

AR01

Annual Return

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



Companies House

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

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 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 for**
You cannot use this form to file
notice of changes to the company's
officers, registered office, company
type or information relating to the company



A17 03/09/2013 #264
COMPANIES HOUSE

Part 1 Company details

The section must be completed by all companies

→ **Filing 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 6 2 2 9 8 2 0

Company name in full **CRYSLIN 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

Date of this return ^d 2 ^d 6 ^m 0 ^m 7 ^y 2 ^y 0 ^y 1 ^y 3

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.

A3 Principal business activity

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

Classification code 1 7 2 2 0 0

Classification code 2

Classification code 3

Classification code 4

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

Principal activity
description

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

AR01

Annual Return

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

A4

Company type¹

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

A5

Registered office address²

Building name/number 24 CORNHILL
 Street
 Post town LONDON
 County/Region
 Postcode E C 3 V 3 N D

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 LEEDS INNOVATION CENTRE
 Street 103 CLARENDON ROAD
 Post town LEEDS
 County/Region WEST YORKSHIRE
 Postcode L S 2 9 D F

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 records⁴

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 interests 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)

Surname

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

Street

Post town

County/Region

Postcode

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		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.
	Please use this section to list all the corporate secretaries of the company		
Corporate body/firm name	IP2IPO SERVICES LIMITED		
Building name/number	24 CORNHILL		
Street			
Post town	LONDON		
County/Region			
Postcode	E C 3 V 3 N D		
Country			
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		2 EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk 3 This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	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	UK COMPANIES HOUSE		
Registration number	05325867		
C4	Non-EEA companies		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.
	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 ⁴			
If applicable, the registration number			

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*	MR	
Full forename(s)	DAVID	
Surname	BRISTER	
Former name(s) ^②		
Country/State of residence	UNITED KINGDOM	
Nationality	BRITISH	
Date of birth	<div> <div>d</div> <div>0</div> <div>d</div> <div>1</div> <div>m</div> <div>0</div> <div>m</div> <div>9</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>2</div> </div>	
Business occupation (if any)		

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	24	
Street	CORNHILL	
Post town	LONDON	
County/Region		
Postcode	<div> <div>E</div> <div>C</div> <div>3</div> <div>V</div> <div>3</div> <div>N</div> <div>D</div> </div>	
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.

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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*	MR	
Full forename(s)	MATTHEW GERALD WINSTON	
Surname	FROHN	
Former name(s) ^②		
Country/State of residence	UNITED KINGDOM	
Nationality	BRITISH	
Date of birth	<div> <div>d</div> <div>1</div> <div>7</div> <div>m</div> <div>0</div> <div>2</div> <div>y</div> <div>1</div> <div>9</div> <div>y</div> <div>6</div> <div>7</div> </div>	
Business occupation (if any)	VENTURE CAPITAL	

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 ^①	
Building name/number	OXFORD TECHNOLOGY MANAGEMENT	
Street	MAGDALEN CENTRE	
	OXFORD SCIENCE PARK	
Post town	OXFORD	
County/Region	OXFORDSHIRE	
Postcode	<div> <div>O</div> <div>X</div> <div>4</div> <div></div> <div>4</div> <div>G</div> <div>A</div> <div></div> </div>	
Country		

① Service address
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AR01 - continuation page

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*	PROFESSOR	
Full forename(s)	MARTIN	
Surname	NOBLE	
Former name(s) ^②		
Country/State of residence	UNITED KINGDOM	
Nationality	BRITISH	
Date of birth	<div> <div>d</div> <div>0</div> <div>9</div> <div>m</div> <div>1</div> <div>0</div> <div>y</div> <div>1</div> <div>9</div> <div>y</div> <div>6</div> <div>6</div> </div>	
Business occupation (if any)	SCIENTIST	

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	25	
Street	CHILSWELL ROAD	
Post town	OXFORD	
County/Region	OXFORDSHIRE	
Postcode	<div> <div>O</div> <div>X</div> <div>1</div> <div>4</div> <div>P</div> <div>Q</div> </div>	
Country		

③ Service address
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AR01 - continuation page

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*	DOCTOR	
Full forename(s)	JOHN	
Surname	SINCLAIR	
Former name(s) ^②		
Country/State of residence	UNITED KINGDOM	
Nationality	BRITISH	
Date of birth	<div> <div>d</div> <div>d</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> </div> <div>0</div> <div>2</div> <div>0</div> <div>1</div> <div>1</div> <div>9</div> <div>7</div> <div>2</div>	
Business occupation (if any)	SCIENTIST	

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	6 FERRY HINKSEY ROAD	
Street		
Post town	OXFORD	
County/Region	OXFORDSHIRE	
Postcode	<div> <div>O</div> <div>X</div> <div>2</div> <div></div> <div>0</div> <div>B</div> <div>Y</div> <div></div> </div>	
Country		

③ Service address
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AR01 - continuation page

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*	DOCTOR
Full forename(s)	MARK ROBERT
Surname	WARNE
Former name(s) ^②	
Country/State of residence	UNITED KINGDOM
Nationality	BRITISH
Date of birth	<div>d</div> <div>1</div> <div>4</div> <div>m</div> <div>0</div> <div>5</div> <div>y</div> <div>1</div> <div>9</div> <div>7</div> <div>5</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	24
Street	CORNHILL
Post town	LONDON
County/Region	
Postcode	<div>E</div> <div>C</div> <div>3</div> <div>V</div> <div>3</div> <div>N</div> <div>D</div>
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.

