AR01

ŚiRIS Laserform

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 W Please go to www co

14/10/2014

COMPANIES HOUSE

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 N You cannot use this notice of changes to officers, registered of company type or info relating to the company records

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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 2 6 6 3 6

Company name in full

TRULY SPV 1 LIMITED

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 2 1

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

Classification code 1 1 0 Classification code 2 Classification code 3

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

Principal activity description

Classification code 4

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 type •	
	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	f you are unsure of your company type, please check your latest certificate of incorporation or our website www.companieshouse.gov.uk
A5	Registered office address ②	<u>. </u>
Building name/numbe	rc/o RADLEY, 3RD FLOOR	2 Change of registered office
Street	MCBEATH HOUSE 310 GOSWELL ROAD	This must agree with the address that is held on the Companies House record at the date of this return
Post town	LONDON	If the registered office address has changed, you should complete form AD01 and submit it together with
County/Region	<u> </u>	this annual return
Postcode	E C 1 V 7 L W	
A6	Single alternative inspection location (SAIL) of the company records (if applicable)	
Building name/number Street Post town County/Region		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
Postcode		
A7	Location of company records	<u> </u>
	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	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.

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Annual Return (For returns made up to a date on or after 1 October 2011) Part 2 Officers of the company Continuation pages This section should include details of the company at the date to which this Please use a continuation page annual return is made up if you need to enter more officer → 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. Secretary B1 Secretary's details • Secretary appointments Please use this section to list all the secretaries of the company You may not use this form to For a corporate secretary, complete Section C1-C4 appoint a secretary To do this, please complete form AP03 and Title * submit it together with this annual return Full forename(s) Corporate details Surname Please use Section C1-C4 to enter corporate secretary details Former name(s) 2 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 Service address Building name/number If you have previously notified Companies House that the service Street address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the

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Post town

Postcode Country

County/Region

address

public record

This information will appear on the

Annual Return

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

Corporate secretary

C1	Corporate secretary's details •					
	Please use this section to list all the corporate secretaries of the company	Corporate secretary appointments You cannot use this form to appoint				
Corporate body/firm name		a corporate secretary To do this, please complete form AP04 and submit it together with this annual return				
Building name/number		Corporate secretary details				
Street		All details must agree with those previously notified to Companies House If you have made changes since the last annual return and have				
Post town		not notified us, please complete form CH04				
County/Region		This information will appear on the public record				
Postcode		public record				
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					
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk				
Where the company/ firm is registered		This is the register mentioned in Article 3 of the First Company Law				
Registration number		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.	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				
Legal form of the corporate body or firm		that register				
Governing law						
If applicable, where the company/firm is registered						
If applicable, the registration number						

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

D1	Director's details •		
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	Ourector appointments You cannot use this form to appoint a director To do this, please	
Title *	MR	complete form AP01 and submit it together with this annual return	
Full forename(s)	PHILIP HUGH	Corporate details Please use Section E1-E4 to enter	
Surname	LENON	corporate director details	
Former name(s) •		Director details All details must agree with those	
		previously notified to Companies House If you have made changes	
Country/State of residence	UK	since the last annual return and have not notified us, please complete form CH01	
Nationality	BRITISH	② Former name(s)	
Date of birth	72 d 0 m 2 y 1 y 9 y 6 y 0	Please provide any previous names which have been used for business	
Business occupation	DIRECTOR	purposes during the period of this return. Married women do	
(if any)		not need to give former names unless previously used for business purposes	
D2	Director's service address ⊙		
Building name/number	THE COMPANY'S REGISTERED OFFICE	Service address If you have previously notified	
Street		Companies House that the service address is at 'The Company's	
		Registered Office', please state 'The Company's Registered Office' in the	
Post town		address	
County/Region		This information will appear on the public record	
Postcode			
Country			

Director Director's of Please use of For a corporative * MR Full forename(s) ROGER CL	details this section to list all the directors of the company orate director, complete Section E1-E4.	•	Director appointments You cannot use this form to appoint a director. To do this, please		
Please use For a corpo Title * MR Full forename(s) ROGER CL	this section to list all the directors of the company	0	You cannot use this form to		
Title * MR Full forename(s) ROGER CL	this section to list all the directors of the company irate director, complete Section E1-E4.	•	You cannot use this form to		
Full forename(s) ROGER CL					
			complete form AP01 and submit it together with this annual return		
Curnomo BECT	IVE		Corporate details		
Surname BEST			Please use Section E1-E4 to enter corporate director details		
Former name(s) 2			Director details All details must agree with those previously notified to Companies		
Country/State of residence			House If you have made changes since the last annual return and have not notified us, please complete form CH01		
Nationality BRITISH		9	Former name(s)		
Date of birth d 7	$\begin{bmatrix} m_0 & m_3 & y_1 & y_9 & y_5 & y_2 \end{bmatrix}$		Please provide any previous names which have been used for business		
Business occupation (if any)			purposes during the period of this return Marned women do not need to give former names unless previously used for business purposes		
D2 Director's	service address o		= -		
Building name/number THE COMP	ANY'S REGISTERED OFFICE	[3	Service address If you have previously notified		
Street			Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the		
Post town			address		
County/Region			This information will appear on the public record		
Postcode					
Country					

