balance standing to the credit of the share premium account of the Company becomes effective (the "Effective Date"), to a separate blocked trust bank account a sum in cash equal to the total amount due to any non-consenting creditors of the Company who exist at the Effective Date and whose debts remain unsatisfied at the time of such deposit

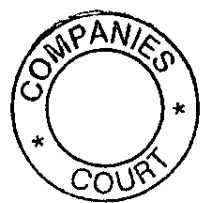
- 2 The sums credited to the trust bank account shall be held at all times on the following terms
 - (a) the sums deposited under paragraph 1 above shall be held on trust for the sole purposes of (i) discharging the debts of the non-consenting creditors of the Company who exist at the Effective Date or (ii) reimbursing the Company in respect of payments made by the Company to discharge the debts and claims of such creditors,

 - (b) the Company shall maintain such trust account unless and until all amounts due to such non-consenting creditors shall have been paid or satisfied or otherwise extinguished, or any relevant period of limitation shall have expired,

 - (c) if any non-consenting creditor of the Company gives his consent, the Company shall be permitted to withdraw from the trust account any such sum as was credited to that account for the benefit of that creditor, and

 - (d) no right of set-off shall be capable of being exercised by the Company's bankers in respect of any sum standing to the credit of the trust bank account

- 3 If the Company is unable to open a separate blocked trust bank account and credit sums to such account by the Effective Date in accordance with paragraph 1 above, the Company shall, until such time as it has complied with its obligations under paragraph 1 above, which it shall do as soon as practically ^{hereafter} credit to the client account of its solicitors, Pinsent Mason LLP, a sum in cash equal to the total amount due to any non-consenting creditors of the Company who exist at the Effective Date and whose debts remain unsatisfied at the time of such deposit, which sum shall be held on the terms set out in paragraph 2 above *mutatis mutandis*



SCHEDULE 2



SH19

Statement of capital



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

- What this form is for**
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order
- What this form is NOT for**
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

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

1 Company details

Company number	0	5	1	1	3	8	2	0
Company name in full	REGENERSIS PLC							

→ Filling in this form
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

Statement of capital

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

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

Please complete the table below to show any class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section 2 and then go to Section 5.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	£0 67	£0 00	79022599	£ 1,580,451 98
				£
				£
				£
Totals			79022599	£ 1,580,451 98

3 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

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

- ① Including both the nominal value and any share premium
② Total number of issued shares in this class

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

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

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Statement of capital

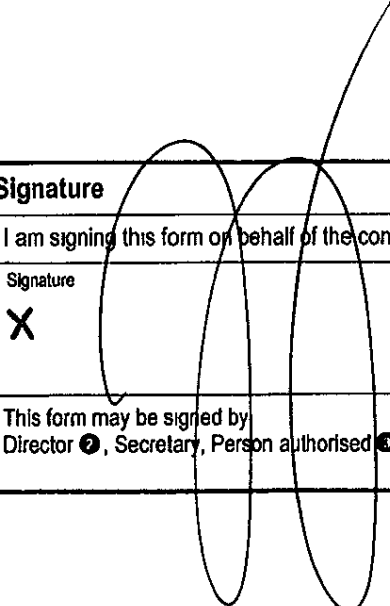
Currency				
Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				
① Including both the nominal value and any share premium ② Total number of issued shares in this class		③ Number of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

4	Statement of capital (Totals)	④ Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Please give the total number of shares and total aggregate nominal value of issued share capital		
Total number of shares	79022599	
Total aggregate ④ nominal value		

5	Statement of capital (Prescribed particulars of rights attached to shares)	⑤ Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary
Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 2 and Section 3 .		
Class of share	ORDINARY SHARE	
Prescribed particulars ⑥	FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS DO NOT CONFER ANY RIGHTS OF REDEMPTION	
Class of share		
Prescribed particulars ⑥		

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Statement of capital

Class of share		<p>1 Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Please use a Statement of capital continuation page if necessary</p>
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		

6	Signature		<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>
	I am signing this form on behalf of the company		
Signature	Signature 	X	
	This form may be signed by Director 2 , Secretary, Person authorised 3 , CIC manager		

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Statement of capital

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 **Kate Fellows**

Company name **Pinsent Masons LLP**

Address **3 Colmore Circus**

Post town **Birmingham**

County/Region

Postcode **B 4 6 B H**

Country

DX **703167 Birmingham 12**

Telephone **0121 200 1050**

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- The company name and number match the information held on the public Register
- You have completed the relevant sections of the statement of capital
- You have signed the form
- 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 £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

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 Linnenhall, 32-38 Linnenhall 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

**IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT**

MR REGISTRAR JONES

ON THE 17TH DAY OF DECEMBER 2014

IN THE MATTER OF REGENERSIS PLC

AND IN THE MATTER OF THE COMPANIES ACT 1985

ORDER

Pinsent Masons LLP
3 Colmore Circus
Birmingham
B4 6BH

Tel 0121 200 1050
Fax 0121 626 1040

Ref KF18/634740 07083

Solicitors for the Applicant


Pinsent Masons



FILE COPY

**CERTIFICATE OF REGISTRATION
OF ORDER OF COURT
ON
REDUCTION OF
SHARE PREMIUM ACCOUNT**

Company No. 5113820

Whereas **REGENERESIS PLC**

having by Special Resolution reduced its share premium account as confirmed by an Order of the High Court of Justice, Chancery Division

dated the **17th December 2014**

Now therefore I hereby certify that the said Order was registered pursuant to section 649 of the Companies Act, 2006, on the **17th December 2014**

Given at Companies House the **17th December 2014**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**