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AR01

Annual Return

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

Corporate director

E1	Corporate director's details ^①	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.
	Please use this section to list all the corporate director's of the company	
Corporate body/firm name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
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	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	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		
E4	Non-EEA companies	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.
	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 ^④		
If applicable, the registration number		

AR01

Annual Return

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

Part 3**Statement of capital¹**

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 then 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
SEE CONTINUATION SHEET				£
				£
				£
				£
Totals				£

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
Totals				

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
Totals				

F3**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 ⁵⁵ Total aggregate nominal value
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc² Including both the nominal value and any
share premium³ Number of shares issued multiplied by
nominal value of each share⁴ 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

ORDINARY

Voting rights

SEE CONTINUATION SHEET

Class of share

A ORDINARY

Voting rights

SEE CONTINUATION SHEET

Class of share

B ORDINARY

Voting rights

SEE CONTINUATION SHEET

Class of share

C ORDINARY

Voting rights

SEE CONTINUATION SHEET

AR01 - continuation page

Annual Return

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

F4	Statement of capital (Voting rights)
Class of share	ORDINARY
Voting rights	<p>VOTING RIGHTS One vote per Ordinary Share</p> <p>DIVIDENDS Any profits which the Company determines to distribute in respect of any financial year shall be distributed amongst Shareholders pro rata according to the number of Ordinary Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares held by them as if they represented one class of share Model Article 30 is modified accordingly</p> <p>CAPITAL</p> <p>1 The Shareholders shall do or procure the doing of all necessary acts to ensure that (i) in the event of a Disposal, the Proceeds, and (ii) upon a return of assets on a Liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities ("surplus assets"), shall be distributed amongst the Shareholders as follows</p> <p>(a) in the event that the proceeds or surplus assets (as applicable) are less than £4,567,998 they shall be distributed between the holders of the Ordinary Shares in proportion to their holdings of such shares</p> <p>(b) in the event that the proceeds or surplus assets (as applicable) are more than £4,567,998 but less than £9,135,996 they shall be distributed between the holders of the Ordinary Shares and the holders of the A ordinary shares as follows</p> <p>(i) the holders of the A Ordinary Shares shall be entitled to the 1st Threshold A% of the Proceeds or Surplus Assets (in proportion to their holdings of such shares), and</p> <p>(ii) the holders of the Ordinary Shares shall be entitled to the 1st Threshold Ords % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares),</p> <p>(c) in the event that the Proceeds or Surplus Assets (as applicable) are more than £9,135,996 but less than £21,496,997 they shall be distributed between the holders of the Ordinary Shares, the holders of the A ordinary shares and the holders of the B Ordinary Shares as follows</p> <p>(i) the holders of the Ordinary Shares shall be entitled to the 2nd Threshold Ords % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares),</p> <p>(ii) the holders of the A Ordinary Shares shall be entitled to the 2nd Threshold A % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares), and</p> <p>(iii) the holders of the B Ordinary Shares shall be entitled to the 2nd Threshold B% of the Proceeds or Surplus Assets (in proportion to their holdings of such shares),</p> <p>d) in the event that the proceeds or surplus assets (as applicable) are more than £21,496,997 they shall be distributed pro rata between the holders of the Ordinary Shares, the holders of the A ordinary shares, the holders of the B ordinary shares, the holders of the C ordinary shares and the holders of the D ordinary shares in proportion to their holdings of such shares as if they were one class of shares</p> <p>2 For the purposes of paragraph 1, the percentages referred to shall be calculated as follows</p> <p>the "1st Threshold Ords %" = 100% minus the 1st Threshold A%</p> <p>the "1st Threshold A %" means A/(Total A/Ords)</p> <p>the "2nd Threshold Ords %" = 100% minus the aggregate of the 2nd Threshold A% and the 2nd Threshold B%</p> <p>the "2nd Threshold A %" means A/ (Total A/B/Ords)</p>

