

**Return of Allotment of Shares**Company Name: **Exscientia Limited**Company Number: **SC428761**Received for filing in Electronic Format on the: **03/06/2020**

X96G3OU2

**Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	<b>18/05/2020</b>	<b>18/05/2020</b>

<b>Class of Shares:</b>	<b>SERIES C</b>	Number allotted	<b>57295</b>
	<b>PREFERENCE</b>	Nominal value of each share	<b>0.001</b>
Currency:	<b>GBP</b>	Amount paid:	<b>855.093466</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

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## Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>97324</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>97.324</b>

Currency: **GBP**

Prescribed particulars

THE ORDINARY CLASS A SHARES ENTITLE THE HOLDER THEREOF TO ONE VOTE ON A SHOW OF HANDS AT A MEETING OF THE COMPANY AND ONE VOTE PER SHARE ON A RESOLUTION ON A POLL TAKEN AT A MEETING AND ON A WRITTEN RESOLUTION. ALL ORDINARY CLASS A SHARES PARTICIPATE PRO RATA ON A PARI PASSU BASIS IN ANY DIVIDEND, DISTRIBUTION OR RETURN OF CAPITAL WITH THE ORDINARY CLASS B SHARES, THE SERIES B PREFERENCE SHARES AND THE SERIES A PREFERENCE SHARES. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), OR ON A SALE OF THE COMPANY WHERE THE SHAREHOLDERS DO NOT OWN A MAJORITY OF THE SHARES FOLLOWING THE TRANSACTION, THE PROCEEDS OF THE SALE OR THE SURPLUS ASSETS SHALL BE APPLIED AS FOLLOWS: (I) FIRST TO THE SERIES B PREFERENCE SHAREHOLDERS IN AN AMOUNT PER SERIES B PREFERENCE SHARE EQUAL TO THEIR PREFERENCE AMOUNT (BEING THE AMOUNT PER SHARE EQUAL TO THE APPLICABLE AMOUNT PAID UP (INCLUDING PREMIUM) ON SUCH SHARE); (II) PROVIDED THERE ARE SUFFICIENT PROCEEDS OF SALE OR SURPLUS ASSETS TO MAKE FURTHER DISTRIBUTIONS, SECOND TO THE HOLDERS OF THE SERIES A PREFERENCE SHARES IN AN AMOUNT PER SERIES A PREFERENCE SHARE EQUAL TO THE PREFERENCE AMOUNT (BEING THE AMOUNT PER SHARE EQUAL TO THE APPLICABLE AMOUNT PAID UP (INCLUDING PREMIUM) ON SUCH SHARE); AND (III) THE BALANCE OF THE SURPLUS ASSETS OR SALE PROCEEDS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES, SERIES A PREFERENCE SHARES AND SERIES B PREFERENCE SHARES PRO RATA (AS IF SUCH SHARES CONSTITUTED ONE AND THE SAME CLASS). THE ORDINARY CLASS A SHARES ARE NOT REDEEMABLE IN ANY CIRCUMSTANCES.

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>3413</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>3.413</b>

Currency: **GBP**

Prescribed particulars

THE ORDINARY CLASS B SHARES SHALL CONFER ON EACH HOLDER OF ORDINARY CLASS B SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND AND SPEAK BUT NOT VOTE AT GENERAL MEETINGS OF THE COMPANY OR ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. ALL ORDINARY SHARES PARTICIPATE PRO RATA ON A PARI PASSU BASIS IN ANY DIVIDEND, DISTRIBUTION OR RETURN OF CAPITAL.

Class of Shares:	<b>SERIES</b>	Number allotted	<b>30255</b>
	<b>A</b>	Aggregate nominal value:	<b>30.255</b>
	<b>PREFERENCE</b>		

Currency: **GBP**

Prescribed particulars

THE SERIES A PREFERENCE SHARES ENTITLE THE HOLDER THEREOF TO ONE VOTE ON A SHOW OF HANDS AT A MEETING OF THE COMPANY AND ONE VOTE PER SHARE ON A RESOLUTION ON A POLL TAKEN AT A MEETING AND ON A WRITTEN RESOLUTION. ALL SERIES A PREFERENCE SHARES PARTICIPATE PRO RATA ON A PARI PASSU BASIS IN ANY DIVIDEND, DISTRIBUTION OF CAPITAL WITH ORDINARY SHARES. ON A RETURN OF CAPITAL WHERE THE COMPANY IS LIQUIDATED OR SALE OF COMPANY WHERE THE SHAREHOLDERS OF THE COMPANY DO NOT OWN A MAJORITY OF THE SHARES OF THE SURVIVING CORPORATION THE AMOUNT SERIES A PREFERENCE SHARE RECEIVED THE HOLDER OF SERIES A PREFERRED SHARES SHALL BE ENTITLED TO RECEIVE THE GREATER OF: (I) PURSUANT TO THE PREFERENCE AMOUNT (I.E. 1X THE TOTAL AMOUNT CONTRIBUTED BY HOLDER OF SERIES A PREFERRED SHARES FOR THEIR SERIES A PREFERRED SHARES PLUS ANY DECLARED BUT UNPAID DIVIDENDS). AND ANY REMAINING PROCEEDS WILL BE DISTRIBUTED AMONG ALL REMAINING SHAREHOLDERS ON A PRO RATA BASIS. OR, (II) THE AMOUNT THEY WOULD HAVE RECEIVED IN THE EVENT OF CONVERSION OF THE SERIES A PREFERRED SHARES TO ORDINARY SHARES ON A 1 TO 1 BASIS.

