



Companies House
— for the record —

AR01 (ef)

Annual Return



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Received for filing in Electronic Format on the: **30/05/2010**

Company Name: **DEFAQTO GROUP LIMITED**

Company Number: **05442706**

Date of this return: **04/05/2010**

SIC codes: **7415**

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

Situation of Registered Office: **223 PENTONVILLE ROAD
LONDON
N1 9NG**

Officers of the company

Company Secretary **1**

Type: **Person**

Full forename(s): **MR PETER VERNON CHARLES**

Surname: **CASS**

Former names:

Service Address recorded as Company's registered office

Company Director **1**

Type: **Person**

Full forename(s): **MR. REMKO PETER**

Surname: **BIJTJES**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **06/11/1971** *Nationality:* **DUTCH**

Occupation: **SALES EXECUTIVE**

Company Director **2**

Type: **Person**

Full forename(s): **MR. ALASTAIR COLIN GILLIES**

Surname: **BROWN**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **31/08/1974** *Nationality:* **BRITISH**

Occupation: **ACCOUNTANT**

Company Director **3**

Type: **Person**

Full forename(s): **MR KENN HERSKIND**

Surname: **JORGENSEN**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **05/08/1964** *Nationality:* **DANISH**

Occupation: **EXECUTIVE**

Company Director **4**

Type: **Person**

Full forename(s): **PROFESSOR NIRMALYA**

Surname: **KUMAR**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **08/03/1960** *Nationality:* **USA**

Occupation: **PROFESSOR**

Company Director **5**

Type: **Person**

Full forename(s): **RUPERT**

Surname: **PENANT-REA**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **23/01/1948**

Nationality: **BRITISH**

Occupation: **EXECUTIVE**

Company Director **6**

Type: **Person**

Full forename(s): **MR HENRY WILLIAM BAINES**

Surname: **SALLITT**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **26/07/1962**

Nationality: **BRITISH**

Occupation: **INVESTOR**

Company Director 7

Type: **Person**

Full forename(s): **MR MARK WILLIAM**

Surname: **SPEEKS**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **14/11/1962** *Nationality:* **BRITISH**

Occupation: **VENTURE CAPITALIST**

Statement of Capital (Share Capital)

Class of shares	A ORDINARY	<i>Number allotted</i>	1217151
<i>Currency</i>		<i>Aggregate nominal value</i>	1217151
	GBP	<i>Amount paid</i>	0
		<i>Amount unpaid</i>	0

Prescribed particulars

REFER TO THE COMPANY'S ARTICLES OF ASSOCIATION FOR FULL DETAILS OF RIGHTS ATTACHING TO CLASSES OF SHARES. IN SUMMARY, THE A ORDINARY SHARES AND THE ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS, SAVE THAT:- DIVIDENDS ANY PROFITS DISTRIBUTED SHALL BE PAID EQUALLY TO THE HOLDERS OF THE A ORDINARY SHARES AND THE ORDINARY SHARES. CAPITAL (A) SUBJECT TO (B) BELOW, ON A RETURN OF CAPITAL ANY SURPLUS ASSETS SHALL BE APPLIED BETWEEN THE SHARES PARI IN PROPORTION TO THE AMOUNTS PAID UP ON EACH SHARE. (B) THE MAXIMUM AGGREGATE DISTRIBUTION TO ANY MEMBER, TOGETHER WITH PERSONS CONNECTED WITH HIM, SHALL BE LIMITED TO 49.99 PER CENT OF THE SURPLUS ASSETS. VOTING (A) ALL MEMBERS SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND SPEAK AT GENERAL MEETINGS OF THE COMPANY, AND SUCH HOLDER HAVE ONE VOTE FOR EACH SHARE HELD. (B) IF: (I) THE PROVIDER OF ANY FINANCING FACILITIES TO THE GROUP SHALL HAVE BECOME ENTITLED TO DECLARE ANY PART OF SUCH FACILITIES DUE IN ADVANCE OF ITS STATED MATURITY DATE AND SUCH PROVIDER SHALL NOT HAVE FORMALLY WAIVED SUCH ENTITLEMENT TO THE SATISFACTION OF A MAJORITY OF THE HOLDERS OF THE A ORDINARY SHARES (THE INVESTOR MAJORITY?); OR (II) THERE SHALL HAVE OCCURRED ANY BREACH OR NON OBSERVANCE OF ANY OF THE PROVISIONS OF THE ARTICLES OF ASSOCIATION OR ANY INVESTMENT OR LOAN STOCK AGREEMENT, THEN THE INVESTOR MAJORITY MAY SERVE NOTICE OF THE SAME UPON THE COMPANY (AN ENHANCEMENT NOTICE?). (C) FOLLOWING SERVICE OF AN ENHANCEMENT NOTICE, SUBJECT ALWAYS TO (F) BELOW: (I) THE INVESTOR MAJORITY MAY REQUIRE THE HOLDERS OF SHARES TO CONSENT TO THE HOLDING OF A GENERAL MEETING ON SHORT NOTICE; AND (II) THE A ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO ATTEND AND SPEAK AT ANY MEETING OF MEMBERS OF ANY CLASS OF SHARES AND TO EXERCISE AS A CLASS ON A POLL THREE TIMES THE TOTAL NUMBER OF VOTES ATTACHED TO ALL SHARES OF THE COMPANY ON ANY RESOLUTION. (D) THE ENHANCED RIGHTS SET OUT IN (C)(II) ABOVE SHALL NOT INCLUDE THE RIGHT TO: (I) EXERCISE THE ENHANCED VOTING RIGHTS SET OUT IN THAT CLAUSE TO VARY ANY RIGHTS ATTACHED TO THE ORDINARY SHARES; OR (II) TO PROCURE THE ALLOTMENT AND ISSUE BY THE COMPANY OF SHARES. VARIATION OF CLASS RIGHTS THE RIGHTS ATTACHED TO ANY CLASS OF SHARE MAY ONLY BE VARIED WITH THE CONSENT OF THE HOLDERS OF 75% OF THE ISSUED SHARES OF THAT CLASS. THE RIGHTS ATTACHED TO THE A ORDINARY SHARES SHALL BE VARIED AT ANY TIME BY ANY OF: (A) AN INCREASE, REDUCTION OR OTHER ALTERATION IN THE ISSUED SHARE CAPITAL; (B) THE GRANT OF AN OPTION TO SUBSCRIBE FOR SHARES OR THE ISSUE OF ANY CONVERTIBLE SECURITIES; (C) THE CREATION ANY MORTGAGE, CHARGE OR OTHER SECURITY INTEREST; (D) THE MAKING OF ANY MATERIAL CHANGE IN THE NATURE OF THE BUSINESS; (E) THE ALTERATION OF THE ARTICLES OF ASSOCIATION OR THE PASSING OF ANY SPECIAL OR EXTRAORDINARY RESOLUTION; (F) THE DECLARATION OR PAYMENT OF ANY DIVIDEND; (G) THE TAKING OF ANY STEPS TO WIND-UP OR APPOINT AN ADMINISTRATOR; (H) THE APPOINTMENT OR REMOVAL OF ANY PERSON AS A DIRECTOR; (I) THE SEEKING OF A SALE OR LISTING; (J) THE REGISTRATION OF ANY SHARE TRANSFER; AND (K) THE COMPANY INCURRING AN OBLIGATION TO DO ANY OF THE FOREGOING.

