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363a

Please complete in typescript,  
or in bold black capitals.

## Annual Return

CHFP010

Company Number

06569622

Company Name in full

Talaris Topco Limited

### Date of this return

The information in this return is made up  
to

Day		Month		Year			
1	7	0	4	2	0	0	9

### Date of next return

If you wish to make your next return to a  
date earlier than the anniversary of this  
return please show the date here.  
Companies House will then send a form at  
the appropriate time.

Day		Month		Year			

### Registered Office

Show here the address at the date of  
this return.

Talaris House, Crockford Lane, Chineham Business Park

Any change of  
registered office must  
be notified on form  
287.

Post town

Basingstoke

County / Region

Hampshire

UK Postcode

RG24 8QZ

### Principal business activities

Show trade classification code number(s)  
for the principal activity or activities.

2956

If the code number consists of more than one digit, please  
indicate the principal activity by a bold number.



LD5 26/05/2009 212  
COMPANIES HOUSE

LD4 12/05/2009 85  
COMPANIES HOUSE

When you have completed and signed the form please send it to the  
Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland  
DX ED235 Edinburgh 1  
or LP-4 Edinburgh 2

**Register of members**

If the register of members is not kept at the registered office, state here where it is kept.

Post town

County / Region

UK Postcode

**Register of Debenture holders**

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state here where it is kept.

Post town

County / Region

UK Postcode

**Company type**

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

☐☒☐☐☐☐☐☐

Please tick the appropriate box

**Company Secretary**

\* Voluntary details.

(Please photocopy this area to provide details of joint secretaries).

Name

\* Style / Title

Forename(s)

Gary

Surname

Cust

Address ††

27 Kidmore Road, Caversham

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Post town

Reading

County / Region

UK Postcode

RG4 7LR

Country

United Kingdom

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

Details of a new company secretary must be notified on form 288a.

**Directors**

Please list directors in alphabetical order.

\* Voluntary details.

**Name**

\* Style / Title

Details of new directors must be notified on form 288a

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Day Month Year

Date of birth

0 1 0 7 1 9 6 4

Forename(s) Andrew

Surname Burgess

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Address ††

Wix Farm, Epsom Road

Post town West Horsley

County / Region Surrey

UK Postcode KT24 6DX

Country

Nationality British

Business occupation ~~Director~~ Managing Director**Directors**

Please list directors in alphabetical order.

\* Voluntary details.

**Name**

\* Style / Title

Details of new directors must be notified on form 288a

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Day Month Year

Date of birth

2 0 0 7 1 9 6 5

Forename(s) Tracey

Surname Graham

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Address ††

11 Grove Shaw

Post town Kingswood

County / Region Surrey

UK Postcode KT20 6QL

Country

Nationality British

Business occupation Director

**Directors**

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

\* Voluntary details.

**Name**

\* Style / Title

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Day Month Year

Date of birth

0 3 0 2 1 9 5 7

Forename(s) Paul

Surname Heiden

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.



Address ††

Talaris House, Crockford Lane, Chineham Business Park

Post town Basingstoke

County / Region Hampshire

UK Postcode RG24 8QZ

Country United Kingdom

Nationality British

Business occupation Company Director

**Directors**

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

\* Voluntary details.

**Name**

\* Style / Title

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Day Month Year

Date of birth

2 4 0 3 1 9 7 5

Forename(s) Charles Richard Arklay

Surname Steel

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.



Address ††

Flat 4, 7 Kensington Church Street

Post town London

County / Region

UK Postcode W8 4LF

Country

Nationality British

Business occupation ~~Director~~ Private Equity

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**Directors**

Please list directors in alphabetical order.

\* Voluntary details.

**Name**

\* Style / Title

Mr

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Day Month Year

Date of birth

3 1 0 7 1 9 6 3

Forename(s) Michael Patrick

Surname Wilson

†† Tick the box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Address ††

60 Aldershot Road

Post town Fleet

County / Region Hampshire

UK Postcode GU51 3FT

Country

Nationality British

Business occupation

~~Manager~~

Director

**Directors**

Please list directors in alphabetical order.

\* Voluntary details.

**Name**

\* Style / Title

In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Day Month Year

Date of birth

Forename(s)

Surname

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☐

Address ††

Post town

County / Region

UK Postcode

Country

Nationality

Business occupation

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**Issue share capital**

Enter details of all the shares in issue at the date of this return.

Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)
'A' Ordinary Shares	500,000	£500,000.00
'B' Ordinary Shares	3,500,000	£3,500,000.00
Ordinary Shares	0	£0.00
Preference Shares of £1 each	128,899,777	£128,899,777.00
<b>Totals</b>	<b>132,899,777</b>	<b>132,899,777.00</b>

**Traded public companies**

A traded public company means a company any of whose shares are shares admitted to trading on a regulated market

Please tick this box if your company was a traded public company at any time during the period of this return

☐**List of past and present shareholders**

(use attached schedule where appropriate)

Private or non-traded public companies are required to provide a "full list" if one was not included with either of the last two returns.

Traded public companies are required to provide a list of shareholders who held at least 5% of the issued shares of any share class if a list was not provided with either of the last two returns.

Please tick the appropriate box below:

A full list of shareholders for a private or non-traded public company is enclosed. **Please complete Schedule A.**on paper ☒ in another format ☐☒☐A list of shareholders holding at least 5% of the issued shares of any share class for a traded public company is enclosed. **Please complete Schedule B.**☐☐

A list containing shareholder changes is enclosed

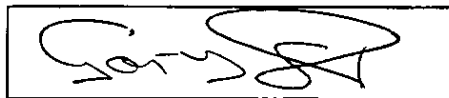
☐☐→ For private or non-traded public companies, **please complete Schedule A**→ For traded public companies, **please complete Schedule B**

There were no shareholder changes in this period

☐**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed



Date

8<sup>th</sup> May 2009

† Please delete as appropriate.

† ( ~~director~~ / secretary)

When you have signed the return send it with the fee to the Registrar of Companies. Make cheques payable to Companies House.

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

This return includes

14

continuation sheets.

(enter number)

Talaris House, Crockford Lane, Chineham Business

Park, Basingstoke, Hampshire, RG24 8QZ, United Kingdom

Tel: 01256 368045

Tel | Fax: 01256 368001

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DX number | DX exchange |

**Schedule A**  
**for private or non-traded public companies**  
**List of past and present shareholders**

(Please use a continuation sheet if required)

CHFP010

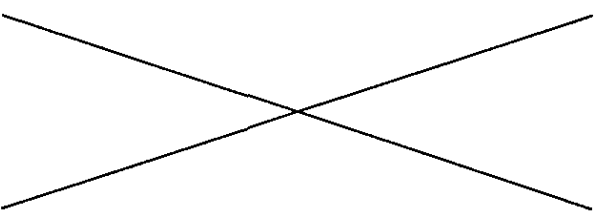
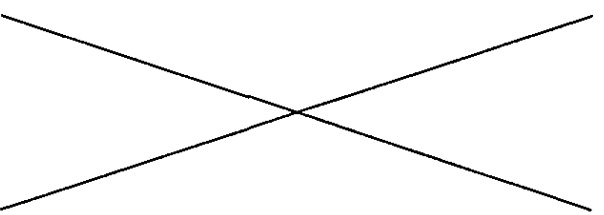
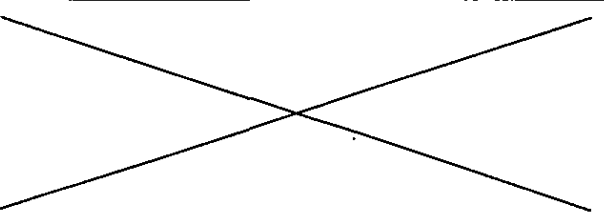
**Company Number** | 06569622

**Company Name in full** | Talaris Topco Limited

This must only be completed by private and public limited companies that have not traded on a regulated market

- > Changes 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 the company shareholders on:
  - The company's first annual return following incorporation
  - Every third annual return after a full list has been provided
- > List the company shareholders in alphabetical order to provide an index
- > List joint shareholders consecutively