AR01 - continuation page

Annual Return

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

F4	Statement of capital (Voting rights)
Class of share	ORDINARY
Voting rights	<p>CAPITAL CONTINUED</p> <p>the "2nd Threshold B %" means $B / (\text{Total A/B/Ords})$</p> <p>3) For the purposes of paragraph 2 above</p> <p>"A" means the number of A Ordinary shares in issue as at the relevant date</p> <p>"B" means the number of B Ordinary shares in issue as at the relevant date</p> <p>"Total A/Ords" means the aggregate number of A Ordinary shares and ordinary shares in issue as at the relevant date</p> <p>"Total A/B/Ords" means the aggregate number of A ordinary shares, B ordinary shares and Ordinary shares in issue as at the relevant date</p> <p>the "relevant date" means the date of the share sale, the disposal, the liquidation or other reduction of capital (as appropriate)</p> <p>4 Subject always to paragraph 5 which shall apply to determine the proportion of the Total Consideration payable to the holders of the ordinary shares, A ordinary shares, B ordinary shares and D ordinary shares (as applicable), on a share sale the total consideration shall be paid to the holders of the ordinary shares, A ordinary shares, B ordinary shares, C ordinary shares, D ordinary shares as surplus assets on a liquidation and thus in accordance with the provisions of paragraph 1 The Board shall not register the transfer of any ordinary shares, B ordinary shares, C ordinary shares or D ordinary shares if the proceeds of a share sale are not paid in such manner (save in respect of any such shares not sold in connection with that Share Sale), provided that,, if any part of the total consideration is deferred in whole or in part, the board may register the transfer of the relevant ordinary shares, A ordinary shares, B ordinary shares, C ordinary shares and D ordinary shares provided that, subject to paragraph 5, the proceeds payable on completion have been paid to shareholders as set out in paragraph 1 and the remaining consideration is agreed to be paid in accordance with the same proportions</p> <p>5 On a share sale</p> <p>(a) if the Threshold consideration exceeds £21,496,997 then the holders of the A ordinary shares, B ordinary shares, C ordinary shares and D ordinary shares shall be entitled to participate in any part of the total consideration paid in accordance with the proportions set out in paragraph 1 (c) at the time of such payment,</p> <p>(b) if the Threshold consideration is less than £21,496,997 then</p> <p>(i) any Total consideration paid up to £18,271,991 shall be paid to the holders of the Ordinary shares, the A ordinary shares and the B ordinary shares in the proportions set out in paragraph 1 (a, 1 (b) and 1 (c) on the assumption that no further amounts will be payable,</p> <p>5 (b)</p> <p>(ii) any Total consideration in excess of £18,271,991 but less than £21,496,997 (the "Escrow Amount") shall be paid into an escrow account to be opened by the solicitors acting for the holders of the shares and held on behalf of all such shareholders and in the event that</p> <p>(A) the total consideration paid (at any time) in respect of the share sale exceeds £21,496,997 then the Escrow Amount together with any interest accrued thereon shall be paid to the holders of the C Ordinary Shares and D Ordinary Shares (in proportion to the number of shares held by them) Any amounts of Total Consideration paid in excess of £21,496,997 shall be paid to the holders of the ordinary shares, the A ordinary shares, the B ordinary shares, the C ordinary shares and the D Ordinary shares in accordance with paragraph 1 (d),</p>

AR01 - continuation page

Annual Return

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

F4	Statement of capital (Voting rights)
Class of share	ORDINARY
Voting rights	<p>(B) the total consideration paid in respect of the share sale (once all payments have been made and no further consideration is due) is less than £21,496,997 then the Escrow Amount together with any interest accrued thereon shall be paid to the holders of the Ordinary Shares, the A ordinary shares and the B ordinary shares in the proportions set out in paragraph 1 (a), (b) and (c)</p> <p>VOTING RIGHTS One vote per ordinary share</p> <p>DIVIDENDS any profits which the company determines to distribute in respect of any financial year shall be distributed amongst shareholders pro rata according to the number of Ordinary shares, A ordinary shares, B ordinary shares, C ordinary shares and D ordinary shares held by them as if they represented one class of share Model article 30 is modified accordingly</p> <p>CAPITAL</p> <p>1 The Shareholders shall do or procure the doing of all necessary acts to ensure that (i) in the event of a disposal, the proceeds, and (ii) upon a return of assets on a liquidation, reduction of capital or otherwise, the surplus assets of the company remaining after payment of its liabilities ("Surplus Assets") , shall be distributed amongst the shareholders as follows</p> <p>(a) in the event that the proceeds or surplus assets (as applicable) are less than £4,567,998 they shall be distributed between the holders of the Ordinary shares and the holders of the Ordinary Shares in proportion to their holdings of such shares,</p> <p>(b) in the event that proceeds or surplus assets (as applicable) are more than £4,567,998 but less than £9,135,996 they shall be distributed between the holders of the Ordinary Shares and the holders of the A ordinary shares as follows</p> <p>(i) the holders of the A ordinary shares shall be entitled to the 1st Threshold A % of the proceeds or surplus assets (in proportion to their holdings of such shares), and</p> <p>(ii) the holders of the Ordinary shares shall be entitled to the 1st Threshold ords % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares),</p> <p>(c) in the event that the proceeds or surplus assets (as applicable) are more than £9,135,996 but less than £21,496,997 they shall be distributed between the holders of the Ordinary shares, the holders of the A ordinary shares and the holders of the B Ordinary shares as follows</p> <p>(i) the holders of the ordinary shares shall be entitled to the 2nd Threshold Ords % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares),</p> <p>(ii) the holders of the A ordinary shares shall be entitled to the 2nd Threshold A% of the proceeds or surplus assets (in proportion to their holdings of such shares), and</p> <p>(iii) the holders of the B ordinary shares shall be entitled to the 2nd Threshold B % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares),</p> <p>d) in the event that the Proceeds or Surplus Assets (as applicable) are more than £21,496,997 they shall be distributed pro rata between the holders of the Ordinary Shares, the holders of the A ordinary shares, the holders of the B ordinary shares, the holders of the C ordinary shares and the holders of the D ordinary shares as if they were one class of shares</p> <p>2 For the purposes of paragraph 1, the percentages referred to shall be calculated as follows the "1st Threshold ords %" = 100% minus the 1st Threshold A % the "1st Threshold A %" means A/(Total A/ords)</p>

AR01 - continuation page

Annual Return

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

F4	Statement of capital (Voting rights)
Class of share	ORDINARY
Voting rights	<p>the "2nd Threshold Ords %" = 100% minus the aggregate of the 2nd Threshold A% and the 2nd Threshold B%</p> <p>the "2nd Threshold A %" means $A / (\text{Total A/B/ords})$</p> <p>the "2nd Threshold B %" means $B / (\text{Total A/B/ords})$</p> <p>3) For the purposes of paragraph 2 above</p> <p>"A" means the number of A ordinary shares in issue as at the relevant date</p> <p>"B" means the number of the B ordinary shares in issue as at the relevant date</p> <p>"Total A/Ords" means the aggregate number of A ordinary shares and ordinary shares in issue as at the relevant date</p> <p>"Total A/B/Ords" means the aggregate number of a A ordinary shares, B ordinary shares and Ordinary shares in issue as as the relevant date</p> <p>the "Relevant Date" means the date of the share sale, the disposal, the Liquidation or other reduction of capital (as appropriate)</p> <p>4 Subject always to paragraph 5 which shall apply to determine the proportion of the Total Consideration payable to the holders of the Ordinary Shares, A ordinary shares, B ordinary shares and D ordinary shares (as applicable), on a share sale the total consideration shall be paid to the holders of the Ordinary shares, A ordinary shares, B ordinary shares, C ordinary shares and D Ordinary Shares as surplus assets on a Liquidation and thus in accordance with the provisions of paragraph 1 the Board shall not register the transfer of any Ordinary shares, A ordinary shares, B ordinary Shares, C ordinary shares or D ordinary shares if the proceeds of a Share Sale are not paid in such manner (save in respect of any sure shares not sold in connection with that Share Sale), provided that, if any part of the Total Consideration is deferred in whole or in part, the Board may register the transfer of the relevant ordinary shares, A ordinary shares, B ordinary shares, C ordinary shares or D ordinary shares provided that, subject to paragraph 5, the proceeds payable to completion have been paid to Shareholders as set out in paragraph 1 and the remaining consideration is agreed to be paid in accordance with the same proportions</p> <p>5 On a share sale</p> <p>(a) if the Threshold Consideration exceeds £21,496,997 then the holders of the A ordinary shares, B ordinary shares, C ordinary shares and D ordinary shares shall be entitled to participate in any part of the Total Consideration paid in accordance with the proportions set out in paragraph 1 (c) a tth time of such payment,</p> <p>(b) if the Threshold consideration is less than £21,496,997 then</p> <p>(i) any Total Consideration paid up to £18,271,991 shall be paid to the holders of the Ordinary shares, the A Ordinary Shares and the B Ordinary shares in the proportions set out in paragraph 1 (a, 1 (b) and 1 (c) on the assumption that no further amounts will be payable</p> <p>(ii) any Total Consideration in excess of £18,271,991 but less than £21,496,997 (the "Escrow Amount") shall be paid into an Escrow account to be opened by the solicitors acting for the holders of the shares and held on behalf of all such shareholders and in the event that</p> <p>(A) the Total Consideration paid (at any time) in respect of the Share Sale exceeds £21,496,997 then the Escrow Amount together with any interest accrued thereon shall be paid to the holders of the C ordinary shares and D ordinary shares (in proportion of he number of shares held by them) Any amounts of Total Consideration paid in excess of £21,496,997 shall be paid to the holders of the</p>

