



Companies House

AR01 (ef)

Annual Return



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Company Name: **OPTIONS GROUP HOLDINGS LIMITED**

Company Number: **06909044**

Date of this return: **18/05/2014**

SIC codes: **70100**

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

Situation of Registered Office: **TURNPIKE GATE HOUSE ALCESTER HEATH
ALCESTER
WARWICKSHIRE
ENGLAND
B49 5JG**

Officers of the company

Company Director 1

Type: **Person**
Full forename(s): **MR GRAHAM**

Surname: **BAKER**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **12/07/1961** *Nationality:* **BRITISH**

Occupation: **CHARTERED ACCOUNTANT**

Company Director 2

Type: **Person**
Full forename(s): **MR DAVID NOEL CHRISTOPHER**

Surname: **GARMAN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **30/12/1951** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	ORDINARY A	<i>Number allotted</i>	700
		<i>Aggregate nominal value</i>	7
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0

Prescribed particulars

"A" ORDINARY SHARES SAVE FOR ANY DISENFRANCHISEMENT OF THE VOTING RIGHTS ATTACHING TO SUCH SHARES, THE "A" ORDINARY SHARES SHALL ENTITLE EACH HOLDER OF SUCH "A" ORDINARY SHARES TO RECEIVE NOTICE OF AND ATTEND AT ANY GENERAL MEETING OR ANY SEPARATE CLASS MEETING OF THE COMPANY AND HAVE ONE VOTE IN RESPECT OF EACH "A" ORDINARY SHARE HELD BY HIM (WHETHER ON A SHOW OF HANDS OR ON A POLL OR BY WRITTEN RESOLUTION). ANY DIVIDENDS DECLARED WILL BE DISTRIBUTED BETWEEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, AND "D" ORDINARY SHARES PRO RATA AS IF ONE CLASS OF SHARES. ON A RETURN OF CAPITAL, IF THERE ARE "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) IS EQUAL TO OR LESS THAN THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE SURPLUS ASSETS OF THE COMPANY REMAINING FOR DISTRIBUTION SHALL BE APPLIED AS FOLLOWS: 70% TO THE HOLDERS OF THE "A" ORDINARY SHARES PRO RATA; 25% TO THE HOLDERS OF THE "B" ORDINARY SHARES AND "D" ORDINARY SHARES PRO RATA AS IF ONE CLASS OF SHARES; AND 5% TO THE HOLDERS OF THE "C" ORDINARY SHARES PRO RATA. IF THERE ARE "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) BUT IS LESS THAN OR EQUAL TO THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 1.2 OF APPENDIX 2 TO THE ARTICLES. IF THERE ARE "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 1.3 OF APPENDIX 2 TO THE ARTICLES. IF THERE ARE NO "C" ORDINARY SHARES AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) IS EQUAL TO OR LESS THAN THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE SURPLUS ASSETS OF THE COMPANY REMAINING FOR DISTRIBUTION SHALL BE APPLIED AS FOLLOWS: 70% TO THE HOLDERS OF THE "A" ORDINARY SHARES PRO RATA; AND 30% TO THE HOLDERS OF THE "B" ORDINARY SHARES AND "D" ORDINARY SHARES PRO RATA AS IF ONE CLASS OF SHARES. IF THERE ARE NO "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) BUT IS LESS THAN OR EQUAL TO THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 2.2 OF APPENDIX 2 TO THE ARTICLES. IF THERE ARE NO "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 2.3 OF APPENDIX 2 TO THE ARTICLES. THE "A" ORDINARY SHARES ARE NON-REDEEMABLE.