**Do not give shareholder address information**

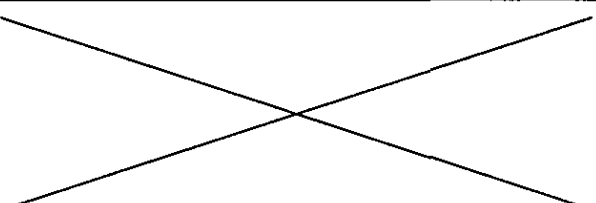
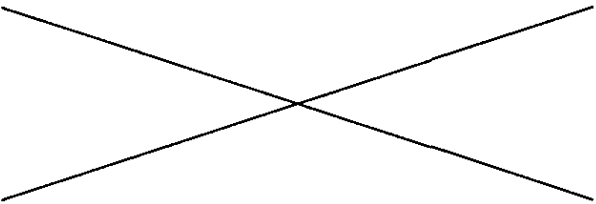
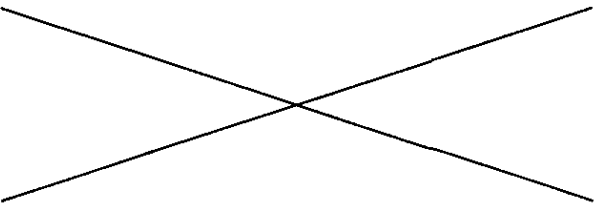
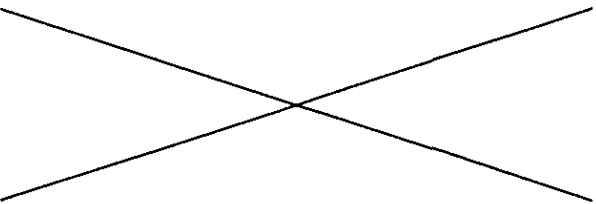
Shareholder's name only	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate)	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name Carlos Santamaria Aparicio  	£1.00 'A' Ordinary Shares  Shares Held 5,000		
Name Wilbert Bieleman  	£1.00 'A' Ordinary Shares  Shares Held 40,000		
Name Niklaus Blaser  	£1.00 'A' Ordinary Shares  Shares Held 0	5,000	23/02/2009

**Schedule A**  
**for private or non-traded public companies**  
**List of past and present shareholders**

(continuation sheet)

CHFP010

Company Number | 06569622

Shareholder's name only	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate)	Date of registration of transfer
Name Andrew John Brierley 	£1.00 'A' Ordinary Shares          Shares Held 0	32,500	12/11/2008
Name CEP III Participations S.a r.l. SICAR 	£1.00 'A' Ordinary Shares          Shares Held 92,500	5,000 5,000 5,000 5,000 5,000 5,000 5,000 7,500	22/12/2008 22/12/2008 22/12/2008 22/12/2008 22/12/2008 22/12/2008 22/12/2008 26/01/2009
Name 		5,000 5,000 5,000	23/03/2009 23/03/2009 02/04/2009
Name Gary Cust 	£1.00 'A' Ordinary Shares          Shares Held 5,000		

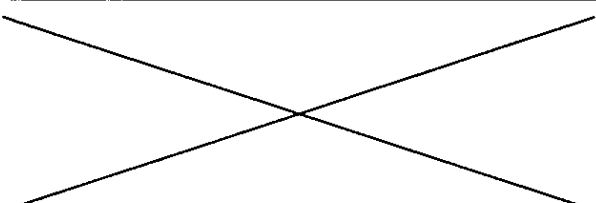
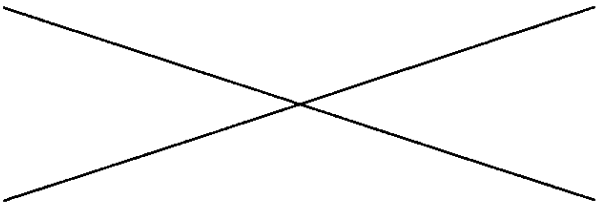
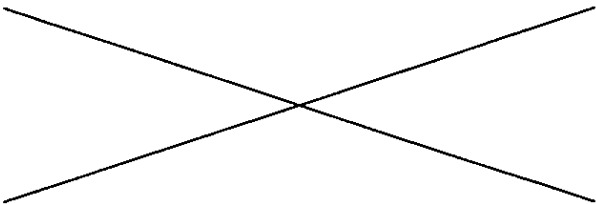
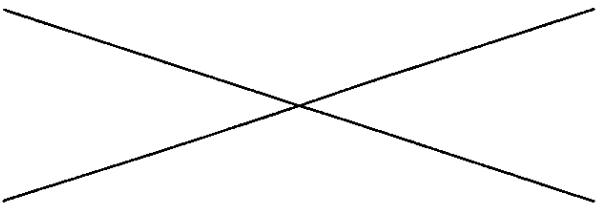


**Schedule A**  
**for private or non-traded public companies**  
**List of past and present shareholders**

(continuation sheet)

