

AR01

Annual Return



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LASERFORM

042853 E40

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

You can use the WebFilli
Please go to www.companieshouse.gov.uk

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

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

SATURDAY



A33 21/05/2011 163
COMPANIES HOUSE
COMPANIES HOUSE

Part 1 Company details

The section must be completed by all companies.

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

All fields are mandatory unless
specified or indicated by *

A1 Company details

Company number 7 1 6 0 6 1 4
Company name in full ROC CAPITAL MANAGEMENT LIMITED

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

A2 Return date

Please give the annual return made up date. The return date must not be a future
date. The annual return must be delivered within 28 days of the date given below

Date of this return 21 07 2011

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 as
Companies House. You may choose
an earlier return date but it must not
be a later date

A3 Principal business activity

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

Classification code 1 3 6 1 4
Classification code 2 3 6 1 2
Classification code 3
Classification code 4

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

Principal activity
description

3 **Principal business activity**
You must provide a trade
classification code (SIC code) 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

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A4

Company type ①

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

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

① Company type

If you are unsure of your company type, please check your latest certificate of incorporation or our website
www.companieshouse.gov.uk

A5

Registered office address ②

Building name/number	NO 1
Street	ST PAUL'S SQUARE
Post town	LIVERPOOL
County/Region	
Postcode	L 3 9 S J

② Change of registered office

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

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

A6

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

Building name/number	
Street	
Post town	
County/Region	
Postcode	

③ SAIL address

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

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

A7

Location of company records ④

Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6:

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

④ Location of company records

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

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

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

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

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Corporate secretary

C1	Corporate secretary's details ①	
	Please use this section to list all the corporate secretaries of the company.	
Corporate body/firm name	ST PAULS SECRETARIES LIMITED	
Building name/number	NO. 1 ST PAUL'S SQUARE	
Street		
Post town	LIVERPOOL	
County/Region		
Postcode	L 3 9 S J	
Country	UK	
	① Corporate secretary appointments You cannot use this form to appoint a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return. Corporate secretary details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH04. This information will appear on the public record.	
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ③	ENGLAND/WALES	
Registration number	2631053	
	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
	④ Non EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.	

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Director

D1	Director's details ①	
	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	
Title *	MRS	
Full forename(s)	ADELE	
Surname	CALLAN	
Former name(s) ②		
Country/State of residence	UK	
Nationality	BRITISH	
Date of birth	<div>d1</div> <div>d8</div> <div>m0</div> <div>m3</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y9</div>	
Business occupation (if any)	DIRECTOR	

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

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

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

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ③	
Building name/number	50	
Street	FOUNTAIN STREET	
Post town	MANCHESTER	
County/Region		
Postcode	<div>M</div> <div>2</div> <div></div> <div>2</div> <div>A</div> <div>S</div> <div></div> <div></div>	
Country	UK	

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1 Director's details ①	
Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	
Title *	
Full forename(s)	KEVIN
Surname	DEVINE
Former name(s) ②	
Country/State of residence	UK
Nationality	BRITISH
Date of birth	d2 d5 m0 m2 y1 y9 y5 y4
Business occupation (if any)	DIRECTOR

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

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

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

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address ③	
Building name/number	50
Street	FOUNTAIN STREET
Post town	MANCHESTER
County/Region	
Postcode	M 2 2 A S
Country	UK

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1	Director's details ①	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	
Title *		
Full forename(s)	ANDREW	
Surname	WALL	
Former name(s) ②		
Country/State of residence	UK	
Nationality	BRITISH	
Date of birth	<div> <div>d1</div> <div>d9</div> <div>m0</div> <div>m3</div> <div>y1</div> <div>y9</div> <div>y5</div> <div>y9</div> </div>	
Business occupation (if any)	DIRECTOR	

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

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

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

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ③	
Building name/number	50	
Street	FOUNTAIN STREET	
Post town	MANCHESTER	
County/Region		
Postcode	<div> <div>M</div> <div>2</div> <div></div> <div>2</div> <div>A</div> <div>S</div> <div></div> <div></div> </div>	
Country	UK	

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Part 3 Statement of capital ①

Does your company have share capital?

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

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

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and the go to Section F4.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
ORDINARY A	£1.00		100000	£ 100,000.00
ORDINARY B	£1.00		12121	£ 12,121.00
ORDINARY C	£1.00		9091	£ 9,091.00
				£
Totals			121212	£ 121,212.00

F2 Share capital in other currencies

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

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

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

F3 Totals

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

Total number of shares 121,212.00

Total aggregate nominal value ⑤ £121,212.00

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

② Including both the nominal value and any share premium

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

③ Total number of issued shares in this class

Continuation Pages
Please use a Statement of Capital continuation page if necessary

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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

ORDINARY A

Voting rights

PLEASE SEE ATTACHED

Class of share

ORDINARY B

Voting rights

PLEASE SEE ATTACHED

Class of share

ORDINARY C

Voting rights

PLEASE SEE ATTACHED

Class of share

Voting rights

Part 4 Shareholders

Does your company have share capital?
→ Yes Complete the sections below.
→ No Go to Part 5 (Signature).

① This should reflect the shareholder details at the made up date of this annual return

G1

Traded public companies ②

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

② Traded company definition
A traded company means a company any of whose shares are admitted to trading on a regulated market.

G2

List of past and present shareholders

Private and 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 **Section G3**; or
- ☐ 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 **Section G4**.
- ☐ A list of shareholder changes is enclosed.
→ For private or non-traded public companies, please complete **Section G3**.
→ For traded public companies, please complete **Section G4**.
- ☐ There were no shareholder changes in this period.
→ Go to **Part 5 (Signature)**.

Please tick the appropriate box below to indicate the format of your shareholder details

- ☐ The list of shareholders is enclosed on paper
- ☐ The list of shareholders is enclosed in another format

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G3

Private or non-traded public companies - list of past and present shareholders

This section should only be completed by companies that have not traded on a regulated market at any time during the period of this return

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 'Private or non-traded public companies - list of past and present shareholders' continuation page if necessary

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
ANDREW WALL	ORDINARY	0	1	19 / 02 / 2010
OGIER NOMINEE HOLDINGS LTD	ORDINARY A ORDINARY C	100,000 9,091		/ /
H MORRIS & CO LIMITED	ORDINARY B	12,121		/ /
DAVID RAND	ORDINARY C	0	9,091	20 / 12 / 2010
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

Form SH01

Return of allotment of shares

(Continuation Sheet)

Word and expressions defined in the Articles of Association of the Company (adopted by the Company on 19 February 2010) have the same meaning in this document

1. Dividends

- 1 1 Subject to any restrictions on declaration of Dividends agreed between the Shareholders, and to Article 12 2 hereof, in respect of any Financial Year and if the Directors so resolve, the Available Profits of the Company shall be distributed among the holders of the Equity Shares (par passu as if they constituted Shares of the same class) pro rata to their respective holdings of Equity Shares
- 1 2 Subject to the Companies Acts, the Directors may pay interim dividends provided that the Available Profits of the Company justify the payment
- 1 3 Each dividend shall be distributed to the appropriate Shareholders pro rata according to the number of Shares held by them respectively and shall accrue daily (assuming a 365 day year) as well after as before the commencement of a winding up. All dividends are expressed net and shall be paid in cash

2. Liquidation Preference

On a return of assets on liquidation, capital reduction or otherwise (other than a conversion or purchase of Shares), the assets of the Company remaining after the payment of its liabilities shall be distributed (to the extent that the Company is lawfully able to do so) among the holders of the Equity Shares pro rata to the number of Equity Shares held, as if they all constituted shares of the same class

3. Exit Provisions

- 3 1 If an Exit occurs during the Restricted Period the proceeds of such Exit shall be distributed as follows

3 1 1 first in paying to the holder(s) of the B Shares a sum calculated using the following formula

$$BDA = A - (B + C) \times D\%$$

Where

BDA means the priority amount distributable to the holder(s) of the B Shares,

A means the aggregate consideration (including any deferred consideration) receivable by the holders of the Equity Shares (Equity Sellers) in cash or in specie for all their Equity Shares (before deducting fees, commission or other expenses attributable to the Exit but deducting any debts assumed, or to be discharged by the Equity Sellers or the Company in connection with the Exit),

B means the sum of £2,500,000 plus, if the Exit occurs in the period commencing on the second anniversary of the Adoption Date and ending on the third anniversary of the Adoption Date, a sum equal to 0.75% of Revenue (if any) at the date of the Exit or £50,000 whichever is the higher,

C means the reasonable costs and expenses incurred by the Equity Sellers in connection with the Exit, including without limitation professional fees and expenses and brokerage commissions,

D means

- (a) in the 12 month period from the Adoption Date to the first anniversary of the Adoption Date, 30%,
- (b) in the 12 month period commencing on the day after the first anniversary of the Adoption Date and ending on the second anniversary of the Adoption Date, 20%, and
- (c) in the 12 month period commencing on the day after the second anniversary of the Adoption Date and ending on the third anniversary of the Adoption Date, 10%,