Class of shares	ORDINARY B	<i>Number allotted</i>	220
		<i>Aggregate nominal value</i>	2.2
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0

Prescribed particulars

"B" ORDINARY SHARES SAVE FOR ANY DISENFRANCHISEMENT OF THE VOTING RIGHTS ATTACHING TO SUCH SHARES, THE "B" ORDINARY SHARES SHALL ENTITLE EACH HOLDER OF SUCH "B" ORDINARY SHARES TO RECEIVE NOTICE OF AND ATTEND AT ANY GENERAL MEETING OR ANY SEPARATE CLASS MEETING OF THE COMPANY AND HAVE ONE VOTE IN RESPECT OF EACH "B" ORDINARY SHARE HELD BY HIM (WHETHER ON A SHOW OF HANDS OR ON A POLL OR BY WRITTEN RESOLUTION). ANY DIVIDENDS DECLARED WILL BE DISTRIBUTED BETWEEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, AND "D" ORDINARY SHARES PRO RATA AS IF ONE CLASS OF SHARES. ON A RETURN OF CAPITAL, IF THERE ARE "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) IS EQUAL TO OR LESS THAN THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE SURPLUS ASSETS OF THE COMPANY REMAINING FOR DISTRIBUTION SHALL BE APPLIED AS FOLLOWS: 70% TO THE HOLDERS OF THE "A" ORDINARY SHARES PRO RATA; 25% TO THE HOLDERS OF THE "B" ORDINARY SHARES AND "D" ORDINARY SHARES PRO RATA AS IF ONE CLASS OF SHARES; AND 5% TO THE HOLDERS OF THE "C" ORDINARY SHARES PRO RATA. IF THERE ARE "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) BUT IS LESS THAN OR EQUAL TO THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 1.2 OF APPENDIX 2 TO THE ARTICLES. IF THERE ARE "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 1.3 OF APPENDIX 2 TO THE ARTICLES. IF THERE ARE NO "C" ORDINARY SHARES AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) IS EQUAL TO OR LESS THAN THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE SURPLUS ASSETS OF THE COMPANY REMAINING FOR DISTRIBUTION SHALL BE APPLIED AS FOLLOWS: 70% TO THE HOLDERS OF THE "A" ORDINARY SHARES PRO RATA; AND 30% TO THE HOLDERS OF THE "B" ORDINARY SHARES AND "D" ORDINARY SHARES PRO RATA AS IF ONE CLASS OF SHARES. IF THERE ARE NO "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) BUT IS LESS THAN OR EQUAL TO THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 2.2 OF APPENDIX 2 TO THE ARTICLES. IF THERE ARE NO "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 2.3 OF APPENDIX 2 TO THE ARTICLES. THE "B" ORDINARY SHARES ARE NON-REDEEMABLE.

Class of shares	ORDINARY C	<i>Number allotted</i>	50000500
		<i>Aggregate nominal value</i>	500005
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0

Prescribed particulars

"C" ORDINARY SHARES THE "C" ORDINARY SHARES CARRY NO RIGHTS ENTITLING THEIR HOLDERS TO RECEIVE NOTICE OF, ATTEND, SPEAK AT OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. THE "C" ORDINARY SHARES CARRY NO RIGHTS TO PARTICIPATE IN A DIVIDEND. ON A RETURN OF CAPITAL, IF THERE ARE "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) IS EQUAL TO OR LESS THAN THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE SURPLUS ASSETS OF THE COMPANY REMAINING FOR DISTRIBUTION SHALL BE APPLIED AS FOLLOWS: 70% TO THE HOLDERS OF THE "A" ORDINARY SHARES PRO RATA; 25% TO THE HOLDERS OF THE "B" ORDINARY SHARES AND "D" ORDINARY SHARES PRO RATA AS IF ONE CLASS OF SHARES; AND 5% TO THE HOLDERS OF THE "C" ORDINARY SHARES PRO RATA. IF THERE ARE "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) BUT IS LESS THAN OR EQUAL TO THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 1.2 OF APPENDIX 2 TO THE ARTICLES. IF THERE ARE "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 1.3 OF APPENDIX 2 TO THE ARTICLES. IF THERE ARE NO "C" ORDINARY SHARES AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) IS EQUAL TO OR LESS THAN THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE SURPLUS ASSETS OF THE COMPANY REMAINING FOR DISTRIBUTION SHALL BE APPLIED AS FOLLOWS: 70% TO THE HOLDERS OF THE "A" ORDINARY SHARES PRO RATA; AND 30% TO THE HOLDERS OF THE "B" ORDINARY SHARES AND "D" ORDINARY SHARES PRO RATA AS IF ONE CLASS OF SHARES. IF THERE ARE NO "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) BUT IS LESS THAN OR EQUAL TO THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 2.2 OF APPENDIX 2 TO THE ARTICLES. IF THERE ARE NO "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 2.3 OF APPENDIX 2 TO THE ARTICLES. THE "C" ORDINARY SHARES ARE NON-REDEEMABLE.