CHFP010

Company Number | 06569622

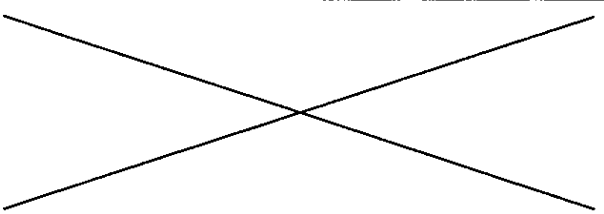
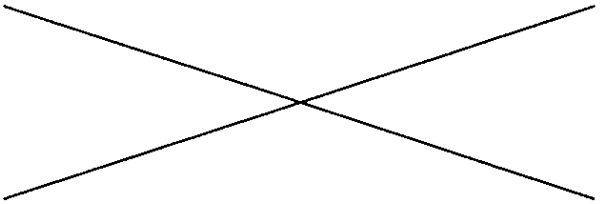
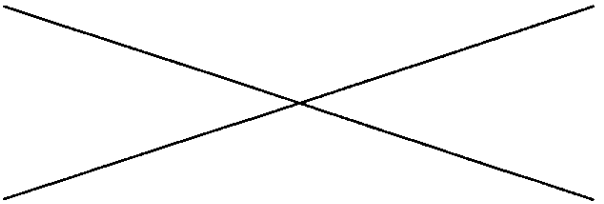
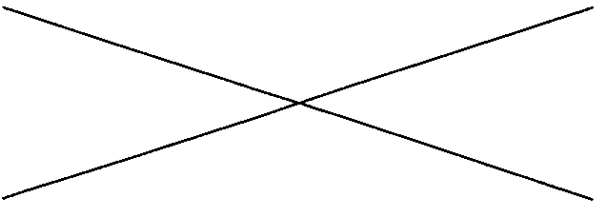
Shareholder's name only	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
Name Peter Karl Ekstrom 	£1.00 'A' Ordinary Shares     Shares Held 7,500		
Name Tracey Graham 	£1.00 'A' Ordinary Shares     Shares Held 100,000		
Name Malcolm McHutchinson 	£1.00 'A' Ordinary Shares     Shares Held 32,500		
Name Ruben Monje-Fierro 	£1.00 'A' Ordinary Shares     Shares Held 5,000		

**Schedule A**  
**for private or non-traded public companies**  
**List of past and present shareholders**

(continuation sheet)

CHFP010

Company Number | 06569622

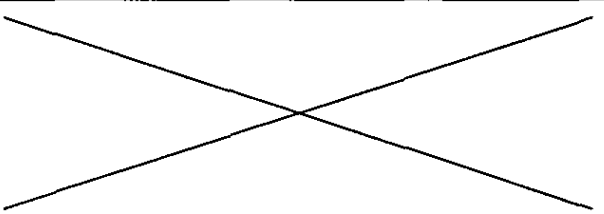
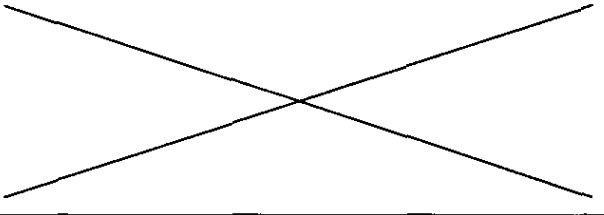
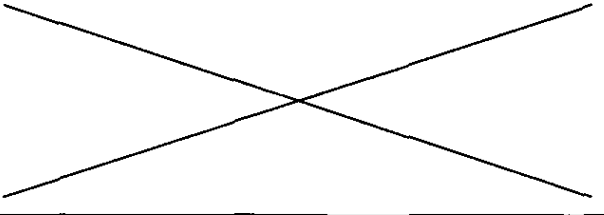
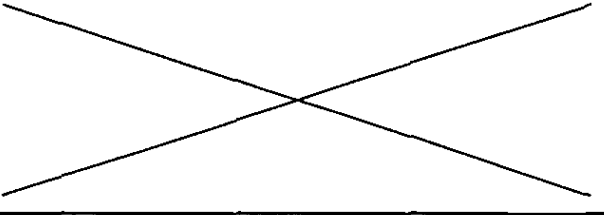
Shareholder's name only	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
Name Vincent Nakache 	£1.00 'A' Ordinary Shares     Shares Held 40,000		
Name Victoria Piercy 	£1.00 'A' Ordinary Shares     Shares Held 0	32,500	10/02/2009
Name Chris Taylor Reagan 	£1.00 'A' Ordinary Shares     Shares Held 40,000		
Name Andrew Shaw 	£1.00 'A' Ordinary Shares     Shares Held 5,000		

**Schedule A**  
**for private or non-traded public companies**  
**List of past and present shareholders**

(continuation sheet)