AR01 - continuation page

Annual Return

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

F4	Statement of capital (Voting rights)
Class of share	ORDINARY
Voting rights	<p>Ordinary shares, the A Ordinary shares, the B ordinary shares, the C ordinary shares and the D ordinary shares in accordance with paragraph 1 (d),</p> <p>(B) the Total Consideration paid in respect of the Share Sale (once all payments have been made and no further consideration is due) is less than £21,496,997 then the Escrow Amount together with any interest accrued thereon shall be paid to the holders and the B ordinary shares in the proportions set out in paragraph 1 (a), (b) and (c)</p> <p>VOTING RIGHTS One vote per Ordinary Share</p> <p>DIVIDENDS Any profits which the Company determines to distribute in respect of any financial year shall be distributed amongst shareholders pro rata according to the number of Ordinary shares, A ordinary shares, B ordinary shares, C ordinary shares and D ordinary shares held by them as if they represented one class of share Model article 30 is modified accordingly</p> <p>CAPITAL</p> <p>1 The shareholders shall do or procure the doing of all necessary acts to ensure that (i) in the event of a Disposal, the Proceeds, and (ii) upon a return of assets on a Liquidation, reduction of capital or otherwise, the surplus assets of the company remaining after payment of its liabilities ("Surplus Assets"), shall be distributed amongst the shareholders as follows -</p> <p>(a) in the event that the proceeds or surplus assets (as applicable) are less than £4,567,998 they shall be distributed between the holders of the Ordinary shares in proportion to their holdings of such shares,</p> <p>(b) in the event that the proceeds of surplus assets (as applicable) are more than £4,567,998 but less than £9,135,996 they shall be distributed between the holders of the Ordinary Shares and the holders of the A ordinary shares as follows</p> <p>(i) the holders of the A ordinary shares shall be entitled to the 1st Threshold A% of the proceeds or surplus Assets (in proportion to their holdings of such shares), and</p> <p>(ii) the holders of the Ordinary shares shall be entitled to the 1st Threshold Ords % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares),</p> <p>(c) in the event that the proceeds or surplus assets (as applicable) are more than £9,135,996 but less than £21,496,997 they shall be distributed between the holders of the Ordinary Shares, the holders of the A ordinary shares and the holders of the B ordinary shares as follows</p> <p>(i) the holders of the Ordinary shares shall be entitled to the 2nd Threshold Ords % of the proceeds or surplus assets (in proportion to their holdings of such shares),</p> <p>(ii) the holders of the A ordinary shares shall be entitled to the 2nd Threshold A % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares), and</p> <p>(iii) the holders of the B ordinary shares shall be entitled to the 2nd Threshold B % of the proceeds or surplus assets (in proportion to their holdings of such shares),</p> <p>d) in the event that the proceeds or surplus assets (as applicable) are more than £21,496,997 they shall be distributed pro rata between the holders of the Ordinary shares, the holders of the A Ordinary Shares, the holders of the B Ordinary Shares, the holders of the C ordinary shares and the holders of the D ordinary shares in proportion to their holdings of such shares as if they were one</p>

AR01 - continuation page

Annual Return

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

F4	Statement of capital (Voting rights)
Class of share	ORDINARY
Voting rights	<p>class of shares</p> <p>2 For the purposes of paragraph 1, the percentages referred to shall be calculated as follows</p> <p>the "1st Threshold Ords %" = 100% minus the 1st Threshold A % the "1st Threshold A %" means $A / (\text{Total A/Ords})$ the "2nd Threshold Ords %" = 100% minus the aggregate of the 2nd Threshold A % and the 2nd Threshold B % the "2nd Threshold A %" means $A / (\text{Total A/B/Ords})$ the "2nd Threshold B %" means $B / (\text{Total A/B/Ords})$</p> <p>3) For the purposes of paragraph 2 above "A" means the number of A ordinary shares in issue as at the relevant date "B" means the number of B ordinary shares in issue as at the relevant date</p> <p>"Total A/Ords" means the aggregate number of A Ordinary shares and ordinary shares in issue as at the relevant date "Total A/B/Ords" means the aggregate number of A ordinary shares, B ordinary shares and ordinary shares in issue as at the relevant date the "Relevant Date" means the date of the share sale, the Disposal, the Liquidation or other reduction of capital (as appropriate)</p> <p>4 Subject always to paragraph 5 which shall apply to determine the proportion of the Total Consideration payable to the holders of the Ordinary Shares, A Ordinary Shares, B Ordinary Shares and D Ordinary Shares (as applicable), on a share sale the total consideration shall be paid to the holders of the Ordinary Shares, A Ordinary shares, B Ordinary Shares, C Ordinary Shares and D Ordinary shares as surplus assets on a Liquidation and thus in accordance with the provisions of paragraph 1 The Board shall not register the transfer of any Ordinary Shares, A ordinary shares, B ordinary shares, C Ordinary shares or D Ordinary Shares if the proceeds of a share sale are not paid in such manner (save in respect of any such shares not sold in connection with the Share Sale), provided that, if any part of the Total Consideration is deferred in whole or in part, the Board may register the transfer of the relevant Ordinary Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares or D Ordinary shares provided that, subject to paragraph 5, the proceeds payable on completion have been paid to Shareholders as set out in paragraph 1 and the remaining consideration is agreed to be paid in accordance with the same proportions</p> <p>5 On a share sale (a) if the Threshold Consideration exceeds £21,496,997 then the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary shares shall be entitled to participate in any part of the Total consideration paid in accordance with the proportions set out in paragraph 1 (c) at the time of such payment, (b) if the Threshold Consideration is less than £21,496,997 then (i) any Total Consideration paid up to £18,271,991 shall be paid to the holders of the Ordinary shares, the A ordinary shares and the B ordinary shares in the proportions set out in Paragraph 1 (a, 1 (b) and 1 (c) on the assumption that no further amounts will be payable, (ii) any Total Consideration in excess of £18,271,991 but less than £21,496,997 (the Escrow Amount") shall be paid into an escrow account to be opened by the solicitors acting for the holders of</p>