Class of shares	ORDINARY D	<i>Number allotted</i>	60
		<i>Aggregate nominal value</i>	0.6
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0

Prescribed particulars

"D" ORDINARY SHARES THE "D" ORDINARY SHARES CARRY NO RIGHTS ENTITLING THEIR HOLDERS TO RECEIVE NOTICE OF, ATTEND, SPEAK AT OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. ANY DIVIDENDS DECLARED WILL BE DISTRIBUTED BETWEEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, AND "D" ORDINARY SHARES PRO RATA AS IF ONE CLASS OF SHARES. ON A RETURN OF CAPITAL, IF THERE ARE "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) IS EQUAL TO OR LESS THAN THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE SURPLUS ASSETS OF THE COMPANY REMAINING FOR DISTRIBUTION SHALL BE APPLIED AS FOLLOWS: 70% TO THE HOLDERS OF THE "A" ORDINARY SHARES PRO RATA; 25% TO THE HOLDERS OF THE "B" ORDINARY SHARES AND "D" ORDINARY SHARES PRO RATA AS IF ONE CLASS OF SHARES; AND 5% TO THE HOLDERS OF THE "C" ORDINARY SHARES PRO RATA. IF THERE ARE "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) BUT IS LESS THAN OR EQUAL TO THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 1.2 OF APPENDIX 2 TO THE ARTICLES. IF THERE ARE "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 1.3 OF APPENDIX 2 TO THE ARTICLES. IF THERE ARE NO "C" ORDINARY SHARES AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) IS EQUAL TO OR LESS THAN THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE SURPLUS ASSETS OF THE COMPANY REMAINING FOR DISTRIBUTION SHALL BE APPLIED AS FOLLOWS: 70% TO THE HOLDERS OF THE "A" ORDINARY SHARES PRO RATA; AND 30% TO THE HOLDERS OF THE "B" ORDINARY SHARES AND "D" ORDINARY SHARES PRO RATA AS IF ONE CLASS OF SHARES. IF THERE ARE NO "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) BUT IS LESS THAN OR EQUAL TO THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 2.2 OF APPENDIX 2 TO THE ARTICLES. IF THERE ARE NO "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 2.3 OF APPENDIX 2 TO THE ARTICLES. THE "D" ORDINARY SHARES ARE NON-REDEEMABLE.

Class of shares	ORDINARY X	<i>Number allotted</i>	9
		<i>Aggregate nominal value</i>	0.09
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0

Prescribed particulars

"X" ORDINARY SHARES THE "X" ORDINARY SHARES CARRY NO RIGHTS ENTITLING THEIR HOLDERS TO RECEIVE NOTICE OF, ATTEND, SPEAK AT OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. THE "X" ORDINARY SHARES CARRY NO RIGHTS TO PARTICIPATE IN A DIVIDEND. ON A RETURN OF CAPITAL, IF THERE ARE "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) IS EQUAL TO OR LESS THAN THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE SURPLUS ASSETS OF THE COMPANY REMAINING FOR DISTRIBUTION SHALL BE APPLIED AS FOLLOWS: 70% TO THE HOLDERS OF THE "A" ORDINARY SHARES PRO RATA; 25% TO THE HOLDERS OF THE "B" ORDINARY SHARES AND "D" ORDINARY SHARES PRO RATA AS IF ONE CLASS OF SHARES; AND 5% TO THE HOLDERS OF THE "C" ORDINARY SHARES PRO RATA. IF THERE ARE "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) BUT IS LESS THAN OR EQUAL TO THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 1.2 OF APPENDIX 2 TO THE ARTICLES. IF THERE ARE "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 1.3 OF APPENDIX 2 TO THE ARTICLES. IF THERE ARE NO "C" ORDINARY SHARES AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) IS EQUAL TO OR LESS THAN THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE SURPLUS ASSETS OF THE COMPANY REMAINING FOR DISTRIBUTION SHALL BE APPLIED AS FOLLOWS: 70% TO THE HOLDERS OF THE "A" ORDINARY SHARES PRO RATA; AND 30% TO THE HOLDERS OF THE "B" ORDINARY SHARES AND "D" ORDINARY SHARES PRO RATA AS IF ONE CLASS OF SHARES. IF THERE ARE NO "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE FIRST THRESHOLD (AS DEFINED IN THE ARTICLES) BUT IS LESS THAN OR EQUAL TO THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 2.2 OF APPENDIX 2 TO THE ARTICLES. IF THERE ARE NO "C" ORDINARY SHARES IN ISSUE AND THE EXIT PROCEEDS (AS DEFINED IN THE ARTICLES) EXCEEDS THE SECOND THRESHOLD (AS DEFINED IN THE ARTICLES) THEN THE HOLDERS OF "A" ORDINARY SHARES, "B" ORDINARY SHARES, "C" ORDINARY SHARES, "D" ORDINARY SHARES AND "X" ORDINARY SHARES SHALL EACH BE ENTITLED TO A RETURN OF CAPITAL IN ACCORDANCE WITH PARAGRAPH 2.3 OF APPENDIX 2 TO THE ARTICLES. THE "X" ORDINARY SHARES ARE NON-REDEEMABLE.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	50001489
		<i>Total aggregate nominal value</i>	500014.89