CHFP010

Company Number | 06569622

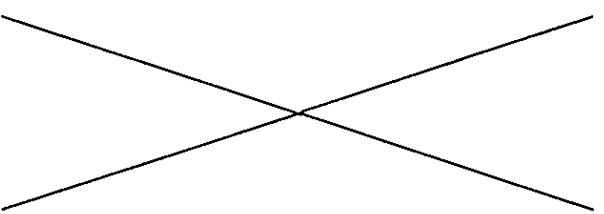
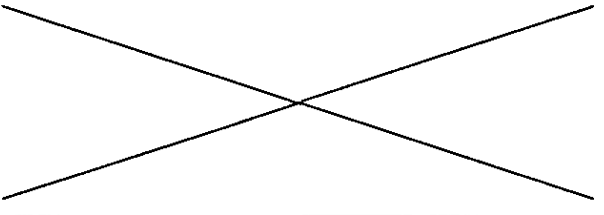
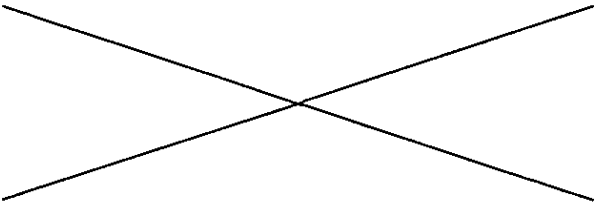
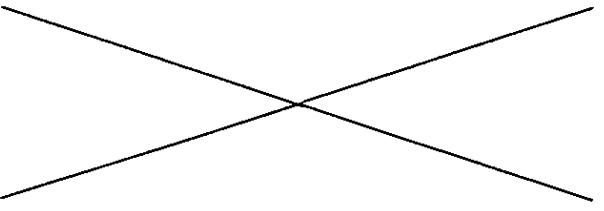
Shareholder's name only	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate) Class and number of shares or amount of stock transferred	Date of registration of transfer
Name John Smith  	£1.00 'A' Ordinary Shares   Shares Held 5,000		
Name Ben Thorpe  	£1.00 'A' Ordinary Shares   Shares Held 5,000		
Name Adrian John Trise  	£1.00 'A' Ordinary Shares   Shares Held 32,500		
Name Steven VanZee  	£1.00 'A' Ordinary Shares   Shares Held 5,000		

**Schedule A**  
**for private or non-traded public companies**  
**List of past and present shareholders**

(continuation sheet)

CHFP010

Company Number 06569622

Shareholder's name only	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred <i>(if appropriate)</i>	Date of registration of transfer
Name Pedro Viterbo 	£1.00 'A' Ordinary Shares           Shares Held 5,000		
Name David Wells 	£1.00 'A' Ordinary Shares           Shares Held 5,000		
Name Michael Patrick Wilson 	£1.00 'A' Ordinary Shares           Shares Held 70,000		
Name 			

**Schedule A**  
**for private or non-traded public companies**  
**List of past and present shareholders**

(Please use a continuation sheet if required)

CHFP010

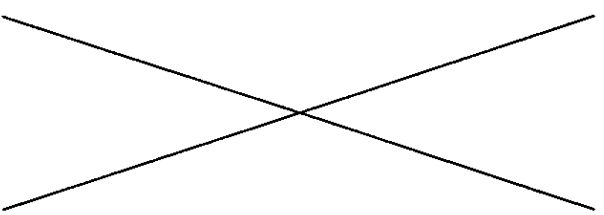
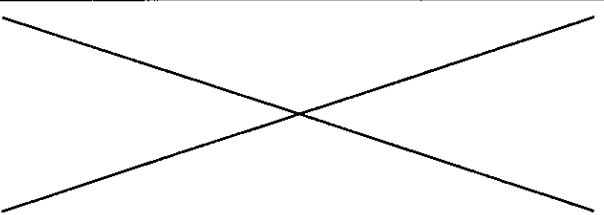
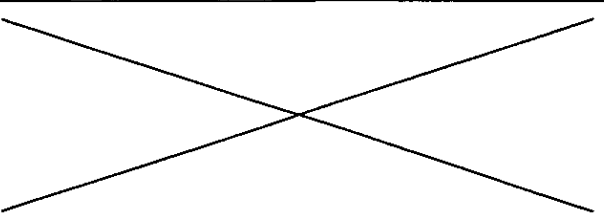
**Company Number** | 06569622

**Company Name in full** | Talaris Topco Limited

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  - Every third annual return after a full list has been provided
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- > List joint shareholders consecutively

**Do not give shareholder address information**

Shareholder's name only	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred <i>(if appropriate)</i>	Date of registration of transfer
Name CEP III Participations S.a r.l. SICAR 	£1.00 'B' Ordinary Shares  Shares Held 3,500,000		
Name 			
Name 			

**Schedule A**  
**for private or non-traded public companies**  
**List of past and present shareholders**

(Please use a continuation sheet if required)

CHFP010

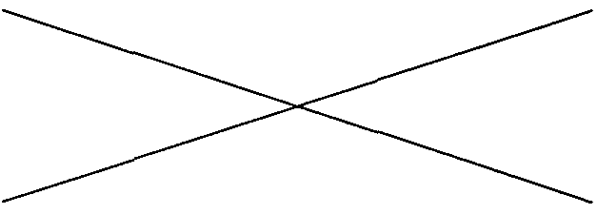
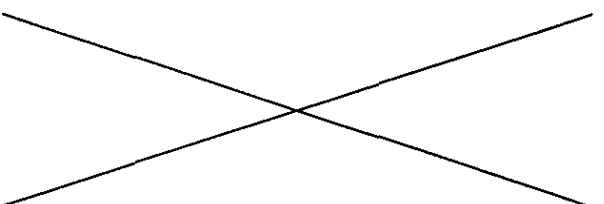
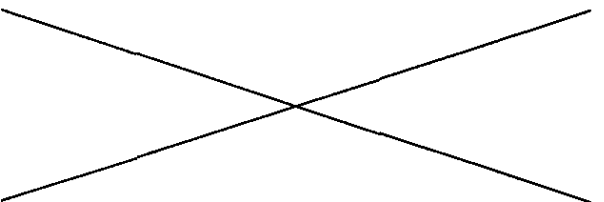
**Company Number** | 06569622

**Company Name in full** | Talaris Topco Limited

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**Do not give shareholder address information**

Shareholder's name only	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
Name Clifford Chance Nominees Limited	£1.00 Ordinary Shares	1	04/06/2008
	Shares Held 0		
Name 			
Name 			

**Schedule A**  
**for private or non-traded public companies**  
**List of past and present shareholders**

(Please use a continuation sheet if required)

CHFP010

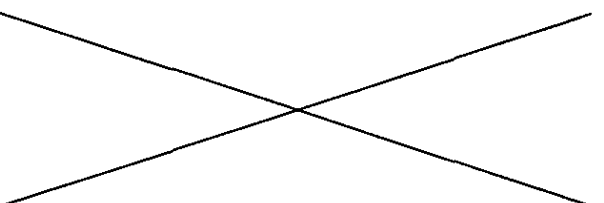
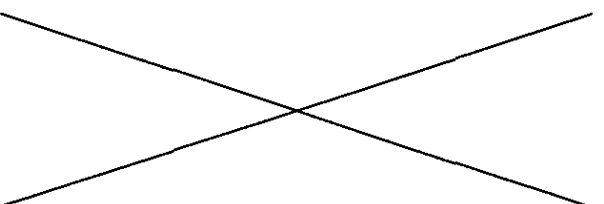
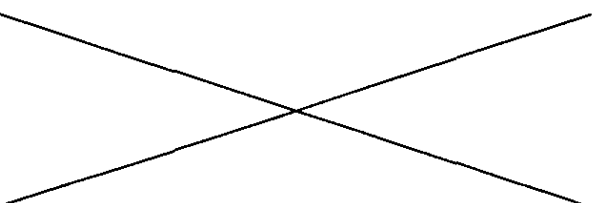
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**Company Name in full** | Talaris Topco Limited

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- List the company shareholders in alphabetical order to provide an index
- List joint shareholders consecutively

**Do not give shareholder address information**

Shareholder's name only	Shares or amount of stock transferred <i>(if appropriate)</i>		
	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name Carlos Santamaria Aparicio  	£1.00 Preference Shares of £1 each   Shares Held 5,000		
Name Wilbert Bieleman  	£1.00 Preference Shares of £1 each   Shares Held 40,000		
Name Niklaus Blaser  	£1.00 Preference Shares of £1 each   Shares Held 0	5,000	23/02/2009

**Schedule A**  
**for private or non-traded public companies**  
**List of past and present shareholders**

(continuation sheet)

CHFP010

Company Number | 06569622

Shareholder's name only	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate)	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
<div>Name</div> <div>Andrew John Brierley</div> <div></div>	<div>£1.00 Preference Shares of £1 each</div> <div></div> <div>Shares Held</div> <div>0</div>	<div>32,500</div>	<div>12/11/2008</div>
<div>Name</div> <div>CEP III Participations S.a r.l. SICAR</div> <div></div>	<div>£1.00 Preference Shares of £1 each</div> <div></div> <div>Shares Held</div> <div>128,492,277</div>	<div>5,000</div> <div>5,000</div> <div>5,000</div> <div>5,000</div> <div>5,000</div> <div>5,000</div> <div>5,000</div> <div>7,500</div>	<div>22/12/2008</div> <div>22/12/2008</div> <div>22/12/2008</div> <div>22/12/2008</div> <div>22/12/2008</div> <div>22/12/2008</div> <div>22/12/2008</div> <div>26/01/2009</div>
<div>Name</div> <div></div> <div></div>		<div>5,000</div> <div>5,000</div> <div>5,000</div>	<div>23/03/2009</div> <div>23/03/2009</div> <div>02/04/2009</div>
<div>Name</div> <div>Gary Cust</div> <div></div>	<div>£1.00 Preference Shares of £1 each</div> <div></div> <div>Shares Held</div> <div>5,000</div>		

