



**Companies House**  
— for the record —

**AR01** (ef)

**Annual Return**



XKTTYO2W

Received for filing in Electronic Format on the: **08/10/2010**

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*Company Name:* **VOLVOX GROUP LIMITED**

*Company Number:* **05394180**

*Date of this return:* **16/03/2010**

*SIC codes:* **7415**

*Company Type:* **Private company limited by shares**

*Situation of Registered Office:* **VOLVOX HOUSE, GELDERD ROAD  
LEEDS  
WEST YORKSHIRE  
LS12 6NA**

**Officers of the company**

***Company Secretary 1***

*Type:* **Person**

*Full forename(s):* **MR ANTHONY FREDERICK**

*Surname:* **WELHAM**

*Former names:*

*Service Address recorded as Company's registered office*

*Company Director* 1

Type: **Person**  
Full forename(s): **MR JOHN MADDISON**

Surname: **HALL**

Former names:

*Service Address recorded as Company's registered office*

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

Date of Birth: **12/11/1947** Nationality: **BRITISH**

Occupation: **DIRECTOR**

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*Company Director* 2

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

Surname: **PACEY**

Former names:

*Service Address recorded as Company's registered office*

Country/State Usually Resident: **ENGLAND**

Date of Birth: **26/11/1949** Nationality: **BRITISH**

Occupation: **DIRECTOR**

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*Company Director*    **3**

Type:                                **Person**  
Full forename(s):                **MR ANTHONY FREDERICK**

Surname:                           **WELHAM**

Former names:

*Service Address recorded as Company's registered office*

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

Date of Birth:   **09/05/1949**                                Nationality:   **BRITISH**

Occupation:     **DIRECTOR**

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*Company Director*    **4**

Type:                                **Person**  
Full forename(s):                **CRAIG**

Surname:                           **WILKINSON**

Former names:

*Service Address recorded as Company's registered office*

Country/State Usually Resident:   **HONG KONG**

Date of Birth:   **18/01/1973**                                Nationality:   **BRITISH**

Occupation:     **VENTURE CAPITALIST**

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY A</b>	<i>Number allotted</i>	<b>200000</b>
		<i>Aggregate nominal value</i>	<b>200000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

(A) VOTING RIGHTS - THE 'A' ORDINARY SHARES HAVE 49% OF THE VOTING RIGHTS ATTACHING TO ALL THE ISSUED 'A','B' AND 'C' ORDINARY SHARES AND SUCH PERCENTAGE CAN UNDER CERTAIN CIRCUMSTANCES INCREASE TO 95%. THE 'C' ORDINARY SHAREHOLDERS DO NOT HAVE THE RIGHT TO VOTE AT GENERAL MEETINGS. (B) ALL SHARES ISSUED RANK EQUALLY IN ALL APPROVED DIVIDEND DISTRIBUTIONS. (C) (I) ON A RETURN OF CAPITAL OF THE COMPANY ON A LIQUIDATION OF OTHERWISE (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY WILL BE APPLIED IN THE FOLLOWING ORDER: PRIORITY CLASS AMOUNT TO BE PAID 1 A??AA?? ORDINARY SHARES PAID UP CAPITAL 2 A??BA?? ORDINARY SHARES PAID UP CAPITAL 3 A??CA?? ORDINARY SHARES PAID UP CAPITAL 4 A??AA??, A??BA??, A??CA?? ORDINARY SHARES ANY SURPLUS TO BE PAID IN THE FOLLOWING PROPORTIONS 'A','B' AND 'C' ORDINARY SHARES, 58%, 33% AND 9% RESPECTIVELY, PRO RATA TO THEIR RESPECTIVE HOLDINGS IN EACH CLASS. (II) ON A SHARE SALE OR SHARE LISTING THE PROCEEDS WILL BE DISTRIBUTED IN THE FOLLOWING PROPORTIONS 'A','B' AND 'C' ORDINARY SHARES, 58%, 33% AND 9% RESPECTIVELY, PRO RATA TO THEIR RESPECTIVE HOLDINGS IN EACH CLASS. (D) ALL SHARES ISSUED ARE NON-REDEEMABLE. FULL DETAILS ARE IN THE ARTICLES OF ASSOCIATION HELD AT THE COMPANYA??S REGISTERED OFFICE AND FILED AT COMPANIES HOUSE

Class of shares	ORDINARY B	Number allotted	204286
		Aggregate nominal value	204286
Currency	GBP	Amount paid per share	1
		Amount unpaid per share	0

*Prescribed particulars*

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<b>Class of shares</b>	<b>ORDINARY C</b>	<i>Number allotted</i>	<b>55714</b>
		<i>Aggregate nominal value</i>	<b>55714</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