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 18/05/2014 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

<i>Shareholding 1</i> <i>Name:</i>	: 609 ORDINARY A shares held as at the date of this return BARCLAYS CONVERTED INVESTMENTS (NO2) LTD
<i>Shareholding 2</i> <i>Name:</i>	: 91 ORDINARY A shares held as at the date of this return GLOBE NOMINEES LTD
<i>Shareholding 3</i> <i>Name:</i>	: 10 ORDINARY B shares held as at the date of this return CLIVE FIRMAN
<i>Shareholding 4</i> <i>Name:</i>	: 40 ORDINARY B shares held as at the date of this return SUZANNE GREEN
<i>Shareholding 5</i> <i>Name:</i>	: 60 ORDINARY B shares held as at the date of this return GRAHAM BAKER
<i>Shareholding 6</i> <i>Name:</i>	: 20 ORDINARY D shares held as at the date of this return RICHARD JONES
<i>Shareholding 7</i> <i>Name:</i>	: 10 ORDINARY D shares held as at the date of this return RUSSELL LEESE
<i>Shareholding 8</i> <i>Name:</i>	: 10 ORDINARY D shares held as at the date of this return DARREN GOODWIN
<i>Shareholding 9</i> <i>Name:</i>	: 10 ORDINARY D shares held as at the date of this return GRAHAM NORRIS
<i>Shareholding 10</i> <i>Name:</i>	: 52 ORDINARY B shares held as at the date of this return BARCLAYS CONVERTED INVESTMENTS (NO2) LIMITED
<i>Shareholding 11</i> <i>Name:</i>	: 43500435 ORDINARY C shares held as at the date of this return BARCLAYS UNQUOTED INVESTMENTS LIMITED
<i>Shareholding 12</i>	: 3 ORDINARY X shares held as at the date of this return

Name: **BARCLAYS CONVERTED INVESTMENTS (NO2) LIMITED**

Shareholding 13 : **15 ORDINARY B shares held as at the date of this return**
Name: **GLOBE NOMINEES LIMITED**

Shareholding 14 : **6500065 ORDINARY C shares held as at the date of this return**
Name: **GLOBE NOMINEES LIMITED**

Shareholding 15 : **1 ORDINARY X shares held as at the date of this return**
Name: **GLOBE NOMINEES LIMITED**

Shareholding 16 : **5 ORDINARY D shares held as at the date of this return**
Name: **ANTONIO BAILEY**

Shareholding 17 : **5 ORDINARY D shares held as at the date of this return**
Name: **IAN THORSTEINSSON**

Shareholding 18 : **43 ORDINARY B shares held as at the date of this return**
Name: **BARCLAYS UNQUOTED INVESTMENTS LIMITED**

Shareholding 19 : **5 ORDINARY X shares held as at the date of this return**
Name: **BARCLAYS UNQUOTED INVESTMENTS LIMITED**

Authorisation

Authenticated

This form was authorised by one of the following:

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