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D1	Director's details •			
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	Our cannot use this form to appoint a director. To do this, please		
Title *	MS	complete form AP01 and submit it together with this annual return		
Full forename(s)	LOWELL JUDITH	Corporate details		
Surname	HARDER	Please use Section E1-E4 to enter corporate director details		
Former name(s) 2		Director details All details must agree with those previously notified to Companies House If you have made changes		
Country/State of residence	ик	since the last annual return and have not notified us, please complete form CH01		
Nationality	AUSTRALIAN	② Former name(s)		
Date of birth	$\begin{bmatrix} d_1 & d_5 & & & \\ & & & \end{bmatrix} \begin{bmatrix} m_0 & & & \\ & & & \end{bmatrix} \begin{bmatrix} m_1 & & & \\ & & & & \end{bmatrix} \begin{bmatrix} y_1 & y_2 & & \\ & & & & \end{bmatrix} \begin{bmatrix} y_4 & & & \\ & & & & \end{bmatrix} \begin{bmatrix} y_7 & & & \\ & & & & \end{bmatrix}$	Please provide any previous names which have been used for business		
Business occupation (if any)	DIRECTOR	purposes during the period of this return. Married women do not need to give former names unless previously used for busines purposes.		
D2	Director's service address •			
Building name/numbe	THE COMPANY'S REGISTERED OFFICE	Service address If you have previously notified		
Street		Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the		
Post town		address		
County/Region		This information will appear on the public record		
Postcode				
Country				

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D1	Director's details ●				
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	Director appointments You cannot use this form to appoint a director To do this, please			
Title *	MR	complete form AP01 and submit it together with this annual return			
Full forename(s)	RICHARD LEWIS	Corporate details			
Surname	TUDOR	Please use Section E1-E4 to enter corporate director details			
Former name(s) 2		Director details All details must agree with those previously notified to Companies House If you have made changes			
Country/State of residence	UK	since the last annual return and have not notified us, please complete form CH01			
Nationality	BRITISH	2 Former name(s)			
Date of birth	$\begin{bmatrix} d_2 & d_3 & & \\ \end{bmatrix} \begin{bmatrix} m_1 & m_0 & & \\ \end{bmatrix} \begin{bmatrix} y_1 & y_9 & y_7 & y_1 & \\ \end{bmatrix}$	Please provide any previous names which have been used for business			
Business occupation (if any)	INVESTMENT PROFESSIONAL	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 •	parposes			
Building name/numbe	THE COMPANY'S REGISTERED OFFICE	Service address If you have previously notified			
Street		Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the			
Post town		address			
County/Region		This information will appear on the public record			
Postcode					
Country					

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

D1	Director's details ●	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	Director appointments You cannot use this form to appoint a director To do this, please
Title *	MR	complete form AP01 and submit it together with this annual return
Full forename(s)	OLIVER BRADLEY	Corporate details
Surname	BOWER	Please use Section E1-E4 to enter corporate director details
Former name(s) 2		Director details All details must agree with those previously notified to Companies House If you have made changes
Country/State of residence	UK	since the last annual return and have not notified us, please complete form CH01
Nationality	BRITISH	② Former name(s)
Date of birth	d ₂ d ₈ m ₀ m ₈ y ₁ y ₉ y ₇ y ₆	Please provide any previous names which have been used for business
Business occupation	PRIVATE EQUITY INVESTOR	purposes during the period of this return. Marned women do
(if any)	THE COMPANY'S REGISTERED OFFICE	not need to give former names unless previously used for business purposes
D2	Director's service address	
Building name/number	THE COMPANY'S REGISTERED OFFICE	Service address If you have previously notified
Street		Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the
Post town		address
County/Region		This information will appear on the public record
Postcode		
Country		

Annual Return

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

Corporate director

E1	Corporate director's details •					
	Please use this section to list all the corporate directors of the company	Corporate director appointments You cannot use this form to appoint a corporate director. To do this,				
Corporate body/firm name		please complete form AP02 and submit it together with this annual return				
Building name/number		Corporate director details All details must agree with those				
Street		previously notified to Companies House If you have made changes since the last annual return and have not notified us, please complete				
Post town		form CH02.				
County/Region		This information will appear on the public record				
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					
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	EEA A full list of countries of the EEA can be found in our guidance				
Where the company/ firm is registered		www companieshouse gov uk This is the register mentioned in Article 3 of the First Company Law				
Registration number		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.	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				
Legal form of the corporate body or firm		that register				
Governing law		•]				
If applicable, where the company/firm is registered						
If applicable, the registration number						

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Part 3	Statement of capital •							
	Yes Complete the sections below and the following Part 4 capital sta					should reflect the company's tal status at the made up date of annual return		
F1	Share capital in pound sterling (£)							
Please complete the	table below to sho tal is in sterling, or	w each class of shares he nly complete Section F1 a	eld in pound sterling and the go to Section F4.					
Class of shares E g Ordinary/Preference e	etc)	Amount paid up on each share 2	Amount (if any) unpaid on each share	Number of sha	res 🔞	Aggregate nominal value 4		
see continuati	on page					£		
						£		
						£		
			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			£		
			Totals	3		£		
F2	Share capital i	n other currencies		<u> </u>		·		
Please complete the Please complete a se		w any class of shares hel	d in other currencies					
Currency								
Class of shares (E g Ordinary/Preference etc.)		Amount paid up on each share 2	Amount (if any) unpaid on each share	d Number of shares 3 Agg		Aggregate nominal value 4		
						_		
			Totals	B				
	1							
Currency	<u> </u>							
Class of shares (E.g. Ordinary/Preference e	etc)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of sha	res 3	Aggregate nominal value 4		
				-				
		!	lTotals	<u></u>				
F3	Totals			1		, <u>.</u>		
	Please give the sissued share cap		d total aggregate nominal	value of	Pleas	otal aggregate nominal value ease list total aggregate values in flerent currencies separately For		
otal number of shares	87,717,425					nple £100 + €100 + \$10 etc		
otal aggregate ominal value 6	£86,741,487	7 50						
Including both the nomi share premium	inal value and any	Number of shares issi nominal value of each	share P	ontinuation Page ease use a Stater		pital continuation		
3 Total number of issued	shares in this class		p:	age of necessary				

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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	see continuation page				
Voting rights					
Class of share					
Voting rights					
Class of share					
Voting rights					
Class of share					
Voting rights					

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 ✓ No go to Section G2 'Past and present shareholders' ✓ Yes go to Question 2.	0	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 recognizer			
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 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'.	2	investment exchanges and regulated markets can be found at www fsa gov uk/register/exchanges do 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 •					
	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).		This section only applies to companies answering 'No' in Section G1			

ln	acc	ordar	nce	with
Si	ectio	n 854	1 of	the
C	omo	antes	Act	2006

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

Statement of capital •

Please complete the table below to show each class of shares held in other currencies. Please complete a separate table for each currency

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

Currency	£				
Class of shares (E.g. Ordinary/Preference e	etc)	Amount paid up on each share 2	Amount (if any) unpaid on each share	Number of shares	Aggregate nominal value
A PREFERENCE		1 00		83640610	83,640,610 00
B PREFERENCE		1 00		2992440	2,992,440 00
A ORDINARY		0 10		703661	70,366 10
C ORDINARY		0 10		296339	29,633 90
DEFERRED ORDIN	ARY	0 10		84375	8,437 50
	· 				
			Total	87717425	86,741,487.50

0	Including both the nominal value and any
	share premium

Number of shares issued multiplied by nominal value of each share

³ Total number of issued shares in this class

Annual Return

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

G3

List of past and present shareholders •

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

 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

'		Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
LOWELL HARDER	A PREFERENCE	3,905,092		1 1
LOWELL & PAUL HARDER AS TRUSTEES OF THE LOWELL HARDER TRUST	A PREFERENCE	1,043,654		1 1
ROGER BEST	A PREFERENCE	2,232,227		1 1
JONATHAN BLANCHARD	A PREFERENCE	808,917		1 1
NATALIE BOLTON	A PREFERENCE	128,238		1 1
BHASKER DAVE	A PREFERENCE	137,771		1 1
JOYCE DAVIES	A PREFERENCE	137,771		1 1
PAUL DONOGHUE	A PREFERENCE	269,639		1 1
PETER LAWSON	A PREFERENCE	269,639		1 1
NICK VANCE	A PREFERENCE	269,639		, ,
VISTRA CORPORATE SERVICES LIMITED (AS TRUSTEE OF THE EXPONENT (TRULY) SPV 1 LIMITED EMPLOYEE BENEFIT TRUST)	A PREFERENCE	11,389,355	<u> </u>	1 1
see continuation page				1 1
	1			

