

SH01

Return of allotment of shares

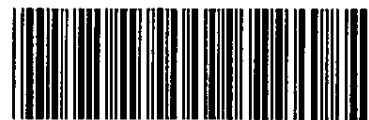
BLUEPRINT**OneWorld**

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**
You cannot use this form
notice of shares taken by
on formation of the com
for an allotment of a new
shares by an unlimited c

FRIDAY

A10 *A3CEYAOW* #197
18/07/2014
COMPANIES HOUSE

1 Company details

Company number 5 2 5 2 8 4 2

Company name in full Celsus Therapeutics 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 d 0 d 5 m 0 m 2 y 2 y 0 y 1 y 4
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 1P	GBP	75,000	0.01	0.46	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)

£34500 in lieu of invoiced services received See Independent Valuer
Report enclosed for further details

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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

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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
See attached schedule				£
				£
				£
				£
Totals				£

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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				

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Statement of capital (Totals)

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

Total number of shares

Total aggregate
nominal value ④

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example: £100 + €100 + \$10 etc

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

Continuation Pages

Please use a Statement of Capital continuation
page if necessary

SH01 - continuation page

Return of allotment of shares

Statement of capital

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

Currency	Pounds Sterling			
Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❶
Deferred B	0 001	0 00	633,333	£633 333
Deferred C	0 001	0 00	400,000	£400 00
Ordinary 1P	0 01	0 00	5,745,000	£57,450 00
Ordinary 1P	0 326	0 00	4,046,692	£40,466 92
Ordinary 1P	0 355	0 00	21,958,302	£219,583 02
Ordinary 1P	0 36205	0 00	15,333,330	£153,333 30
Ordinary 1P	0 46	0 00	75,000	£750 00
Ordinary 1P	0 60	0 00	3,177,700	£31,777 00
Ordinary 1P	0 80	0 00	2,453,093	£24,530 93
Ordinary 1P	1 00	0 00	222,306	£2,223 06
Ordinary 1P	1 062	0 00	16,279	£162 79
Ordinary 1P	1 088	0 00	232,558	£2,325 58
Ordinary 1P	1 165	0 00	39,472	£394 72
Ordinary 1P	1 18	0 00	396,923	£3,969 23
Ordinary 1P	1 19	0 00	64,103	£641 03
Ordinary 1P	1 234	0 00	8,375	£83 75
Ordinary 1P	1 237	0 00	67,500	£675 00
Ordinary 1P	1 239	0 00	47,500	£475 00
Ordinary 1P	1.244	0 00	405,500	£4,055 00
Ordinary 1P	1 2481	0 00	751,500	£7,515 00
Ordinary 1P	1 26094	0 00	86,000	£860 00
Ordinary 1P	1 262	0 00	12,500	£125 00
Ordinary 1P	1 265	0 00	10,000	£100 00
Ordinary 1P	1 266	0 00	10,000	£100 00
Ordinary 1P	1 268	0 00	77,500	£775 00
Totals				

❶ Including both the nominal value and any share premium

❶ E.g. Number of shares issued multiplied by nominal value of each share

❷ Total number of issued shares in this class.

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

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

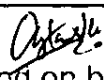
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7 Statement of capital (Prescribed particulars of rights attached to shares)

	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		<p>Prescribed particulars of rights attached to shares</p> <p>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>Continuation page Please use a Statement of Capital continuation page if necessary</p>
Class of share	£0 001 Deferred B		
Prescribed particulars ①	The Deferred B Shares have no rights (including, without limitation, rights to receive a dividend, voting rights and capital distribution (including on winding up)) attaching to them, they do not confer any rights of redemption		
Class of share	£0 001 Deferred C		
Prescribed particulars ①	The Deferred C Shares have no rights (including, without limitation, rights to receive a dividend, voting rights and capital distribution (including on winding up)) attaching to them, they do not confer any rights of redemption		
Class of share	£0 01 Ordinary 1P		
Prescribed particulars ①	The Ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights, they do not confer any rights of redemption		

8 Signature

	I am signing this form on behalf of the company		<p>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>Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
Signature	Signature  X for and on behalf of X SLC CORPORATE SERVICES LIMITED		
	This form may be signed by Director ① , Secretary, Person authorised ① , Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager		

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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	The Company Secretarial Department									
Company name	Equiniti David Venus									
	Limited									
Address	Thames House									
	Portsmouth Road									
Post town	Esher									
County/Region	Surrey									
Postcode	K	T	1	0		9	A	D		
Country	United Kingdom									
DX										
Telephone	01372 465330									

**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

**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 NR 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

**INDEPENDENT VALUER REPORT TO CELSUS THERAPEUTICS PLC FOR THE
PURPOSES OF SECTION 593(1) OF THE COMPANIES ACT 2006**

We report on the value of the consideration for the allotment of 75,000 ordinary shares, having a nominal value of £0.01 each, to be issued at a premium of £0.45 per ordinary share to Teecs LLC in lieu of invoiced services received. The ordinary shares and share premium are to be treated as fully paid up. The total consideration being paid to Teecs LLC is £34,500 of ordinary shares in Celsus Therapeutics Plc.

The consideration received in return for the allotment of shares is as per the invoiced amount and signed services agreement with Teecs LLC dated 13 November 2013 for \$56,500.

Basis of valuation

The services received were entered into and agreed by the Board of Celsus Therapeutics Plc on 13 November 2013 for \$56,500.

The Board exercised their right to settle the liability in ordinary shares per the Board meeting on 5 February 2014. The American Depositary Share (ADS) price as traded on Nasdaq on that day was \$7.50 per ADS. 10 ordinary shares in Celsus Therapeutics Plc are equivalent to 1 ADS share traded on Nasdaq. This resulted in 7,500 ADS shares being issued in full and final settlement of the services.

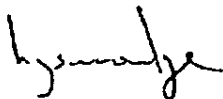
Opinion

In our opinion:

- the methods of valuation of the services supplied and the shares issued were reasonable in all the circumstances, and
- there appears to have been no material change in the value of either part of the consideration since the date at which the valuations were made.

On the basis of the valuations, in our opinion, the value of the total consideration is not less than the aggregate of the nominal value and share premium to be treated as paid up as at 5 February 2014 by the consideration.

Yours faithfully



haysmacintyre