AR01 - continuation page

Annual Return

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

F4	Statement of capital (Voting rights)
Class of share	ORDINARY
Voting rights	<p>the Shares and held on behalf of all such shareholders and in the event that</p> <p>(A) the Total Consideration paid (at any time) in respect of the Share Sale exceeds £21,496,997 then the Escrow Amount together with any interest accrued thereon shall be paid to the holders of the C ordinary shares and D ordinary shares (in proportion to the number of shares held by them) Any amounts of Total Consideration paid in excess of £21,496,997 shall be paid to the holders of the Ordinary Shares, the A Ordinary Shares, the B Ordinary shares, the C Ordinary shares and the D Ordinary shares in accordance with paragraph 1 (d),</p> <p>(B) the Total Consideration paid in respect of the Share Sale (once all payments have been made and no further consideration is due) is less than £21,496,997 then the Escrow Amount together with any interest accrued thereon shall be paid to the holders of the Ordinary Shares, the A Ordinary shares, the B Ordinary shares in the proportions set out in paragraph 1 (a), (b) and (c)</p> <p>VOTING RIGHTS One vote per ordinary share</p> <p>DIVIDENDS Any profits which the Company determines to distribute in respect of any financial year shall be distributed amongst Shareholders pro rata according to the number of Ordinary shares, A Ordinary Shares, B ordinary shares, C ordinary shares and D ordinary shares held by them as if they represented one class of share Model Article 30 is modified accordingly</p> <p>CAPITAL</p> <p>1 the shareholders shall or do procure the doing of all necessary acts to ensure that (i) in the event of a disposal, the proceeds, and (ii) upon a return of assets on a Liquidation, reduction of capital or otherwise, the surplus assets of the company remaining after payment of its liabilities ("Surplus Assets"), shall be distributed amongst the Shareholders as follows</p> <p>(a) in the event that the Proceeds or Surplus Assets (as applicable) are less than £4,567,998 they shall be distributed between the holders of the Ordinary shares in proportion to their holdings of such shares,</p> <p>(b) in the event that the proceeds or surplus assets (as applicable) are more than £4,567,998 but less than £9,135,996 they shall be distributed between the holders of the Ordinary shares and the holders of the A Ordinary shares as follows</p> <p>(i) the holders of the A ordinary shares shall be entitled to the 1st Threshold A % of the Proceeds or surplus assets (in proportion to their holdings of such shares), and</p> <p>(ii) the holders of the Ordinary shares shall be entitled to the 1st Threshold Ords % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares),</p> <p>(c) in the event that the Proceeds or Surplus Assets (as applicable) are more than £9,135,996 but less than £21,496,997 they shall be distributed between the holders of the Ordinary shares, the holders of the A ordinary shares and the holders of the B ordinary shares as follows</p> <p>(i) the holders of the ordinary shares shall be entitled to the 2nd Threshold Ords % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares),</p> <p>(ii) the holders of the A ordinary shares shall be entitled to the 2nd Threshold A % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares), and</p> <p>(iii) the holders of the B Ordinary shares shall be entitled to the 2nd Threshold B % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares),</p>

AR01 - continuation page

Annual Return

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

F4	Statement of capital (Voting rights)
Class of share	ORDINARY
Voting rights	<p>d) in the event that the Proceeds or Surplus Assets (as applicable) are more than £21,496,997 they shall be distributed pro rata between the holders of the Ordinary shares, the holders of the A Ordinary shares, the holders of the B ordinary shares, th holders of the C ordinary shares and the holders of the D Ordinary shares in proportion to their holdings of such shares as if they were one class of shares</p> <p>2 For the purposes of paragraph 1, the percentages referred to shall be calculated as follows the "1st Threshold Ords %" = 100% minus the 1st Threshold A % the "1st Threshold A % means A / Total A/Ords) the "2nd Threshold Ords %" = 100% minus the aggregate of the 2nd Threshold A % and the 2nd Threshold B % the "2nd Threshold A %" means A/(Total A/B/Ords) the "2nd Threshold B %" means B/(Total A/B/Ords)</p> <p>3) For the purposes of paragraph 2 above</p> <p>"A" means the number of A Ordinary shares in issue as at the relevant date "B" means the number of B Ordinary shares in issue as at the relevant date</p> <p>"Total" A/Ords" means the aggregate number of A Ordinary Shares and Ordinary Shares in issue as at the Relevant Date "Total A/B/Ords" means the aggregate number of A Ordinary Shares, B Ordinary Shares and Ordinary Shares in issue as at the Relevant Date the "Relevant Date" means the date of the share sale, the disposal, the liquidation or other reduction of capital (as appropriate)</p> <p>4 Subject always to paragraph 5 which shall apply to determine the proportion of the total Consideration payable to the holders of the Ordinary shares, A Ordinary shares, B Ordinary shares and D Ordinary shares (as applicable), on a share sale the Total Consideration shall be paid to the holders of the Ordinary Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares as surplus assets on a Liquidation and thus in accordance with the provisions of paragraph 1 The Board shall not register the transfer of any Ordinary Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares or D Ordinary Shares if the proceeds of a Share Sale are not paid in such manner (save in respect of any such shares not sold in connection with that Share Sale), provided that, if any part of the Total Consideration is deferred in whole or in part, the Board may register the transfer of the relevant Ordinary Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares, or D Ordinary Shares provided that, subject to paragraph 5, the proceeds payable on completion have been paid to Shareholders as set out in paragraph 1 and the remaining consideration is agreed to be paid in accordance with the same proportions</p> <p>5 On a share sale</p> <p>(a) if the Threshold Consideration exceeds £21,496,997 then the holders of the A Ordinary shares, B Ordinary Shares, C Ordinary Shares and D Ordinary shares shall be entitled to participate in any part of the Total Consideration paid in accordance with the proportions set out in paragraph 1(c) at the time of such payment,</p> <p>(b) if the Threshold Consideration is less than £21,496,997 then</p> <p>(i) any Total Consideration paid up to £18,271,991 shall be paid to the holders of the Ordinary</p>