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

G3

List of past and present shareholders •

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

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

	Shares or stock currently held	Shares or stock transferred (if appropriate)	
Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
A PREFERENCE	32,917,068		1 1
A PREFERENCE	16,725,685		1 1
A PREFERENCE	416,674		1 1
A PREFERENCE	139,986		1 1
A PREFERENCE	11,371,679		1 1
A PREFERENCE	1,024,589		1 1
A PREFERENCE	252,987		1 1
A PREFERENCE	200,000		1 1
B PREFERENCE	3,221		1 1
B PREFERENCE	286		1 1
B PREFERENCE	71		1 1
			1 1
	A PREFERENCE B PREFERENCE B PREFERENCE	Class of share Number of shares or amount of stock	Class of share

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

G3

List of past and present shareholders •

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

 Please list the company shareholders ın alphabetical order

Joint shareholders should be listed consecutively

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

		Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
LOWELL HARDER	B PREFERENCE	297,758		1 1
LOWELL & PAUL HARDER AS TRUSTEES OF THE LOWELL HARDER TRUST	B PREFERENCE	95,925		1 1
ACROISSE LTD	B PREFERENCE	30,846		1 1
ROBERT BENSOUSSAN	B PREFERENCE	9,073		/ /
ROGER BEST	B PREFERENCE	179,939		1 1
JONATHAN BLANCHARD	B PREFERENCE	77,118		1 1
NATALIE BOLTON	B PREFERENCE	12,853		1 1
KEITH CASTLE	B PREFERENCE	22,099		1 1
BHASKER DAVE	B PREFERENCE	12,523		1 1
JOYCE DAVIES	B PREFERENCE	12,523		1 1
PAUL DONOGHUE	B PREFERENCE	25,706		1 1
		Ę.		1 1
			<u> </u>	<u> </u>

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List of past and present shareholders •

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

 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

		Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
PHOENIX EQUITY NOMINEES LIMITED (AS NOMINEE FOR PHOENIX EQUITY PARTNERS IV ''A' LP)	B PREFERENCE	621,120		1 1
PHOENIX EQUITY NOMINEES LIMITED (AS NOMINEE FOR PHOENIX EQUITY PARTNERS IV	B PREFERENCE	501,145		1 1
PHOENIX EQUITY NOMINEES LIMITED (AS NOMINEE FOR PHOENIX EQUITY PARTNERS IV	B PREFERENCE	192,639		1 1
PHOENIX EQUITY NOMINEES LIMITED (AS NOMINEE FOR PHOENIX EQUITY PARTNERS III & IV EXECUTIVE CO-INVESTMENT PLAN LP)	B PREFERENCE	4,391		1 1
PHOENIX EQUITY NOMINEES LIMITED (AS NOMINEE FOR PHOENIX EQUITY PARTNERS CO-INVESTMENT PLAN LP)	B PREFERENCE	3,966		1 1
PHOENIX EQUITY NOMINEES LIMITED (AS NOMINEE FOR ALPINVEST PARTNERS SECONDARY INVESTMENTS 2007 CV)	B PREFERENCE	63,033		1 1
PHOENIX EQUITY NOMINEES LIMITED (AS NOMINEE FOR PHOENIX EQUITY PARTNERS HOLDINGS LLP)	B PREFERENCE	6,940		1 1
PHOENIX EQUITY NOMINEES LIMITED (AS NOMINEE FOR CSFB STRATEGIC PARTNERS HOLDINGS III LP)	B PREFERENCE	8,499		1 1
PHOENIX EQUITY NOMINEES LIMITED (AS NOMINEE FOR CS SELECTED PARTNERS HELIOS HOLDINGS LP)	B PREFERENCE	10,482		1 1
PHOENIX EQUITY NOMINEES LIMITED (AS NOMINEE FOR PENSIONSKASSE DER CREDIT SUISSE GROUP (SCHWEIZ))	B PREFERENCE	4,249		1 1
				1 1
		· · · · · · · · · · · · · · · · · · ·		1 1

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Annual Return

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

G3

List of past and present shareholders •

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 Every third annual return after a full list has been provided