Class of shares	ORDINARY	<i>Number allotted</i>	180011
<i>Currency</i>		<i>Aggregate nominal value</i>	180011
	GBP	<i>Amount paid</i>	0
		<i>Amount unpaid</i>	0
<i>Prescribed particulars</i>	<p>REFER TO THE COMPANY'S ARTICLES OF ASSOCIATION FOR FULL DETAILS OF RIGHTS ATTACHING TO CLASSES OF SHARES. IN SUMMARY, THE A ORDINARY SHARES AND THE ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS, SAVE THAT:- DIVIDENDS ANY PROFITS DISTRIBUTED SHALL BE PAID EQUALLY TO THE HOLDERS OF THE A ORDINARY SHARES AND THE ORDINARY SHARES. CAPITAL (A) SUBJECT TO (B) BELOW, ON A RETURN OF CAPITAL ANY SURPLUS ASSETS SHALL BE APPLIED BETWEEN THE SHARES PARI IN PROPORTION TO THE AMOUNTS PAID UP ON EACH SHARE. (B) THE MAXIMUM AGGREGATE DISTRIBUTION TO ANY MEMBER, TOGETHER WITH PERSONS CONNECTED WITH HIM, SHALL BE LIMITED TO 49.99 PER CENT OF THE SURPLUS ASSETS. VOTING (A) ALL MEMBERS SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND SPEAK AT GENERAL MEETINGS OF THE COMPANY, AND SUCH HOLDER HAVE ONE VOTE FOR EACH SHARE HELD. (B) IF: (I) THE PROVIDER OF ANY FINANCING FACILITIES TO THE GROUP SHALL HAVE BECOME ENTITLED TO DECLARE ANY PART OF SUCH FACILITIES DUE IN ADVANCE OF ITS STATED MATURITY DATE AND SUCH PROVIDER SHALL NOT HAVE FORMALLY WAIVED SUCH ENTITLEMENT TO THE SATISFACTION OF A MAJORITY OF THE HOLDERS OF THE A ORDINARY SHARES (?THE INVESTOR MAJORITY?); OR (II) THERE SHALL HAVE OCCURRED ANY BREACH OR NON OBSERVANCE OF ANY OF THE PROVISIONS OF THE ARTICLES OF ASSOCIATION OR ANY INVESTMENT OR LOAN STOCK AGREEMENT, THEN THE INVESTOR MAJORITY MAY SERVE NOTICE OF THE SAME UPON THE COMPANY (AN ?ENHANCEMENT NOTICE?). (C) FOLLOWING SERVICE OF AN ENHANCEMENT NOTICE, SUBJECT ALWAYS TO (F) BELOW: (I) THE INVESTOR MAJORITY MAY REQUIRE THE HOLDERS OF SHARES TO CONSENT TO THE HOLDING OF A GENERAL MEETING ON SHORT NOTICE; AND (II) THE A ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO ATTEND AND SPEAK AT ANY MEETING OF MEMBERS OF ANY CLASS OF SHARES AND TO EXERCISE AS A CLASS ON A POLL THREE TIMES THE TOTAL NUMBER OF VOTES ATTACHED TO ALL SHARES OF THE COMPANY ON ANY RESOLUTION. (D) THE ENHANCED RIGHTS SET OUT IN (C)(II) ABOVE SHALL NOT INCLUDE THE RIGHT TO: (I) EXERCISE THE ENHANCED VOTING RIGHTS SET OUT IN THAT CLAUSE TO VARY ANY RIGHTS ATTACHED TO THE ORDINARY SHARES; OR (II) TO PROCURE THE ALLOTMENT AND ISSUE BY THE COMPANY OF SHARES. VARIATION OF CLASS RIGHTS THE RIGHTS ATTACHED TO ANY CLASS OF SHARE MAY ONLY BE VARIED WITH THE CONSENT OF THE HOLDERS OF 75% OF THE ISSUED SHARES OF THAT CLASS. THE RIGHTS ATTACHED TO THE A ORDINARY SHARES SHALL BE VARIED AT ANY TIME BY ANY OF: (A) AN INCREASE, REDUCTION OR OTHER ALTERATION IN THE ISSUED SHARE CAPITAL; (B) THE GRANT OF AN OPTION TO SUBSCRIBE FOR SHARES OR THE ISSUE OF ANY CONVERTIBLE SECURITIES; (C) THE CREATION ANY MORTGAGE, CHARGE OR OTHER SECURITY INTEREST; (D) THE MAKING OF ANY MATERIAL CHANGE IN THE NATURE OF THE BUSINESS; (E) THE ALTERATION OF THE ARTICLES OF ASSOCIATION OR THE PASSING OF ANY SPECIAL OR EXTRAORDINARY RESOLUTION; (F) THE DECLARATION OR PAYMENT OF ANY DIVIDEND; (G) THE TAKING OF ANY STEPS TO WIND-UP OR APPOINT AN ADMINISTRATOR; (H) THE APPOINTMENT OR REMOVAL OF ANY PERSON AS A DIRECTOR; (I) THE SEEKING OF A SALE OR LISTING; (J) THE REGISTRATION OF ANY SHARE TRANSFER; AND (K) THE COMPANY INCURRING AN OBLIGATION TO DO ANY OF THE FOREGOING.</p>		

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1397162
		<i>Total aggregate nominal value</i>	1397162

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 04/05/2010 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

404 ORDINARY Shares held as at 04/05/2010

Name: **WILLIAM WRIGHT-MORRIS**

Address:

Shareholding : 2

0 ORDINARY Shares held as at 04/05/2010

404 DISPOSED OF IN PERIOD ON 16/09/2009

Name: **RACHAEL WILLIAMS**

Address:

Shareholding : 3

234543 A ORDINARY Shares held as at 04/05/2010

Name:

A/C 20642 ROSE NOMINEES LIMITED

Address:

Shareholding : 4

226464 A ORDINARY Shares held as at 04/05/2010

Name:

A/C 20819 ROSE NOMINEES LIMITED

Address:

Shareholding : 5

19915 ORDINARY Shares held as at 04/05/2010

Name:

RUPERT PENNANT-REA

Address:

Shareholding :6

23643 ORDINARY Shares held as at 04/05/2010

Name:

ANGUS B ROBB

Address:

Shareholding :7

39968 ORDINARY Shares held as at 04/05/2010

Name:

KENN HERSKIND JORGENSEN

Address:

Shareholding :8

84304 ORDINARY Shares held as at 04/05/2010

Name:

DEFAQTO GROUP LIMITED EBT

Address:

Shareholding : 9

118013 A ORDINARY Shares held as at 04/05/2010

Name: **ACUITY VCT 3 PLC**

Address:

Shareholding : 10

269275 A ORDINARY Shares held as at 04/05/2010

Name: **A/C 21623 ROSE NOMINEES LIMITED**

Address:

Shareholding : 11

0 A ORDINARY Shares held as at 04/05/2010

130540 DISPOSED OF IN PERIOD ON 29/01/2010

Name: **ACUITY VCT PLC**

Address:

Shareholding : 12

368856 A ORDINARY Shares held as at 04/05/2010

Name: **ACUITY GROWTH VCT PLC**

Address:

Shareholding : 13

1111 ORDINARY Shares held as at 04/05/2010

Name: **BRIAN BROWN**

Address:

Shareholding : 14

3333 ORDINARY Shares held as at 04/05/2010

Name: **REMKO PETER BIJTJES**

Address:

Shareholding : 15

3333 ORDINARY Shares held as at 04/05/2010

Name: **ALASTAIR C G BROWN**

Address:

Shareholding : 16

4000 ORDINARY Shares held as at 04/05/2010

Name: **NIRMALYA KUMAR**

Address:

Authorisation

Authenticated

This form was authorised by one of the following:

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