Class of Shares:	<b>SERIES</b>	Number allotted	<b>29408</b>
	<b>B</b>	Aggregate nominal value:	<b>29.408</b>
	<b>PREFERENCE</b>		

Currency: **GBP**

Prescribed particulars

THE SERIES B PREFERENCE SHARES ENTITLE THE HOLDER TO ONE VOTE ON A SHOW OF HANDS AT A MEETING OF THE COMPANY AND ONE VOTE PER SHARE ON A RESOLUTION ON A POLL TAKEN AT A MEETING AND ON A WRITTEN RESOLUTION. ALL SERIES B PREFERENCE SHARES PARTICIPATE PRO RATA ON A PARI PASSU BASIS IN ANY DIVIDEND OR DISTRIBUTION OF CAPITAL WITH SERIES A PREFERENCE SHARES AND ORDINARY SHARES. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), OR ON A SALE OF THE COMPANY WHERE THE SHAREHOLDERS DO NOT OWN A MAJORITY OF THE SHARES FOLLOWING THE TRANSACTION, THE PROCEEDS OF THE SALE OR THE SURPLUS ASSETS SHALL BE APPLIED AS FOLLOWS: (I) FIRST TO THE SERIES B PREFERENCE SHAREHOLDERS IN AN AMOUNT PER SERIES B PREFERENCE SHARE EQUAL TO THEIR PREFERENCE AMOUNT (BEING THE AMOUNT PER SHARES EQUAL TO THE APPLICABLE AMOUNT PAID UP (INCLUDING PREMIUM) ON SUCH SHARE); (II) PROVIDED THERE ARE SUFFICIENT PROCEEDS OF SALE OR SURPLUS ASSETS TO MAKE FURTHER DISTRIBUTIONS, SECOND TO THE THE HOLDERS OF THE SERIES A PREFERENCE SHARES IN AN AMOUNT PER SERIES A PREFERENCE SHARE EQUAL TO THE PREFERENCE AMOUNT (BEING THE AMOUNT PER SHARES EQUAL TO THE APPLICABLE AMOUNT PAID UP (INCLUDING PREMIUM) ON SUCH SHARE); AND (III) THE BALANCE OF THE SURPLUS ASSETS OR SALE PROCEEDS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES, SERIES A PREFERENCE SHARES AND SERIES B PREFERENCE SHARES PRO RATA (AS IF SUCH SHARES CONSTITUTED ONE AND THE SAME CLASS). THE SERIES B PREFERENCE SHARES ARE NOT REDEEMABLE IN ANY CIRCUMSTANCES.

Class of Shares:	SERIES	Number allotted	57295
	C	Aggregate nominal value:	57.295
	PREFERENCE		

Currency: GBP

Prescribed particulars

THE SERIES C PREFERENCE SHARES ENTITLE THE HOLDER TO ONE VOTE ON A SHOW OF HANDS AT A MEETING OF THE COMPANY AND ONE VOTE PER SHARE ON A RESOLUTION ON A POLL TAKEN AT A MEETING AND ON A WRITTEN RESOLUTION. ALL SERIES C PREFERENCE SHARES PARTICIPATE PRO RATA ON A PARI PASSU BASIS IN ANY DIVIDEND OR DISTRIBUTION OF CAPITAL WITH SERIES A AND SERIES B PREFERENCE SHARES AND ORDINARY SHARES. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), OR

ON A SALE OF THE COMPANY WHERE THE SHAREHOLDERS DO NOT OWN A MAJORITY OF THE SHARES FOLLOWING THE TRANSACTION, THE PROCEEDS OF THE SALE OR THE SURPLUS ASSETS SHALL BE APPLIED AS FOLLOWS: (I) FIRST TO THE SERIES C PREFERENCE SHAREHOLDERS IN AN AMOUNT PER SERIES C PREFERENCE SHARE EQUAL TO THEIR PREFERENCE AMOUNT (BEING THE AMOUNT PER SHARES EQUAL TO THE APPLICABLE AMOUNT PAID UP (INCLUDING PREMIUM) ON SUCH SHARE); (II) PROVIDED THERE ARE SUFFICIENT PROCEEDS OF SALE OR SURPLUS ASSETS TO MAKE FURTHER DISTRIBUTIONS, SECOND TO THE SERIES B PREFERENCE SHAREHOLDERS IN AN AMOUNT PER SERIES B PREFERENCE SHARE EQUAL TO THEIR PREFERENCE AMOUNT (BEING THE AMOUNT PER SHARES EQUAL TO THE APPLICABLE AMOUNT PAID UP (INCLUDING PREMIUM) ON SUCH SHARE); (III) PROVIDED THERE ARE SUFFICIENT PROCEEDS OF SALE OR SURPLUS ASSETS TO MAKE FURTHER DISTRIBUTIONS, THIRD TO THE SERIES A PREFERENCE SHAREHOLDERS IN AN AMOUNT PER SERIES A PREFERENCE SHARE EQUAL TO THEIR PREFERENCE AMOUNT (BEING THE AMOUNT PER SHARES EQUAL TO THE APPLICABLE AMOUNT PAID UP (INCLUDING PREMIUM) ON SUCH SHARE); AND (IV) THE BALANCE OF THE SURPLUS ASSETS OR SALE PROCEEDS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES. THE SERIES C PREFERENCE SHARES ARE NOT REDEEMABLE IN ANY CIRCUMSTANCES.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>217695</b>
		Total aggregate nominal value:	<b>217.695</b>
		Total aggregate amount unpaid:	<b>0</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.