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

·		Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
PETER LAWSON	B PREFERENCE	25,706		/ /
IVAN LISTER	B PREFERENCE	230,763		, ,
JUSTIN MURPHY	B PREFERENCE	97,237		1 1
NICK VANCE	B PREFERENCE	25,706	<u> </u>	1 1
ANNE WITHERS	B PREFERENCE	18,785	-	1 1
VISTRA CORPORATE SERVICES LIMITED (AS TRUSTEE OF THE EXPONENT (TRULY) SPV 1 LIMITED EMPLOYEE BENEFIT TRUST)	B PREFERENCE	397,838		/ /
LOWELL HARDER	a ORDINARY	36,395		1 1
ROGER BEST	A ORDINARY	16,419		1 1
EXPONENT PRIVATE EQUITY PARTNERS LP (AS NOMINEE FOR PRIVATE EQUITY PARTNERS LP)	A ORDINARY	294,814		1 1
EXPONENT PRIVATE EQUITY PARTNERS II LP (AS NOMINEE FOR EXPONENT PRIVATE EQUITY PARTNERS II LP)	A ORDINARY	149,800		, ,
EXPONENT PRIVATE EQUITY PARTNERS GP, LP (AS NOMINEE FOR EXPONENT PRIVATE EQUITY CO-INVESIMENT PARTNERS LP)	A ORDINARY	3,732		1 1
EXPONENT PRIVATE EQUITY PARTNERS GP, LP (AS NOMINEE FOR EXPONENT PRIVATE EQUITY CO-INVESTMENT PARTNERS II LP)	A ORDINARY	1,254		1 1

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Annual Return

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

G3

List of past and present shareholders •

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

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

		Shares or stock currently held	Shares or stock transfer	ferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer	
PHOENIX EQUITY NOMINEES LIMITED (AS NOMINEE FOR PHOENIX EQUITY PARTNERS LTD 2006 ''A'' LP	A ORDINARY	101,848		1 1	
PHOENIX EQUITY NOMINEES LIMITED (AS NOMINEE FOR PHOENIX EQUITY PARTNERS LTD 2006 FUND ''B'' LP)	A ORDINARY	9,176		1 1	
PHOENIX EQUITY NOMINEES LIMITED (AS NOMINEE FOR PHOENIX EQUITY PARTNERS LTD PARTNERSHIP 2006)	A ORDINARY	2,266		1 1	
VISTRA CORPORATE SERVICES LIMITED (AS TRUSTEE OF THE EXPONENT (TRULY) SPV 1 LIMITED EMPLOYEE BENEFIT TRUST)	A ORDINARY	87,957		1 1	
				1 1	
				1 1	
				1 1	
				1 1	
				1 1	
				1 1	
				1 1	
				1 1	

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Annual Return

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

G3

List of past and present shareholders •

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

 Please list the company shareholders ın alphabetical order

> Joint shareholders should be listed consecutively

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

ı		Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
VISTRA CORPORATE SERVICES LIMITED (AS TRUSTEE OF THE EXPONENT (TRULY) SPV 1 LIMITED EMPLOYEE BENEFIT TRUST)	C ORDINARY	37,042		1 1
LOWELL HARDER	C ORDINARY	15,327		1 1
ROGER BEST	C ORDINARY	6,915		1 1
EXPONENT PRIVATE EQUITY PARTNERS GP, LP (AS NOMINEE FOR EXPONENT PRIVATE EQUITY PARTNERS LP)	C ORDINARY	124,158		/ /
EXPONENT PRIVATE EQUITY PARTNERS GP, LP (AS NOMINEE FOR EXPONENT PRIVATE EQUITY CO-INVESTMENT PARTNERS LP)	C ORDINARY	1,572		1 1
EXPONENT PRIVATE EQUITY PARTNERS GP, LP (AS NOMINEEE FOR EXPONENT PRIVATE EQUITY PARTNERS II LP)	C ORDINARY	63,087		1 1
EXPONENT PRIVATE EQUITY PARTNERS GP, LP (AS HOMINEEE FOR EXPONENT PRIVATE EQUITY CO-INVESTMENT PARTNERS II LP)	C ORDINARY	528		1 1
PHOENIX EQUITY NOMINEES LIMITED (AS NOMINEE FOR PHOENIX EQUITY PARTNERS LTD 2006 FUND "A" LP)	C ORDINARY	42,891		1 1
PHOENIX EQUITY NOMINEES LIMITED (AS NOMINEE FOR PHOENIX EQUITY PARTNERS LTD 2006 FUND ''B'' LP)	C ORDINARY	3,865		/ /
PHOENIX EQUITY NOMINEES LIMITED (AS NOMINEE FOR FOPHOENIX EQUITY PARTNERS LIMITED PARTNERSHIP 2006)	C ORDINARY	954		1 1
EXPONENT PRIVATE EQUITY PARTNERS GP, LP (AS NOMINEE FOR EXPONENT PRIVATE EQUITY PARTNERS LP)	DEFERRED ORDINARY	84,375		1 1
				/ /

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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

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F4 .	Statement of capital (Voting rights)			
class of share	A PREFERENCE			
oting rights	The A Preference Shares will entitle the holders thereof to receive notice of all general meetings but will not entitle the holders to attend or vote at any general meeting.			

AR01 - continuation page Annual Return

F4	Statement of capital (Voting rights)				
Class of share	B PREFERENCE				
oting rights	The B Preference Shares will entitle the holders thereof to receive notice of all general meetings but will not entitle the holders to attend or vote at any general meeting.				

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Annual Return

F4	Statement of capital (Voting rights)			
Class of share	A ORDINARY			
Voting rights	1 The voting rights attached to each A Ordinary Share shall be as set out in this Article.			
	1 1 on a show of hands, every Shareholder holding one or more A Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, unless the proxy (in either case) or the representative is himself a member entitled to vote, shall have one vote, and			
	1 2 On a poll, every Shareholder holding one or more A Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote for each A Ordinary Share of which he is the holder.			
	2 The provisions of Paragraph 3 shall apply if at any time (without Investor Consent):			
	2.1 there has been proposed a resolution for the winding-up of the Company, a resolution for a reduction in the capital of the Company or a resolution varying any of the rights attaching to the Ordinary Shares; or			
	2.2 in the reasonable opinion of the Investor, the Company and/or any other Group Company is in material breach of any of the terms on which banking facilities or bank loans have been made available to the Group pursuant to the Financing Documents and that breach constitutes an Event of Default pursuant to such Financing Documents and such Event of Default is not otherwise waived by the relevant lender; or			
	2 3 If a proposed Quotation has been approved by the Board (with Investor Consent and Manager Majority Consent), in respect of any resolution required in connection with any bona fide reorganisation (including an increase in share capital and authority to allot and/or issue shares free of pre-emption rights) of the share capital of the Company which is necessary or required in order to effect the Quotation and which takes place immediately prior to such Quotation provided that the relative Economic Rights of the holders of Ordinary Shares are unaffected as a result of the reorganisation (ignoring, for the avoidance of doubt, any issue of shares at the Quotation price); or			
	2 4 if a proposed Refinancing has been approved by the Board (with Investor Consent and Manager Majority Consent), in respect of any resolution required in connection with any bona fide reorganisation (including an increase in share capital and authority to allot and/or issue shares free of pre-emption rights) of the share capital of the Company which is necessary or required in order to effect the Refinancing and which takes place immediately prior to such Refinancing provided that the relative Economic Rights of the holders of Ordinary Shares are unaffected as a result of the reorganisation			

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Annual Return

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

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Statement of capital (Voting rights)

Class of share

A ORDINARY

Voting rights

- 3 If, pursuant to Paragraph 2, the provisions of this Paragraph 3 apply, then any Ordinary Shares which are not Investor Shares shall cease to entitle each holder thereof to attend and vote (whether on a show of hands or on a poll) at any general meeting of the Company.
- 4 The provisions of Paragrah 2 shall:
- 4 1 in the case of Paragrah 2 1, Paragrah 2.3 and Paragrah 2.4 only apply in relation to such resolution as is there mentioned; and
- $4\ 2$ in the case of Paragrah 2.2, continue for so longas such breach subsists.
- 5 For the avoidance of doubt, the provisions in Article 6 4 shall enable the holders of any Investor Shares in issue from time to time together:
- $5\ 1$ to pass written resolutions of the Company in accordance with the provisions of the Act; and
- 5 2 to consent to the holding of a general meeting of the Company on short notice in accordance with the provisions of the Act, in either case, on the basis that all such holders would constitute the only Shareholders who would be entitled to attend and vote at a general meeting of the Company.
- 6 The provisions of Paragraph 7 shall apply if at any time (without Investor Consent) any person becomes a Leaver.
- 7 If, pursuant to Paragraph 6, the provisions of this Paragraph apply:
- 7.1 the Shares which such person holds or to which he is entitled, and
- 7.2 any Shares formerly held by such person which have been transferred either in breach of the provisions of these Articles or in accordance with Article 11 (Permitted Transfers), shall immediately cease to entitle the holders thereof to attend and vote (whether on a show of hands or on a poll) at any general meeting or at any separate class meeting of the Company.
- 8 The provisions of Paragraph 7 shall continue to apply until such time as the Shares in question are no longer held by a Leaver

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Annual Return

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

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Statement of capital (Voting rights)

