

DON'T
STAPLE

SH01

Return of allotment of shares



Companies House

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✓ **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 subscription on formation of the company or for an allotment of a new class of shares by an unlimited company.

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06/05/2022

#245

COMPANIES HOUSE

1 Company details

Company number	1	2	5	4	6	4	7	9
Company name in full	FREELINE THERAPEUTICS HOLDINGS PLC							

→ **Filling 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	2	8	0	2	2	0	2	2
To Date	2	3	0	3	2	0	2	2

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.

Currency ②	Class of shares (E.g. Ordinary/Preference etc.)	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
GBP	ORDINARY	8,425	0.00001	US\$1.070814	0.00
GBP	ORDINARY	24,857,144	0.00001	US\$1.05	0.00
GBP	ORDINARY	954,208	0.00001	US\$1.00689	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.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

Continuation page

Please use a continuation page if
necessary.

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	ORDINARY	62,460,789	624.60789	
GBP	DEFERRED	1	100,000	
Totals		62,460,790	100,624.60789	0.00

Currency table B				
Totals				

Currency table C				
Totals				

Total issued share capital table			
You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.		Total number of shares	Total aggregate nominal value Show different currencies separately. For example: £100 + €100 + \$10
			Total aggregate amount unpaid ① Show different currencies separately. For example: £100 + €100 + \$10
Grand total		62,460,790	100,624.60789
			0.00

① Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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5 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 share capital tables in Section 4.

Class of share	ORDINARY
Prescribed particulars ①	SEE CONTINUATION PAGE

Class of share	DEFERRED
Prescribed particulars ①	SEE CONTINUATION PAGE

Class of share	
Prescribed particulars ①	

① 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.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X

DocuSigned by:



Stephen P. Diamond, Jr. Company Secretary

X

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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.

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	ORDINARY	
Prescribed particulars	<p>EACH ORDINARY SHARE HAS ONE VOTE ATTACHING TO IT FOR VOTING PURPOSES IN RESPECT OF ALL MATTERS ON WHICH ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HAVE VOTING RIGHTS AND SHALL FORM A SINGLE CLASS WITH THE OTHER ORDINARY SHARES IN THE CAPITAL OF THE COMPANY. EACH ORDINARY SHARE SHALL RANK EQUALLY WITH ALL OTHER ORDINARY SHARES IN THE CAPITAL OF THE COMPANY FOR ANY DIVIDEND OR OTHER DISTRIBUTION OR IN RESPECT OF THE CAPITALISATION OF PROFITS IN FAVOUR OF THE ORDINARY SHARES. EACH ORDINARY SHARE SHALL RANK EQUALLY WITH ALL ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (AND IN PRIORITY TO ANY RETURN OF CAPITAL RIGHTS IN RESPECT OF THE DEFERRED SHARES) ON ANY DISTRIBUTION MADE ON A WINDING UP (BEING, FOLLOWING SATISFACTION OF ANY PAYMENTS IN PRIORITY, PAYMENT OF THE NOMINAL CAPITAL PAID UP OR CREDITED AS PAID UP ON EACH ORDINARY SHARE TOGETHER WITH THE SUM OF US\$100,000 ON EACH SUCH SHARE). THE ORDINARY SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.</p>	

SH01 - continuation page

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	DEFERRED	
Prescribed particulars	<p>THE HOLDERS OF DEFERRED SHARES SHALL NOT BE ENTITLED IN THEIR CAPACITY AS HOLDERS OF SUCH SHARES TO RECEIVE NOTICE OF ANY GENERAL MEETING OF THE COMPANY OR TO ATTEND, SPEAK OR VOTE AT ANY SUCH MEETING. THE DEFERRED SHARES CONFER NO RIGHTS TO PARTICIPATE IN THE PROFITS OF THE COMPANY. ON A RETURN OF CAPITAL ON A WINDING UP BUT NOT OTHERWISE, HOLDERS OF THE DEFERRED SHARES SHALL BE PAID THE NOMINAL CAPITAL PAID UP OR CREDITED AS PAID UP ON SUCH SHARES AFTER (1) PAYMENT TO THE HOLDERS OF PREFERENCE SHARES (IF ANY) THE NOMINAL CAPITAL PAID UP OR CREDITED AS PAID UP ON SUCH SHARES AND ANY OTHER AMOUNT REQUIRED TO BE PAID; AND (2) PAYMENT TO THE HOLDERS OF ORDINARY SHARES THE NOMINAL VALUE PAID UP OR CREDITED AS PAID UP ON SUCH SHARES TOGETHER WITH THE SUM OF US\$100,000 ON EACH ORDINARY SHARE. THE DEFERRED SHARES ARE NOT ENTITLED TO ANY FURTHER RIGHT OF PARTICIPATION IN THE ASSETS OF THE COMPANY AND DO NOT CONFER ANY RIGHTS OF REDEMPTION.</p>	

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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

Company name SKADDEN, ARPS, SLATE,

MEAGHER & FLOM (UK) LLP

Address 40 BANK STREET

CANARY WHARF

Post town LONDON

County/Region

Postcode

E 1 4 5 D S

Country

DX

Telephone 0207 519 7000



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 relevant sections of the statement of capital.
- ☐ You have signed the form.



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

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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse