

# RP04

Second filing of a document previously delivered



Companies House

☒ **What this form is for**  
You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register

☒ **What this form is NOT for**  
You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 regardless of whether it was properly delivered

A second filing of a document cannot be filed where it is providing information that was originally properly delivered. Form RP04 cannot be used in these circumstances



A10 28/08/2014 #117  
COMPANIES HOUSE

A17 30/07/2014 #50  
COMPANIES HOUSE

## 1 Company details

Company number 05866531

Company name in full GAUCHO GROUP LIMITED

→ **Filing in this form**  
Please complete in typescript or in bold black capitals  
All fields are mandatory unless specified or indicated by \*

## 2 Description of the original document

Document type <sup>1</sup> AR01

Date of registration of the original document 04/07/2013

<sup>1</sup> **Description of the original document**  
Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day

## 3 Applicable documents

This form only applies to the following forms  
AP01 Appointment of director  
AP02 Appointment of corporate director  
AP03 Appointment of secretary  
AP04 Appointment of corporate secretary  
CH01 Change of director's details  
CH02 Change of corporate director's details  
CH03 Change of secretary's details  
CH04 Change of corporate secretary's details  
TM01 Termination of appointment of director  
TM02 Termination of appointment of secretary  
SH01 Return of allotment of shares  
AR01 Annual Return

## 4 Section 243 Exemption<sup>2</sup>

If you are applying for, or have been granted, exemption under section 243 of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE

<sup>2</sup> If you are currently in the process of applying for or have been granted a Section 243 exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01)

RP04

Second filing of a document previously delivered



### 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 **Travers Smith LLP**

Address **10 Snow Hill**

Post town **London**

County/Region

Postcode **E C 1 A 2 A L**

Country **United Kingdom**

DX

Telephone **020 7295 3000**



### Checklist

**We may return 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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form
- ☐ You have enclosed the second filed document(s)
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing'



### 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 N R Belfast 1

### Section 243 exemption

If you are applying for or have been granted a section 243 exemption, please post this whole form to the different postal address below  
The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)**

**AR01** *AMENDED*

**Annual Return**

(For returns made up to a date on or after 1 October 2011)

**A fee is payable with this form**  
Please see 'How to pay' on the  
last page

**You can use the WebF**  
Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

☒ **What this form is for**  
You may use this form to confirm  
that the company information is  
correct as at the date of this return  
You must file an Annual Return at  
least once every year

☒ **What this form is NOT**  
You cannot use this form to  
give notice of changes to the  
officers, registered office or  
company type or information  
relating to the company

COMPANIES HOUSE

\*A3D73R2A\*

A17

30/07/2014

#49

COMPANIES HOUSE

**Part 1 Company details**

The section must be completed by all companies.

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

**A1 Company details**

Company number 0 5 8 6 6 5 3 1

Company name in full Gauchio Group Limited

**1 Company name change**  
If your company has recently  
changed its name, please provide  
the company name as at the date of  
this return

**A2 Return date**

Please give the annual return made up date. The return date must not be a future  
date. The annual return must be delivered within 28 days of the date given below.  
If you would like the company's made up date to be earlier than 1 October 2011,  
please complete the AR01 appropriate for earlier made up dates.

**2 Date of this return**  
Your company's return date  
is usually the anniversary of  
incorporation or the anniversary  
of the last annual return filed at  
Companies House. You may choose  
an earlier return date but it must not  
be a later date.

Date of this return 2 0 4 0 7 2 0 1 3

**A3 Principal business activity**

Please show the trade classification code number(s) for the principal  
activity or activities **3**

Classification code 1 5 6 1 0 1

Classification code 2

Classification code 3

Classification code 4

**3 Principal business activity**  
You must provide a trade  
classification code (SIC code 2007)  
or a description of your company's  
main business in this section.

A full list of the trade classification  
codes are available on our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

If you cannot determine a code, please give a brief description of your  
business activity below:

Principal activity  
description

**AR01**

Annual Return

(For returns made up to a date on or after 1 October 2011)

**A4****Company type ①**

Please confirm your company type by ticking the appropriate box below (only one box must be ticked)

- ☐ Public limited company  
☒ Private company limited by shares  
☐ Private company limited by guarantee  
☐ Private company limited by shares exempt under section 60  
☐ Private company limited by guarantee exempt under section 60  
☐ Private unlimited company with share capital  
☐ Private unlimited company without share capital

**① Company type**

If you are unsure of your company type, please check your latest certificate of incorporation or our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A5****Registered office address ②**

Building name/number Fourth floor, 7-9

Street Swallow Street

Post town London

County/Region

Postcode W 1 B 4 D E

**② Change of registered office**

This must agree with the address that is held on the Companies House record at the date of this return

If the registered office address has changed, you should complete form **AD01** and submit it together with this annual return

**A6****Single alternative inspection location (SAIL) of the company records (if applicable) ③**

Building name/number

Street

Post town

County/Region

Postcode

**③ SAIL address**

This must agree with the address that is held on the Companies House record at the date of this return

If the address has changed, you should complete form **AD02** and submit it together with this annual return

**A7****Location of company records ④**Please tick the appropriate box to indicate which records are kept at the SAIL address in **Section A6**:

- ☐ Register of members  
☐ Register of directors  
☐ Directors' service contracts  
☐ Directors' indemnities  
☐ Register of secretaries  
☐ Records of resolutions etc  
☐ Contracts relating to purchase of own shares  
☐ Documents relating to redemption or purchase of own share out of capital by private company  
☐ Register of debenture holders  
☐ Report to members of outcome of investigation by public company into interest in its shares  
☐ Register of interests in shares disclosed to public company  
☐ Instruments creating charges and register of charges England and Wales or Northern Ireland  
☐ Instruments creating charges and register of charges Scotland

**④ Location of company records**

If the company records are held at the registered office address, **do not** tick any of the boxes in this section

Certain records must be kept by every company while other records are only kept by certain company types where appropriate

If the records are not kept at the SAIL address, they must be available at the registered office

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form **AD03** and submit it together with this annual return

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

**Part 2****Officers of the company**

This section should include details of the company at the date to which this annual return is made up

- For a **secretary** who is an individual, go to **Section B1**
- For a **corporate secretary**, go to **Section C1**.
- For a **director** who is an individual, go to **Section D1**.
- For a **corporate director**, go to **Section E1**.

**Continuation pages**

Please use a continuation page if you need to enter more officer details

**Secretary****B1****Secretary's details ①**

Please use this section to list all the secretaries of the company  
For a corporate secretary, complete Section C1-C4

Title *	
Full forename(s)	Charles Robert William
Surname	McLean
Former name(s) ②	

**① Secretary appointments**

You may not use this form to appoint a secretary. To do this, please complete form AP03 and submit it together with this annual return.

**Corporate details**

Please use Section C1-C4 to enter corporate secretary details

**Secretary details**

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH03.

**② Former name(s)**

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

**B2****Secretary's service address ③**

Building name/number	2
Street	Lilyfields Chase
	Ewhurst
Post town	Cranleigh
County/Region	
Postcode	G U 6 7 R X
Country	

**③ Service address**

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

**AR01**

Annual Return

(For returns made up to a date on or after 1 October 2011)

**Corporate secretary****C1****Corporate secretary's details ①**

Please use this section to list all the corporate secretaries of the company

Corporate body/firm  
name

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Corporate secretary appointments**

You cannot use this form to appoint a corporate secretary. To do this, please complete form **AP04** and submit it together with this annual return.

**Corporate secretary details**

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form **CH04**.

This information will appear on the public record.

**C2****Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3** only→ No Complete **Section C4** only**C3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/  
firm is registered ③

Registration number

**② EEA**

A full list of countries of the EEA can be found in our guidance [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

**C4****Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the  
corporate body  
or firm

Governing law

If applicable, where  
the company/firm is  
registered ④If applicable, the  
registration number**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

## Director

D1

## Director's details ①

Please use this section to list all the directors of the company  
For a corporate director, complete Section E1-E4.

Title *	
Full forename(s)	Zeev
Surname	Godik
Former name(s) ②	
Country/State of residence	United Kingdom
Nationality	Dutch
Date of birth	<div>d0</div> <div>d1</div> <div>m0</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y5</div> <div>y4</div>
Business occupation (if any)	Director

**① Director appointments**  
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

**Corporate details**

Please use Section E1-E4 to enter corporate director details.

**Director details**

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

**② Former name(s)**

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

## Director's service address ③

Building name/number	5
Street	Lennox Gardens Mews
Post town	London
County/Region	
Postcode	<div>S</div> <div>W</div> <div>1</div> <div>X</div> <div></div> <div>0</div> <div>D</div> <div>P</div>
Country	England

**③ Service address**

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

**Director****D1****Director's details ①**

Please use this section to list all the directors of the company  
For a corporate director, complete Section E1-E4.

Title *	
Full forename(s)	Charles Robert William
Surname	McLean
Former name(s) ②	
Country/State of residence	United Kingdom
Nationality	British
Date of birth	d <sub>2</sub> d <sub>4</sub> m <sub>0</sub> m <sub>2</sub> y <sub>1</sub> y <sub>9</sub> y <sub>6</sub> y <sub>9</sub>
Business occupation (if any)	Finance Director

**① Director appointments**

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

**Corporate details**

Please use Section E1-E4 to enter corporate director details.

**Director details**

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

**② Former name(s)**

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

**D2****Director's service address ③**

Building name/number	2
Street	Lilyfields Chase
	Ewhurst
Post town	Cranleigh
County/Region	
Postcode	G U 6 7 R X
Country	United Kingdom

**③ Service address**

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

**AR01**

Annual Return

(For returns made up to a date on or after 1 October 2011)

**Corporate director****E1****Corporate director's details ①**

Please use this section to list all the corporate directors of the company

Corporate body/firm  
name

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Corporate director appointments**  
You cannot use this form to appoint a corporate director. To do this, please complete form AP02 and submit it together with this annual return.

**Corporate director details**  
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH02.

This information will appear on the public record.

**E2****Location of the registry of the corporate body or firm**

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section E3** only→ **No** Complete **Section E4** only**E3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/  
firm is registered ③

Registration number

**② EEA**  
A full list of countries of the EEA can be found in our guidance [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

**E4****Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the  
corporate body  
or firm

Governing law

If applicable, where  
the company/firm is  
registered ④If applicable, the  
registration number

**④ Non-EEA**  
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

**Part 3****Statement of capital ①**

Does your company have share capital?

- **Yes** Complete the sections below and the following **Part 4**.  
 → **No** Go to **Part 5 (Signature)**.

① This should reflect the company's capital status at the made up date of this annual return

**F1****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 F1** and the go to **Section F4**.

Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
A Ordinary	£0.01	0	588707	£ 5,997.07
B Ordinary	£0.01	0	411293	£ 4,112.93
Redeemable Preference	£0.01	0	13917100	£ 139,171.00
				£
<b>Totals</b>			14917100	£ 149,281.00

**F2****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 ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
	<b>Totals</b>				

Currency	Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
	<b>Totals</b>				

**F3****Totals**

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

Total number of shares 14917100

Total aggregate nominal value ⑤ £149171.00

⑤ **Total aggregate nominal value**  
 Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

② Including both the nominal value and any share premium

④ Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

**Continuation Pages**

Please use a Statement of Capital continuation page if necessary

**AR01**

Annual Return

(For returns made up to a date on or after 1 October 2011)

**F4**

**Statement of capital (Voting rights)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**.

Class of share

A Ordinary

Voting rights

Please see continuation sheet attached.

Class of share

B Ordinary

Voting rights

Please see continuation sheet attached

Class of share

Redeemable Preference

Voting rights

Please see continuation sheet attached.

Class of share

Voting rights

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

## Part 4 Shareholders

Does your company have share capital?

→ **Yes** go to **Section G1** 'Companies with share capital'

→ **No** Go to **Part 5 (Signature)**

**G1**

### Companies with share capital

Question 1

Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below **1**

☐ **No** go to **Section G2** 'Past and present shareholders'

☐ **Yes** go to **Question 2**.

Question 2

Please only refer to Question 2 below if you have answered 'Yes' to Question 1. If you answered 'No', please go to Section G2 'Past and present shareholders'

Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies?(3) Please tick the appropriate box below **2**

☐ **No** go to **Section G4** 'Shareholders who hold at least 5% of any class of shares of the company as at the made up date of the return'

☐ **Yes** go to **Part 5 'Signature'**.

**1** A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognized investment exchanges and regulated markets can be found at [www.fsa.gov.uk/register/exchanges.do](http://www.fsa.gov.uk/register/exchanges.do)

**2** DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of shareholder in the company has reached a certain threshold (starting at 3%)

**G2**

### List of past and present shareholders **3**

The company is required to provide a full list of past and present shareholders if one was not included with either of the last two returns. Please tick the appropriate box below

☐ There were no shareholder changes in this period. Go to **Part 5 (Signature)**.

☐ A full list of shareholders is enclosed

☐ A list of shareholder changes is enclosed

How is the list of shareholders enclosed. Please tick the appropriate box below

☐ The list of shareholders is enclosed on paper. Go to **Section G3**. 'List of past and present shareholders'

☐ The list of shareholders is enclosed in another format. Go to **Part 5 (Signature)**

**3** This section only applies to companies answering 'No' in Section G1

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

G3

**List of past and present shareholders ①**

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

① Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

**Further shareholders**

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Gauche Holdings Limited	A Ordinary	588707		/ /
Gauche Holdings Limited	B Ordinary	411293		/ /
Gauche Holdings Limited	Redeemable Preference	13917100		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

**AR01**

Annual Return

(For returns made up to a date on or after 1 October 2011)

**G4****Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return**

This section should show only the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return

It should only be completed by companies that have answered 'Yes' to Question 1 in Section G1, and 'No' to Question 2 in Section G1

If there were no shareholders holding at least 5% of any class of share(s) at the date of this return, this section may be left blank

→ Go to **Part 5 (Signature)**.

This section only applies to companies answering 'No' to Question 2 in Section G1

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

**Further shareholders**

Please use a 'Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return' continuation page if necessary

Shares or stock currently held

Shareholder's name	Shareholder's address	Class of share	Number of shares or amount of stock

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

**Part 5**

**Signature**

This must be completed by all companies.

I am signing this form on behalf of the company

Signature

Signature

X

*Gary Mann*

X

This form may be signed by

Director ❶, Secretary, Person authorised ❷, Charity commission receiver and manager, CIC manager, Judicial factor

**❶ 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

**❷ Person authorised**

Under either section 270 or 274 of the Companies Act 2006

# AR01

## Annual Return

(For returns made up to a date on or after 1 October 2011)



### 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 searches of the public record.

Contact name Daniel Stafford

Company name Travers Smith LLP

Address 10 Snow Hill

Post town London

County/Region

Postcode E C 1 A 2 A L

Country UNITED KINGDOM

DX

Telephone 02072953338



### Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ That if the made up date of the return is any earlier than 1 October 2011, you must complete the appropriate form AR01
- ☐ The company name and number match the information held on the public Register
- ☐ You have completed your principal business activity
- ☐ You have not used this form to make changes to the registered office address
- ☐ You have not used this form to make changes to secretary and director details
- ☐ You have fully completed the Statement of capital (if applicable)
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



### Important information

Please note that all information on this form will appear on the public record.



### How to pay

A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)



### Where to send

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### Further information

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## Annual Return

(For returns made up to a date on or after 1 October 2011)

**F4**

### Statement of capital (Voting rights)

Class of share	A Ordinary
Voting rights	<p>Voting on a show of hands, every shareholder holding one or more A Ordinary or B Ordinary Shares shall have one vote and on a poll, every shareholder holding one or more A Ordinary or B Ordinary shares shall have one vote for each A Ordinary share and B Ordinary share of which he is the holder. Subject to the occurrence of a default event, the A Ordinary shares rank pari passu with the B Ordinary shares as respects voting rights, and both rank ahead of the preference shares. If at any time without investor consent any shareholder (other than an investor) is in material breach of the provisions of the articles and/or the investment agreement or any group company is entitled to terminate any service agreement by reason of a repudiatory breach thereof by a shareholder or any person becomes a leaver, then the shares which such person holds or to which he is entitled and any shares formerly held by such person shall immediately cease to entitle the holders thereof to attend and vote at any general meeting or at any separate class meeting of the company. If any shareholder effects a transfer of any share in breach of the articles, the relevant shares shall cease to confer on the holder thereof any rights to vote (whether on a show of hands or on a poll and whether exercisable at a general meeting of the company or at any separate meeting of the class in question.) Dividends: subject to payment of the preference dividend, the board recommending payment of an ordinary dividend and investor consent, any available profits which the company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary shares and B Ordinary shares (pari passu as if the same constituted one class of shares) according to the amount paid up or credited as paid up in respect of the nominal value on each such share. The A Ordinary shares rank pari passu with the B Ordinary shares as respects dividends, but both rank behind the preference shares. If any shareholder effects a transfer of any share in breach of the articles, the relevant shares shall cease to confer on the holder thereof any rights to receive dividends or other distributions (other than the issue price of the relevant shares upon a return of capital). Return of capital: on a return of capital on liquidation or otherwise (except on a redemption or purchase by the company of any shares), the surplus assets of the company remaining after the payment of its liabilities and return of capital payments to the holders of the preference shares shall be applied in paying to each holder of A Ordinary and B Ordinary shares in respect of each O Ordinary and Ordinary share of which it is the holder a sum equal to the issue price thereof provided always that there shall be withheld from such amount an amount to any and all unpaid amounts on any partly paid B Ordinary shares and such withheld amount shall be paid to the company on the relevant shareholder's behalf in paying up the issue price on such shares. The balance of such assets (if any) shall be distributed amongst the holders of the A Ordinary and B Ordinary shares according to the amount paid up on each share. The A Ordinary shares rank pari passu with the B ordinary shares as respects capital, but both rank behind the preference shares. If any shareholder effects a transfer of any share in breach of the articles, the relevant shares shall cease to confer on the holder thereof any rights to receive dividends or other distributions (other than the issue price of the relevant shares upon a return of capital). Redemption the A Ordinary shares are not redeemable.</p>

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## Annual Return

(For returns made up to a date on or after 1 October 2011 )

**F4**

### Statement of capital (Voting rights)

Class of share	B Ordinary
Voting rights	<p>Voting: on a show of hands, every shareholder holding one or more A Ordinary or B Ordinary Shares shall have one vote and on a poll, every shareholder holding one or more A Ordinary or B Ordinary shares shall have one vote for each A Ordinary share and B Ordinary share of which he is the holder Subject to the occurrence of a default event, the A Ordinary shares rank pari passu with the B Ordinary shares as respects voting rights, and both rank ahead of the preference shares. Dividends subject to payment of the preference dividend, the board recommending payment of an ordinary dividend and investor consent, any available profits which the company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary shares and B Ordinary shares (pari passu as if the same constituted one class of shares) according to the amount paid up or credited as paid up in respect of the nominal value on each such share The B Ordinary shares rank pari passu with the A Ordinary shares as respects dividends, but both rank behind the preference shares. If any shareholder effects a transfer of any share in breach of the articles, the relevant shares shall cease to confer on the holder thereof any rights to receive dividends or other distributions (other than the issue price of the relevant shares upon a return of capital). Return of capital on a return of capital on liquidation or otherwise (except on a redemption or purchase by the company of any shares), the surplus assets of the company remaining after the payment of its liabilities and return of capital payments to the holders of the preference shares shall be applied in paying to each holder of A Ordinary and B Ordinary shares in respect of each O Ordinary and Ordinary share of which it is the holder a sum equal to the issue price thereof provided always that there shall be withheld from such amount an amount to any and all unpaid amounts on any partly paid B Ordinary shares and such withheld amount shall be paid to the company on the relevant shareholder's behalf in paying up the issue price on such shares The balance of such assets (if any) shall be distributed amongst the holders of the A Ordinary and B Ordinary shares according to the amount paid up on each share. The B Ordinary shares rank pari passu with the A ordinary shares as respects capital, but both rank behind the preference shares. If any shareholder effects a transfer of any share in breach of the articles, the relevant shares shall cease to confer on the holder thereof any rights to receive dividends or other distributions (other than the issue price of the relevant shares upon a return of capital) Redemption the B Ordinary shares are not redeemable</p>

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## Annual Return

(For returns made up to a date on or after 1 October 2011 )

**F4**

### Statement of capital (Voting rights)

Class of share	Redeemable Preference
Voting rights	<p>Voting unless at any time a default event has occurred without investor consent, the preference shares entitle the holders thereof to receive notice of all general meetings but not to attend or vote at any general meeting Subject to the occurrence of a default event, the preference shares rank behind the A Ordinary and B Ordinary shares as respects voting rights If at any time without investor consent any shareholder (other than an investor) is in material breach of the provisions of the articles and/or investment agreement or any group company is entitled to terminate any service agreement by reason of a repudiatory breach thereof by a shareholder or any person becomes a leaver, then the shares which such person holds or to which he is entitled and any shares formerly held by such person shall immediately cease to entitle the holders thereof to attend and vote at any general meeting or at any separate class meeting of the company If any shareholder effects a transfer of any share in breach of the articles, the relevant shares shall cease to confer on the holder thereof any rights to vote (whether on a show of hands or on a poll and whether exercisable at a general meeting of the company or at any separate meeting of the class in question) Dividends each preference share shall accrue a fixed cumulative preferential dividend at the annual rate of 10 per cent of the issue price per share whether or not earned or declared and whether or not there are sufficient available profits to permit such payment This dividend is payable by the company without resolution of the board or the company in general meeting and before application of any profits to reserve or for any other purpose The preference shares rank ahead of the A Ordinary and B Ordinary shares as respects dividends. If any shareholder effects a transfer of any share in breach of the articles, the relevant shares shall cease to confer on the holder thereof any rights to receive dividends or other distributions (other than the issue price of the relevant shares upon a return of capital) Return of capital on a return of capital on liquidation or otherwise (except on a redemption or purchase by the company of any shares), the surplus assets of the company remaining after the payment of its liabilities shall be applied first in paying to each holder of preference shares in respect of each preference share of which it is the holder an amount equal to 100% of the issue price thereof and the aggregate amount of any accruals and/or unpaid amounts of preference dividend The preference shares rank ahead of the A Ordinary and B Ordinary shares as respects capital If any shareholder effects a transfer of any share in breach of the articles, the relevant shares shall cease to confer on the holder thereof any rights to receive dividends or other distributions (other than the issue price of the relevant shares upon a return of capital) redemption the company shall redeem one third of the preference shares then in issue on 31 January 2013, one half of the preference shares then in issue on 31 January 2014 and all of the preference shares then in issues on 31 January 2015 The company shall (unless directed to the contrary by an investor direction) redeem all the preference shares then in issue immediately prior to either a sale or a quotation Subject to investor consent, the company may at any time on not less than 25 business days' notice in writing to the holders or preference shares redeem, in multiples of not less than 1,000 preference shares, such total numbers of preference shares as is specified in such notice The holders of the preference shares may require the company to redeem such amount of preference shares as is specified in the redemption notice if at any time a default event has occurred</p>