Class of share

C ORDINARY

Voting rights

- 1 The voting rights attached to each C Ordinary Share shall be as set out in this Article
- 1.1 on a show of hands, every Shareholder holding one or more C Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, unless the proxy (in either case) or the representative is himself a member entitled to vote, shall have one vote, and
- 1 2 On a poll, every Shareholder holding one or more C Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote for each C Ordinary Share of which he is the holder
- 2 The provisions of Paragraph 3 shall apply if at any time (without Investor Consent)
- 2 1 there has been proposed a resolution for the winding-up of the Company, a resolution for a reduction in the capital of the Company or a resolution varying any of the rights attaching to the Ordinary Shares, or
- 2 2 In the reasonable opinion of the Investor, the Company and/or any other Group Company is in material breach of any of the terms on which banking facilities or bank loans have been made available to the Group pursuant to the Financing Documents and that breach constitutes an Event of Default pursuant to such Financing Documents and such Event of Default is not otherwise waived by the relevant lender, or
- 2 3 If a proposed Quotation has been approved by the Board (with Investor Consent and Manager Majority Consent), in respect of any resolution required in connection with any bona fide reorganisation (including an increase in share capital and authority to allot and/or issue shares free of pre-emption rights) of the share capital of the Company which is necessary or required in order to effect the Quotation and which takes place immediately prior to such Quotation provided that the relative Economic Rights of the holders of Ordinary Shares are unaffected as a result of the reorganisation (ignoring, for the avoidance of doubt, any issue of shares at the Quotation price); or
- 2.4 if a proposed Refinancing has been approved by the Board (with Investor Consent and Manager Majority Consent), in respect of any resolution required in connection with any bona fide reorganisation (including an increase in share capital and authority to allot and/or issue shares free of pre-emption rights) of the share capital of the Company which is necessary or required in order to effect the Refinancing and which takes place immediately prior to such Refinancing provided that the relative Economic Rights of the holders of Ordinary Shares are unaffected as a result of the reorganisation

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Annual Return

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

Statement of capital (Voting rights)

Class of share

C ORDINARY

Voting rights

- 3 If, pursuant to Paragraph 2, the provisions of this Paragraph 3 apply, then any Ordinary Shares which are not Investor Shares shall cease to entitle each holder thereof to attend and vote (whether on a show of hands or on a poll) at any general meeting of the Company.
- 4 The provisions of Paragrah 2 shall
- 4 1 in the case of Paragrah 2 1, Paragrah 2.3 and Paragrah 2 4 only apply in relation to such resolution as is there mentioned, and
- $4\ 2$ in the case of Paragrah $2\ 2$, continue for so long as such breach subsists.
- 5 For the avoidance of doubt, the provisions in Article 6 4 shall enable the holders of any Investor Shares in issue from time to time together
- 5.1 to pass written resolutions of the Company in accordance with the provisions of the Act; and
- 5.2 to consent to the holding of a general meeting of the Company on short notice in accordance with the provisions of the Act, in either case, on the basis that all such holders would constitute the only Shareholders who would be entitled to attend and vote at a general meeting of the Company.
- 6 The provisions of Paragraph 7 shall apply if at any time (without Investor Consent) any person becomes a Leaver.
- 7 If, pursuant to Paragraph 6, the provisions of this Paragraph apply
- 7 1 the Shares which such person holds or to which he is entitled, and
- $7\ 2$ any Shares formerly held by such person which have been transferred either in breach of the provisions of these Articles or in accordance with Article 11 (Permitted Transfers),
- shall immediately cease to entitle the holders thereof to attend and vote (whether on a show of hands or on a poll) at any general meeting or at any separate class meeting of the Company.
- 8 The provisions of Paragraph 7 shall continue to apply until such time as the Shares in question are no longer held by a Leaver

AR01 - continuațion page Annual Return

- 4	Statement of capital (Voting rights)
lass of share	DEFERRED SHARES
oting rights	The Deferred Shares will entitle the holders thereof to receive notice of all general meetings but will not entitle the holders to attend or vote at any general meeting

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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

Definitions

Voting rights

Economic Rights means in relation to any Ordinary Shares the economic rights (as determined from time to time) attaching to such shares calculated by reference to the entitlements to share in any return of capital in accordance with Article 5 2

Financing Documents still have the same meaning as set out in the Investment Agreement

Group means the Company and any company which is a subsidiary undertaking of the Company from time to time and references to "**Group Company**" and "members of the **Group**" shall be construed accordingly

Investor Consent shall meanthe giving of a written consent or direction by the holders of in excess of 50% in nominal value of the A Ordinary Shares in issue from time to time, provided that for so long as there is an Investor Director, any such consent or direction required or permitted to be given under these Articles shall be validly given if given by the Investor Director or, if at any time there is more than one Investor Director, a majority of the Investor Directors.