(A) VOTING RIGHTS - THE 'A' ORDINARY SHARES HAVE 49% OF THE VOTING RIGHTS ATTACHING TO ALL THE ISSUED 'A','B' AND 'C' ORDINARY SHARES AND SUCH PERCENTAGE CAN UNDER CERTAIN CIRCUMSTANCES INCREASE TO 95%. THE 'C' ORDINARY SHAREHOLDERS DO NOT HAVE THE RIGHT TO VOTE AT GENERAL MEETINGS. (B) ALL SHARES ISSUED RANK EQUALLY IN ALL APPROVED DIVIDEND DISTRIBUTIONS. (C) (I) ON A RETURN OF CAPITAL OF THE COMPANY ON A LIQUIDATION OF OTHERWISE (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY WILL BE APPLIED IN THE FOLLOWING ORDER: PRIORITY CLASS AMOUNT TO BE PAID 1 A??AA?? ORDINARY SHARES PAID UP CAPITAL 2 A??BA?? ORDINARY SHARES PAID UP CAPITAL 3 A??CA?? ORDINARY SHARES PAID UP CAPITAL 4 A??AA??, A??BA??, A??CA?? ORDINARY SHARES ANY SURPLUS TO BE PAID IN THE FOLLOWING PROPORTIONS 'A','B' AND 'C' ORDINARY SHARES, 58%, 33% AND 9% RESPECTIVELY, PRO RATA TO THEIR RESPECTIVE HOLDINGS IN EACH CLASS. (II) ON A SHARE SALE OR SHARE LISTING THE PROCEEDS WILL BE DISTRIBUTED IN THE FOLLOWING PROPORTIONS 'A','B' AND 'C' ORDINARY SHARES, 58%, 33% AND 9% RESPECTIVELY, PRO RATA TO THEIR RESPECTIVE HOLDINGS IN EACH CLASS. (D) ALL SHARES ISSUED ARE NON-REDEEMABLE. FULL DETAILS ARE IN THE ARTICLES OF ASSOCIATION HELD AT THE COMPANYA??S REGISTERED OFFICE AND FILED AT COMPANIES HOUSE

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**Statement of Capital (Totals)**

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<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>460000</b>
		<i>Total aggregate nominal value</i>	<b>460000</b>

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*Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 16/03/2010 or that had ceased to be shareholders since the made up date of the previous Annual Return

*A full list of shareholders for a private or non-traded public company are shown below*

*Shareholding 1* : 7429 ORDINARY C shares held as at 2010-03-16  
*Name:* IAN ANTHONY POLLITT

*Shareholding 2* : 2064 ORDINARY C shares held as at 2010-03-16  
*Name:* MARTYN BRUNGER

<i>Shareholding 3</i> <i>Name:</i>	: 2063 ORDINARY C shares held as at 2010-03-16 NICK CAMERON
<i>Shareholding 4</i> <i>Name:</i>	: 2063 ORDINARY C shares held as at 2010-03-16 NIGEL STOKES
<i>Shareholding 5</i> <i>Name:</i>	: 6190 ORDINARY C shares held as at 2010-03-16 LLOYDS TSB DEVELOPMENT CAPITAL LIMITED
<i>Shareholding 6</i> <i>Name:</i>	: 123810 ORDINARY B shares held as at 2010-03-16 JOHN MADDISON HALL
<i>Shareholding 7</i> <i>Name:</i>	: 7429 ORDINARY C shares held as at 2010-03-16 JERZY FRANCISZEK SKALSKI
<i>Shareholding 8</i> <i>Name:</i>	: 61905 ORDINARY B shares held as at 2010-03-16 ANTHONY FREDERICK WELHAM
<i>Shareholding 9</i> <i>Name:</i>	: 7429 ORDINARY C shares held as at 2010-03-16 PETER HARDING
<i>Shareholding 10</i> <i>Name:</i>	: 18571 ORDINARY B shares held as at 2010-03-16 KEITH PACEY
<i>Shareholding 11</i> <i>Name:</i>	: 14857 ORDINARY C shares held as at 2010-03-16 WILLIAM ANTHONY PRICE
<i>Shareholding 12</i> <i>Name:</i>	: 172850 ORDINARY A shares held as at 2010-03-16 LLOYDS TSB DEVELOPMENT CAPITAL LIMITED
<i>Shareholding 13</i> <i>Name:</i>	: 6190 ORDINARY C shares held as at 2010-03-16 DOROTHY ROSE HELLEWELL
<i>Shareholding 14</i> <i>Name:</i>	: 7944 ORDINARY A shares held as at 2010-03-16 KEITH PACEY
<i>Shareholding 15</i> <i>Name:</i>	: 19206 ORDINARY A shares held as at 2010-03-16 LLOYDS TSB VENTURES NOMINEES LIMITED ACTING AS NOMINEE FORLDC CO- INVESTMENT PLAN 2005

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### *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

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