AR01 - continuation page

Annual Return

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

F4	Statement of capital (Voting rights)
Class of share	ORDINARY
Voting rights	<p>shares, the A Ordinary Shares and the B Ordinary shares in the proportions set out in paragraph 1 (a), 1 (b) and 1 (c) on the assumption that no further amounts will be payable,</p> <p>(ii) any Total Consideration in excess of £18,271,991 but less than £21,496,997 (the "Escrow Amount") shall be paid into an escrow account to be opened by the solicitors acting for the holders of the shares and held on behalf of all such Shareholders and in the event that</p> <p>(A) the Total Consideration paid (at any time) in respect of the Share Sale exceeds £21,496, 997 then the Escrow Amount together with any interest accrued shall be paid to the holders of the C Ordinary Shares and D Ordinary shares (in proportion to the number of shares held by them) Any amounts of Total Consideration paid in excess of £21,496,997 shall be paid to the holders of the Ordinary Shares, the A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares in accordance with paragraph 1(d),</p> <p>(B) the Total Consideration paid in respect of the Share Sale (once all payments have been made and no further consideration is due) is less than £21,496,997 then the Escrow Amount together with any interest accrued thereon shall be paid to the holders of the Ordinary Shares, the A Ordinary Shares and the B Ordinary Shares in the proportions set out in paragraph 1(a) and (b) and (c)</p> <p>DIVIDENDS Any profits which the Company determines to distribute in respect of any financial year shall be distributed amongst Shareholders pro rata according to the number of Ordinary Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares held by them as if they represented one class of share Model Article 30 is modified accordingly</p> <p>CAPITAL</p> <p>1 The Shareholders shall do or procure the doing of all necessary acts to ensure that (i) in th event of a disposal, the proceeds, and (ii) upon a return of assets on a Liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities (Surplus Assets"), shall be distributed amongst the Shareholders as follows</p> <p>(a) in the event that the Proceeds or Surplus Assets (as applicable) are less than £4,567,998 they shall be distributed between the holders of the Ordinary Shares in proportion to their holdings of such shares,</p> <p>(b) in th event the Proceeds or Surplus Assets (as applicable) are more than £4,567,998 but less than £9,135,996 they shall be distributed between the holders of the Ordinary Shares and the holders of the A Ordinary Shares as follows</p> <p>(i) the holders of the A Ordinary Shares shall be entitled to the 1st Threshold A % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares), and</p> <p>(ii) the holders of the Ordinary Shares shall be entitled to the 1st Threshold Ords % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares),</p> <p>(c) in the event that the Proceeds or Surplus Assets (as applicable) are more than £9,135,996 but less than £21,496,997 they shall be distributed between the holders of the Ordinary Shares, the holders of the A Ordinary Shares and the holders of the B Ordinary shares as follows</p> <p>(i) the holders of the Ordinary Shares shall be entitled to the 2nd Threshold Ords % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares,</p>

AR01 - continuation page

Annual Return

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

F4

Statement of capital (Voting rights)

Class of share	ORDINARY
Voting rights	<p>(ii) the holders of the A Ordinary Shares shall be entitled to the 2nd Threshold A % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares), and</p> <p>(iii) the holders of the B Ordinary Shares shall be entitled to the 2nd Threshold B % of the Proceeds or Surplus Assets (in proportion to their holdings of such shares),</p> <p>d) in the event that the Proceeds or Surplus Assets (as Applicable) are more than £21,496,997 they shall be distributed pro rata between the holders of the Ordinary Shares, the holders of the A Ordinary Shares, the holders of the B Ordinary Shares, the holders of the C Ordinary Shares and the holders of the D Ordinary shares in proportion to their holdings of such shares as if they were one class of shares</p> <p>2 For the purposes of paragraph 1, the percentages referred to shall be calculated as follows the "1st Threshold Ords %" = 100% minus the 1st Threshold A % the "1st Threshold A %" means $A/(\text{Total A/Ords})$ the "2nd Threshold Ords %" = 100% minus the aggregate of the 2nd Threshold A % and the 2nd Threshold B % the "2nd Threshold A %" means $A/(\text{Total A/B/Ords})$ the "2nd Threshold B %" means $B/(\text{Total A/B/Ords})$</p> <p>3) For the purposes of paragraph 2 above "A" means the number of A Ordinary Shares in issue as at the relevant date "B" means the number of B Ordinary Shares in issue as at the Relevant date "Total A/Ords" means the aggregate number of A Ordinary Shares and Ordinary Shares in issue at the Relevant Date "Total A/B/Ords" means the aggregate number of A Ordinary Shares, B Ordinary Shares and Ordinary Shares in issue as at the Relevant Date the "Relevant Date" means the date of the share sale, the Disposal, the Liquidation or other reduction of capital (as appropriate)</p> <p>4 Subject always to paragraph 5 which shall apply to determine the proportion of the Total Consideration payable to the holders of the Ordinary Shares, A Ordinary Shares, B Ordinary Shares and D Ordinary Shares (as applicable), on a share sale the Total Consideration shall be paid to the holders of the Ordinary Shares, the A Ordinary Shares, the B Ordinary Shares, C Ordinary Shares and D Ordinary Shares as surplus assets on a Liquidation and thus in accordance with the provisions of Paragraph 1 The Board shall not register the transfer of any Ordinary Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares or D Ordinary Shares if the proceeds of a share sale are not paid in such manner (save in respect of any such shares not sold in connection with that Share Sale), provided that, if any part of the total consideration is deferred in whole or in part, the Board may register the transfer of the relevant Ordinary Shares, A Ordinary Shares, B Ordinary Shares, C Ordinary Shares or D Ordinary Shares, provided that, subject to Paragraph 5, the proceeds payable on completion have been paid to Shareholders as set out in paragraph 1 and the remaining consideration is agreed to be paid in accordance with the same proportions</p> <p>5 On a share sale (a) if the Threshold Consideration exceeds £21,496,997 then the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares shall be entitled to participate in any part of the Total Consideration paid in accordance with the proportions set out in paragraph 1(C) at the time of such payment,</p>

AR01 - continuation page

Annual Return

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

F4

Statement of capital (Voting rights)

Class of share	ORDINARY
Voting rights	<p>(b) if the Threshold Consideration is less than £21,496,997 then -</p> <p>(i) any Total Consideration paid up to £18,271,991 shall be paid to the holders of the Ordinary Shares, the A Ordinary Shares and the B Ordinary Shares in the proportions set out in paragraph 1 (a), 1 (b) and 1 (c) on the assumption that no further amounts will be payable</p> <p>(ii) any Total Consideration in excess of £18,271,991 but less than £21,496,997 (the Escrow Amount") shall be paid into an escrow account to be opened by the Solicitors acting for the holders of the Shares and held on behalf of all such Shareholders and in the event that</p> <p>(A) the Total Consideration paid (at any time) in respect of the Share Sale exceeds £21,496,997 then the Escrow Amount together with any interest accrued thereon shall be paid to the holders of the C Ordinary Shares and the D Ordinary shares (in proportion to the number of shares held by them) Any amounts of Total Consideration paid in excess of £21,496,997 shall be paid to the holders of the Ordinary Shares, the A Ordinary Shares, the B Ordinary shares, the C Ordinary Shares and the D Ordinary Shares in accordance with paragraph 1(d),</p> <p>(B) the Total Consideration paid in respect of the share sale (once all payments have been made and no further consideration is due) is less than £21,496,997 then the Escrow Amount together with any interest accrued thereon shall be paid to the holders of the Ordinary Shares, the A Ordinary Shares and the B Ordinary Shares in the proportions set out in paragraph 1(a), (b) and (c)</p>

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? 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^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 a 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 shareholders¹

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
OXFORD TECHNOLOGY ENTERPRISE CAP FUND LP	ORDINARY	278,567		/ /
IP VENTURE FUND LP	ORDINARY	127,520		/ /
PROFESSOR NOBLE	ORDINARY	28,990		/ /
DR SINCLAIR	ORDINARY	28,990		/ /
UNIVERSITY OF OXFORD	ORDINARY	90,708		/ /
UNIVERSITY UCSF	ORDINARY	33,339		/ /
IP2IPO LIMITED	ORDINARY	289,231		/ /
ORA CAPITAL PARTNERS	ORDINARY	72,475		/ /
IP2IPO NOMINEES LIMITED	ORDINARY	7,356		/ /
SAND AIRE NOMINEES	ORDINARY	123,882		/ /
PROFESSOR NOBLE	D ORDINARY	9,900		/ /
SEE CONTINUATION				/ /

AR01 - continuation page

Annual Return

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

G3

List of past and present shareholders^o

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

^o Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

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
DAVID BRISTER	A ORDINARY	24480		/ /
DAVID BRISTER	B ORDINARY	8000		/ /
DAVID BRISTER	C ORDINARY	29400		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

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

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

→ Go to Part 5 (Signature)

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	
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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  X

This form may be signed by
Director¹, Secretary, Person authorised², Charitable commission receiver and
manager, CIC manager, Judicial factor

¹ 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

² 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 searchers of the public record

Contact name **SARAH PATEMAN**Company name **IP GROUP PLC**Address **24 CORNHILL**Post town **LONDON**

County/Region

Postcode **E C 3 V 3 N D**Country **UNITED KINGDOM**

DX

Telephone **0113 384 5864****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 of £40 is payable to Companies House in respect of an Annual Return

Make cheques or postal orders payable to 'Companies House'

✉ 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

i 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