Investor means any person who is or becomes an Investor for the purposes
of the Investment Agreement and "Investors" shall be construed
accordingly

Leaver shall mean.

- (a) any Shareholder who ceases, or has ceased, to be a Relevant Employee,
- (b) any Shareholder who is a Family Member of any person who ceases to be a Relevant Employee;
- (c) any Shareholder who is the trustee of a Family Trust of any person who ceases to be a Relevant Employee in respect of the Shares held on behalf of such person or on behalf of any Family Member of such person,
- (d) any Shareholder (not being an Investor) holding Shares as a result of a transfer made after the date of the adoption of these Articles by a person in relation to whom such Shareholder was a permitted transferee under the provisions of Article 11 (Permitted Transfers) who ceases to be a permitted transferee in relation to such person, including, without limitation, any Shareholder who ceases to be the spouse of a Relevant Employee;

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Annual Return

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

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Statement of capital (Voting rights)

Class of share

Definitions

Voting rights

- (e) any person who becomes entitled to any Shares:
 - (1) on the death of a Shareholder;
 - (ii) on the bankruptcy of a Shareholder (if an individual) or the receivership, administrative receivership, administration, liquidation or other arrangement for the winding-up (whether solvent or insolvent) of a Shareholder (if a company), or (iii) on the exercise of an option after ceasing to be a Relevant Employee, or
- (f) any Shareholder holding Shares as a nominee for any person who ceases, or who has ceased, to be a Relevant Employee in respect of the Shares held on behalf of such person

Manager Majority Consent means the prior written consent or direction of at least two Manager Representatives (unless there is only one Manager Representative duly appointed, in which case his sole consent or direction shall be sufficient) and if and for so long as no Manager Representative is duly appointed, no Manager Majority Consent to an act or omission is required and no Manager Majority Consent can be given (notwithstanding any other provision of these Articles)

Ordinary Shares means the A Ordinary Shares and the C Ordinary Shares.

Quotation means the admission of any part of the issued share capital of the Company to the Official List of the Financial Services Authority and to trading on the London Stock Exchange's market for listed securities or to trading on the Alternative Investment Market of the London Stock Exchange or on any other recognised investment exchange (as defined in section 285(1) of the FSMA).

Refinancing means any alteration of the equity and/or the debt structure of the Group for the purpose of enabling cash to be returned to the holders of the Shares

Shareholder means any holder of any Share from time to time

Annual Return

Part 5	Signature	
	This must be completed by all companies.	Societas Europaea If the form is being filed on behalf
	I am signing this form on behalf of the company	of a Societas Europaea (SE) please
Signature	× Signature ×	of which organ of the SE the person signing has membership Person authorised Under either section 270 or 274 of the Companies Act 2006
	This form may be signed by Director ①, Secretary, Person authorised ②, Chanty commission receiver and manager, CIC manager, Judicial factor	

AR01 Annual Return (For returns made up to a date on or after 1 October 2011) **Presenter information** Important information Please note that all information on this form will You do not have to give any contact information, but if appear on the public record. 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 How to pay Contact name co admin / CAM A fee is payable on this form. Make cheques or postal orders payable to Travers Smith LLP 'Companies House' For information on fees, go to www.companieshouse.gov.uk Address 10 Snow Hill $oldsymbol{\Sigma}$ Where to send You may return this form to any Companies House address, however for expediency we advise you to Post town London return it to the appropriate address below: County/Region For companies registered in England and Wales The Registrar of Companies, Companies House, Postcode Crown Way, Cardiff, Wales, CF14 3UZ Country DX 33050 Cardiff DX For companies registered in Scotland: The Registrar of Companies, Companies House, Telephone 020 7295 3000 Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF Checklist DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post) We may return forms completed incorrectly or with information missing. For companies registered in Northern Ireland: The Registrar of Companies, Companies House, Please make sure you have remembered the Second Floor, The Linenhall, 32-38 Linenhall Street, following. Belfast, Northern Ireland, BT2 8BG [7] That if the made up date of the return is any earlier DX 481 N R Belfast 1 than 1 October 2011, you must complete the appropriate form AR01 Further information The company name and number match the information held on the public Register For further information, please see the guidance notes You have completed your principal business activity on the website at www companieshouse gov uk You have not used this form to make changes to the or email enquiries@companieshouse gov uk registered office address You have not used this form to make changes to This form is available in an secretary and director details alternative format. Please visit the You have fully completed the Statement of capital (if applicable) forms page on the website at You have signed the form www.companieshouse.gov.uk You have enclosed the correct fee