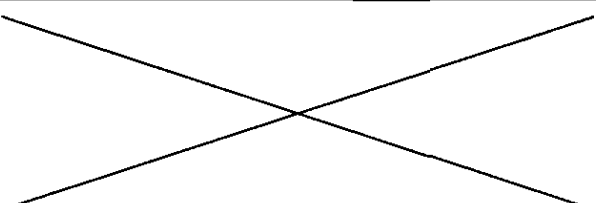
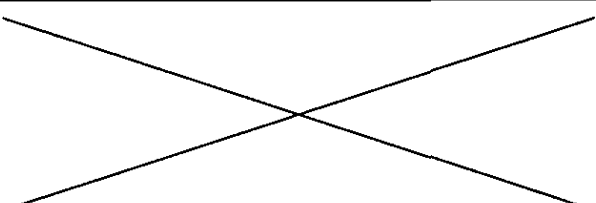
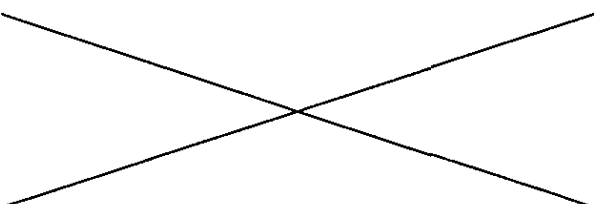
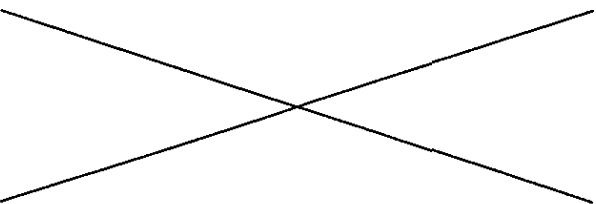


**Schedule A**  
**for private or non-traded public companies**  
**List of past and present shareholders**

(continuation sheet)

CHFP010

Company Number | 06569622

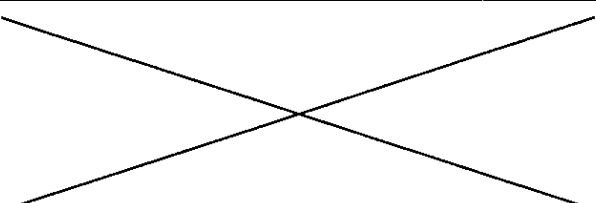
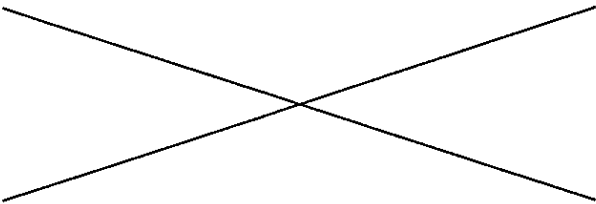
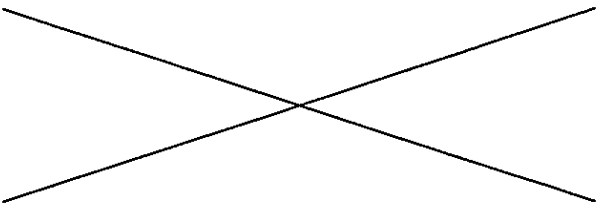
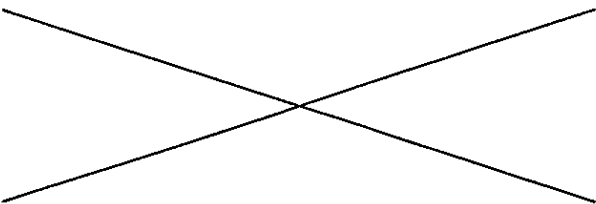
Shareholder's name only	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate) Class and number of shares or amount of stock transferred	Date of registration of transfer
Name Peter Karl Ekstrom 	£1.00 Preference Shares of £1 each     Shares Held 7,500		
Name Tracey Graham 	£1.00 Preference Shares of £1 each     Shares Held 100,000		
Name Malcolm McHutchinson 	£1.00 Preference Shares of £1 each     Shares Held 32,500		
Name Ruben Monje-Fierro 	£1.00 Preference Shares of £1 each     Shares Held 5,000		

**Schedule A**  
**for private or non-traded public companies**  
**List of past and present shareholders**

(continuation sheet)

CHFP010

Company Number | 06569622

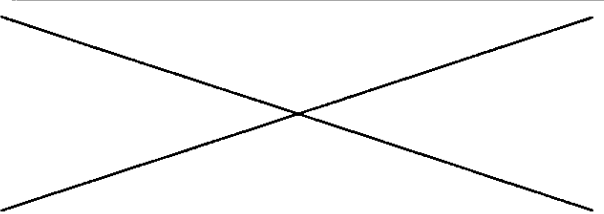
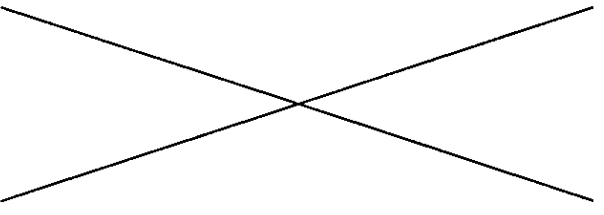
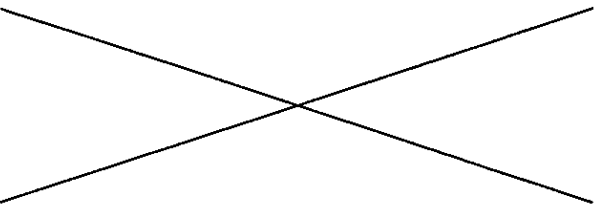
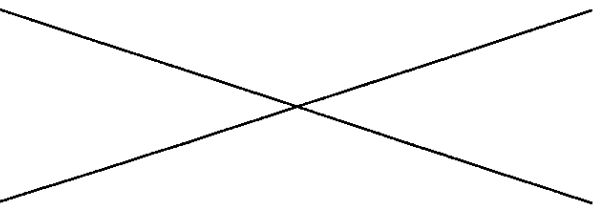
Shareholder's name only	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
Name Vincent Nakache 	£1.00 Preference Shares of £1 each    Shares Held 40,000		
Name Victoria Piercy 	£1.00 Preference Shares of £1 each    Shares Held 0	32,500	10/02/2009
Name Chris Taylor Reagan 	£1.00 Preference Shares of £1 each    Shares Held 40,000		
Name Andrew Shaw 	£1.00 Preference Shares of £1 each    Shares Held 5,000		

**Schedule A**  
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(continuation sheet)

CHFP010

Company Number 06569622

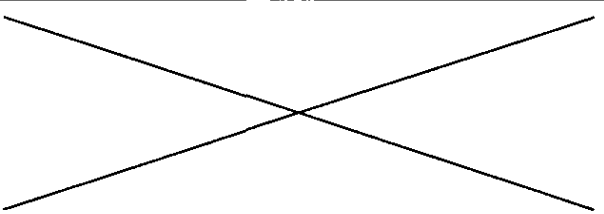
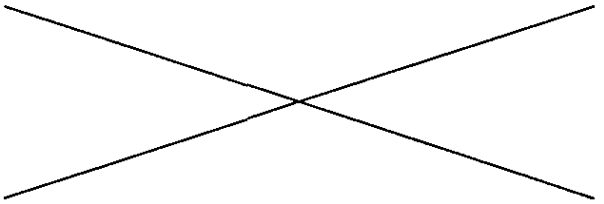
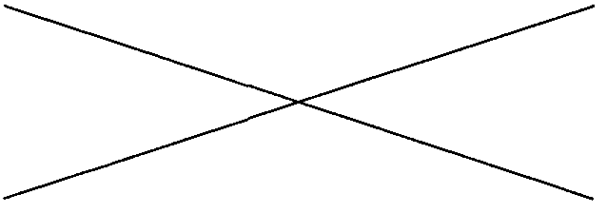
Shareholder's name only	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate) Class and number of shares or amount of stock transferred	Date of registration of transfer
Name John Smith 	£1.00 Preference Shares of £1 each     Shares Held 5,000		
Name Ben Thorpe 	£1.00 Preference Shares of £1 each     Shares Held 5,000		
Name Adrian John Trise 	£1.00 Preference Shares of £1 each     Shares Held 32,500		
Name Steven VanZee 	£1.00 Preference Shares of £1 each     Shares Held 5,000		

**Schedule A**  
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**List of past and present shareholders**

(continuation sheet)

CHFP010

Company Number | 06569622

Shareholder's name only	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
Name Pedro Viterbo 	£1.00 Preference Shares of £1 each     Shares Held 5,000		
Name David Wells 	£1.00 Preference Shares of £1 each     Shares Held 5,000		
Name Michael Patrick Wilson 	£1.00 Preference Shares of £1 each     Shares Held 70,000		
Name 