312 second, in distributing the balance among the Equity Sellers pro rata to the number of Equity Shares held, as if they all constituted shares of the same class,

provided that in the case of an Exit resulting from the admission of the Equity Shares to listing on a recognised investment exchange ("Listing") then, to the extent that the holders of the Equity Shares (other than B shares) do not receive cash for their Shares, the BDA shall be satisfied by -

- (a) determining the sum payable in cash for BDA,
- (b) determining the number of shares which would, at the relevant admission price under the Listing, be issued to the holders of the Equity Shares on the Listing (adjusting for any sub-division and reclassification) ("Admission Shares"), and
- (c) allocating to the B Shareholders prior to the Listing, from the Equity Shares then in issue, such number of Equity Shares (valuing such shares at the admission price under the Listing) as will satisfy BDA, such allocation to be achieved by transfer of Equity Shares at nil cost to the B Shareholders

- 3 2 The BDA shall be agreed between the Equity Sellers, or in the absence of agreement within 20 Business Days of the date of the Exit, the Independent Expert shall be instructed to determine and report in writing on the value of the BDA within 30 Business Days of his appointment
- 3 3 The Equity Sellers shall be entitled to make submissions to the Independent Expert (including oral submissions) and shall provide the Expert with such assistance and documents as the Independent Expert may reasonably require for the purpose of reaching a decision
- 3 4 The Independent Expert shall act as an expert and not as an arbitrator and its decision shall be final and binding on the Equity Sellers in the absence of manifest error or fraud
- 3 5 The Independent Expert's fees and any costs properly incurred by it in arriving at its determination shall be borne by the Equity Sellers in such proportions as the Independent Expert directs, taking into account the conduct of the parties
- 3 6 If all or part of A is deferred, the BDA will be deferred in the same proportion and distributed within 2 Business Days of receipt of the deferred element
- 3 7 If an Exit occurs after the expiry of the Restricted Period, the proceeds of such Exit (after deducting all reasonable costs and expenses incurred by the Equity Sellers in connection with the Exit, including without limitation, professional fees and expenses and brokerage commissions) shall be distributed among the holders of the Equity Shares pro rata to the number of Equity Shares held, as if they all constituted shares of the same class
- 3 8 The Directors shall not register any transfer of Shares if the consideration payable (including any deferred consideration) whether in cash or otherwise to the Equity Sellers (Exit Proceeds) is not distributed in the manner provided in this article 11 provided that, if the Exit Proceeds are not settled in their entirety upon completion of the Exit
- 3 8 1 the Directors may register the transfer of the relevant Shares, provided that the Exit Proceeds due on the date of completion of the Exit have been distributed in the order of priority set out in this article 11, and
- 3 8 2 each Equity Seller shall take any reasonable action (to the extent lawful and within its control) to ensure that the balance of the Exit Proceeds are distributed in the order of priority set out in this article 11

4 Voting

- 4 1 Subject to any other provisions in these Articles concerning voting rights, each A Share shall carry the right to receive notice of and to attend, speak and vote at all general meetings of the Company
- 4 2 The B Shares and the C Shares shall carry the right to receive notice of and to attend and speak at all general meetings of the Company, but shall not carry any right to vote at any general meetings of the Company subject always in the case of the B Shares only, to the provisions of articles 12 2 and 12 3

-
- 4 3 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting
- 4 4 Model article 44(3) shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that model article
- 4 5 Model article 45(1) shall be amended by
- 4 5 1 the deletion of model article 45(1)(d) and its replacement with the words "is delivered to the company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate", and
- 4 5 2 the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the Directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that model article
-

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Part 5


Signature

This must be completed by all companies.

I am signing this form on behalf of the company

Signature

Signature

X  X
for St Pauls Secrecy Ltd.

This form may be signed by
Director ❶, Secretary, Person authorised ❷, Charity commission receiver and
manager, CIC manager, Judicial factor

❶ **Societas Europaea**
If the form is being filed on behalf
of a Societas Europaea (SE) please
delete 'director' and insert details
of which organ of the SE the person
signing has membership

❷ **Person authorised**
Under either section 270 or 274 of
the Companies Act 2006

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Presenter information

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

Contact name **ANN-MARIE MARTIN**

Company name
HILL DICKINSON LLP

Address **NO. 1 ST PAULS SQUARE**

Post town **LIVERPOOL**

County/Region

Postcode **L 3 9 S J**

Country

DX **14129 LIVERPOOL**

Telephone **0151 600 8658**



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed your principal business activity.
- ☐ You have not used this form to make changes to the registered office address.
- ☐ You have not used this form to make changes to secretary and director details.
- ☐ You have fully completed the Statement of capital (if applicable)
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

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



How to pay

A fee of £30 is payable to Companies House in respect of an Annual Return.

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk