

AR01

Annual Return

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



Companies House

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

You can use the WebFiling service to file this form online  
Please go to [www.companieshouse.gov.uk](http://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  
notice of changes to the  
officers, registered office or  
company type or information  
relating to the company re

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23/10/2012

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COMPANIES HOUSE

Part 1

Company details

The section must be completed by all companies

→ Filing in this form  
Please complete in typescript or in  
bold black capitals  
  
All fields are mandatory unless  
specified or indicated by \*

A1 Company details

Company number 0 7 7 7 4 3 5 1

Company name in full LONDON SQUARE DEVELOPMENTS (EQUITY) LIMITED

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

A2 Return date

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

If you would like the company's made up date to be earlier than 1 October 2011,  
please complete the AR01 appropriate for earlier made up dates.

Date of this return ② d 1 4 m 0 9 y 2 0 y 1 2

② Date of this return  
Your company's return date  
is usually the anniversary of  
incorporation or the anniversary  
of the last annual return filed at  
Companies House. You may choose  
an earlier return date but it must not  
be a later date.

A3 Principal business activity

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

Classification code 1	4	1	1	0	0
Classification code 2	4	1	2	0	2
Classification code 3	6	8	1	0	0
Classification code 4					

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

Principal activity  
description

③ Principal business activity  
You must provide a trade  
classification code (SIC code 2007)  
or a description of your company's  
main business in this section.  
  
A full list of the trade classification  
codes are available on our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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**A4****Company type<sup>1</sup>**

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

**<sup>1</sup> Company type**

If you are unsure of your company type, please check your latest certificate of incorporation or our website

[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A5****Registered office address<sup>2</sup>**

Building name/number THE COACH HOUSE 6 AND 8

Street SWAKELEYS ROAD

Post town UXBRIDGE

County/Region MIDDLESEX

Postcode U B 1 0 8 B G

**<sup>2</sup> 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)<sup>3</sup>**

Building name/number

Street

Post town

County/Region

Postcode

**<sup>3</sup> 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<sup>4</sup>**

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

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

**<sup>4</sup> 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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**Part 2****Officers of the company**

This section should include details of the company at the date to which this annual return is made up

- For a **secretary** who is an individual, go to **Section B1**
- For a **corporate secretary**, go to **Section C1**
- For a **director** who is an individual, go to **Section D1**
- For a **corporate director**, go to **Section E1**

**Continuation pages**

Please use a continuation page if you need to enter more officer details

**Secretary****B1****Secretary's details <sup>①</sup>**

Please use this section to list all the secretaries of the company  
For a corporate secretary, complete **Section C1-C4**

Title*	MR
Full forename(s)	ADAM PAUL
Surname	LAWRENCE
Former name(s) <sup>②</sup>	

**① Secretary appointments**

You may not use this form to appoint a secretary. To do this, please complete form **AP03** and submit it together with this annual return.

**Corporate details**

Please use **Section C1-C4** to enter corporate secretary details

**Secretary details**

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form **CH03**.

**② Former name(s)**

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

**B2****Secretary's service address <sup>③</sup>**

Building name/number	THE COMPANY'S REGISTERED ADDRESS
Street	
Post town	
County/Region	
Postcode	
Country	

**③ Service address**

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

This information will appear on the public record.

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**Corporate secretary****C1 Corporate secretary's details <sup>1</sup>**

Please use this section to list all the corporate secretaries of the company

Corporate body/firm  
name

Building name/number

Street

Post town

County/Region

Postcode

Country

**<sup>1</sup> 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 <sup>2</sup>**

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 <sup>3</sup>

Registration number

**<sup>2</sup> EEA**

A full list of countries of the EEA can be found in our guidance [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**<sup>3</sup>** 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 <sup>3</sup>If applicable, the  
registration number**<sup>3</sup> 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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### Annual Return

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#### Director

<b>D1</b>		<b>Director's details <sup>①</sup></b>																	
		Please use this section to list all the directors of the company <b>For a corporate director, complete Section E1-E4</b>																	
Title*	MR																		
Full forename(s)	STEPHEN CHARLES																		
Surname	CASEY																		
Former name(s) <sup>②</sup>																			
Country/State of residence	UK																		
Nationality	BRITISH																		
Date of birth	<table border="1"><tr><td>d</td><td>d</td><td>m</td><td>m</td><td>y</td><td>y</td><td>y</td><td>y</td></tr><tr><td>0</td><td>5</td><td>0</td><td>3</td><td>1</td><td>9</td><td>4</td><td>9</td></tr></table>			d	d	m	m	y	y	y	y	0	5	0	3	1	9	4	9
d	d	m	m	y	y	y	y												
0	5	0	3	1	9	4	9												
Business occupation (if any)	EXECUTIVE																		

**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.

<b>D2</b>		<b>Director's service address <sup>③</sup></b>									
Building name/number	THE COMPANY'S REGISTERED OFFICE										
Street											
Post town											
County/Region											
Postcode	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>										
Country											

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

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## Annual Return

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### Director

**D1**

#### Director's details <sup>①</sup>

Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4																	
Title*	MR																
Full forename(s)	ADAM PAUL																
Surname	LAWRENCE																
Former name(s) <sup>②</sup>																	
Country/State of residence	UK																
Nationality	BRITISH																
Date of birth	<table border="1"> <tr> <td>d</td><td>d</td><td>m</td><td>m</td><td>y</td><td>y</td><td>y</td><td>y</td> </tr> <tr> <td>2</td><td>0</td><td>0</td><td>3</td><td>1</td><td>9</td><td>7</td><td>0</td> </tr> </table>	d	d	m	m	y	y	y	y	2	0	0	3	1	9	7	0
d	d	m	m	y	y	y	y										
2	0	0	3	1	9	7	0										
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 <sup>③</sup>

Building name/number	THE COMPANY'S REGISTERED OFFICE								
Street									
Post town									
County/Region									
Postcode	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>								
Country									

#### ③ Service address

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

This information will appear on the public record.

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## Director

**D1**Director's details <sup>①</sup>

Please use this section to list all the directors of the company  
For a corporate director, complete Section E1-E4

Title*	MR
Full forename(s)	PETER
Surname	FORD
Former name(s) <sup>②</sup>	
Country/State of residence	UK
Nationality	BRITISH
Date of birth	<div>d</div> <div>2</div> <div>d</div> <div>0</div> <div>m</div> <div>0</div> <div>m</div> <div>4</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>5</div>
Business occupation (if any)	ACCOUNTANT

**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 <sup>①</sup>

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

**① 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 <sup>①</sup>**

	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4															
Title*	MR															
Full forename(s)	MARK ANDREW															
Surname	PAIN															
Former name(s) <sup>②</sup>																
Country/State of residence	UK															
Nationality	BRITISH															
Date of birth	d	1	d	5	m	0	m	3	y	1	y	9	y	6	y	1
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 <sup>③</sup>**

Building name/number	THE COMPANY'S REGISTERED OFFICE									
Street										
Post town										
County/Region										
Postcode										
Country										

**③ Service address**

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

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**Corporate director**

<b>E1</b>	<b>Corporate director's details <sup>①</sup></b>	<b>① Corporate director appointments</b> You cannot use this form to appoint a corporate director. To do this, please complete form AP02 and submit it together with this annual return.  <b>Corporate director details</b> All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH02.  This information will appear on the public record.
	Please use this section to list all the corporate director's of the company	
Corporate body/firm name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete <b>Section E3 only</b> → No Complete <b>Section E4 only</b>	
<b>E3</b>	<b>EEA companies <sup>②</sup></b>	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered <sup>③</sup>		
Registration number		
<b>E4</b>	<b>Non-EEA companies</b>	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered <sup>④</sup>		
If applicable, the registration number		

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**Part 3****Statement of capital <sup>1</sup>**

Does your company have share capital?

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

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

**F1 Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share <sup>2</sup>	Amount (if any) unpaid on each share <sup>2</sup>	Number of shares <sup>3</sup>	Aggregate nominal value <sup>4</sup>
A ORDINARY	£1 00		780,000	£ 780,000
B ORDINARY	£1 00		200,000	£ 200,000
A PREFERENCE	0 01P		25,622,679	£ 2,562 27
B PREFERENCE	99 99P		25,622,679	£ 25,620,116 73
<b>Totals</b>			52,225,358	£ 26,602,679 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	52,225,358
Total aggregate nominal value <sup>5</sup>	£26,602,679 00

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

<sup>2</sup> Including both the nominal value and any share premium

<sup>3</sup> Number of shares issued multiplied by nominal value of each share

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

<sup>4</sup> Total number of issued shares in this class

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(For returns made up to a date on or **after 1 October 2011**)**F4****Statement of capital (Voting rights)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

**A ORDINARY SHARES**

Voting rights

Dividend Rights

1 Subject to (i) the rights of B Preference Shares (defined as the cumulative redeemable preference shares of 99 99 pence each in the capital of the Company), (ii) the board of directors of the Company (or any duly authorised committee thereof) from time to time (the "Board") recommending payment of the same and (iii) Investor Consent, any available profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of share) according to the number of such shares held by the relevant shareholder at the relevant time (continued on continuation pages)

Class of share

**A PREFERENCE SHARES**

Voting rights

Dividend Rights

1 The A Preference Shares (defined as the redeemable preference shares of 0 01p each in the capital of the Company) do not carry dividend rights (continued on continuation pages)

Class of share

**B PREFERENCE SHARES**

Voting rights

(continued on continuation pages)

Class of share

**B ORDINARY SHARES**

Voting rights

Dividend Rights

1 Subject to (i) the rights of B Preference Shares, (ii) the Board recommending payment of the same and (iii) Investor Consent, any available profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary Shares and B Ordinary Shares (pari passu as if the same constituted one class of share) according to the number of such shares held by the relevant shareholder at the relevant time

(continued on continuation pages)

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**F4**

### Statement of capital (Voting rights)

Class of share	A ORDINARY SHARES
Voting rights	<p><b>Return of Capital Rights</b></p> <p>1 On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any shares), the surplus assets of the Company remaining after the payment of its liabilities (including, for the avoidance of doubt, any debts arising from non-payment of B Preference Dividends (see B Preference Share rights below)) shall be applied in the following order of priority</p> <p>a First, in accordance with the rights of A Preference Shares,</p> <p>b Second, in accordance with the rights of B Preference Shares, and</p> <p>c Third, the balance of such assets (if any) shall be distributed amongst the holders of the A Ordinary Shares and the B Ordinary Shares (pari passu as if the same constituted one class of shares) according to the amount paid up or credited as paid up on each such share</p> <p><b>Voting Rights</b></p> <p>1 On a written resolution, every shareholder holding one or more A Ordinary Shares on the date on which the resolution is circulated as required by the Companies Act 2006 (the "Act") shall, subject to sections 289 and 290 of the Act, have one vote for each A Ordinary Share held by him</p> <p>2 On a resolution to be passed at a general meeting of the Company on a show of hands, every qualifying person (as defined in section 318 (3) of the Act) present shall, subject to section 323 (4) of the Act, have one vote</p> <p>3 On a resolution to be passed at a general meeting of the Company 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</p> <p><b>Redemption Rights</b></p> <p>1 The A Ordinary Shares to do not carry redemption rights</p> <p><b>Rights on Sale</b></p> <p>1 In the event of a sale of the whole of the issued equity share capital of the Company to a single buyer or to one or more buyers as part of a single transaction ("Sale") then, notwithstanding anything to the contrary in the terms and conditions governing such Sale, upon an Investor Direction, the selling shareholders immediately prior to such Sale shall procure that the consideration (whenever received) shall be placed in a designated trustee account and shall be distributed amongst such selling shareholders in such amounts and in such order of priority as would be applicable on a return of capital (above)</p> <p><b>Note</b> (terms defined in the Continuation Pages of Return of Allotment of Shares (SH01) filed 7 March 2012)</p>

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

F4	Statement of capital (Voting rights)
Class of share	A PREFERENCE SHARES
Voting rights	<p>1 On a return of capital on liquidation or otherwise (exception on a redemption or purchase by the Company of any shares), the surplus assets of the Company remaining after the payment of its liabilities (including, for the avoidance of doubt, any debts arising from non-payment of B Preference Dividends) shall be applied</p> <p>a First, in priority to any payments made to holder of B Preference Shares, A Ordinary Shares and B Ordinary Shares, paying to each holder of A Preference Shares in respect of each A Preference Share of which it is the holder, an amount equal to (i) the Issue Price thereof and (ii) the Redemption Premium (defined as £2,858,661 divided by the total number of A Preference Shares in issue as at 18 November 2011)</p> <p>Voting Rights</p> <p>1 The A Preference Shares do not carry voting rights</p> <p>Rights on Sale</p> <p>1 In the event of a sale of the whole of the issued share capital of the Company to a single buyer or to one or more buyers as part of a single transaction ("Sale") then, notwithstanding anything to the contrary in the terms and conditions governing such Sale, upon an Investor Direction, the selling shareholders immediately prior to such Sale shall procure that the consideration (whenever received) shall be placed in a designated trustee account and shall be distributed amongst such selling shareholders in such amounts and in such order of priority as would be applicable on a return of capital (above)</p>

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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	A PREFERENCE SHARES
Voting rights	<p><b>Redemption Rights</b></p> <p>1 The A Preference Shares and the B Preference Shares (together the "Preference Shares") shall, subject to section 687 of the Act, be redeemed as follows</p> <p>a The Company shall redeem all of the Preference Shares then in issue on 31 March 2017,</p> <p>b The Company shall (unless directed to the contrary by an Investor Direction) redeem all the Preference Shares then in issue immediately prior to either a Sale or the admission of the whole of any class 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 AIM or on any other Recognised Stock Exchange ("Quotation"), and</p> <p>c Subject to Investor Consent, the Company may, at any time on not less than 25 business days' notice in writing to the holders of Preference Shares, redeem, in multiples of not less than 50,000 Preference Shares, such total number of Preference Shares as is specified in such notice, and, in each case, in the following order of priority</p> <p>i First, the A Preference Shares, and</p> <p>ii Second, following redemption of all A Preference Shares in issue, the B Preference Shares</p> <p>2 Notwithstanding point 1 of this section, the holders of the Preference Shares may require the Company, by serving on it a notice (a "Shareholder Redemption Notice") to redeem such amount of Preference Shares as is specified in the Shareholder Redemption Notice if, at any time, a Default Event has occurred or the Company is entitled to terminate Adam Lawrence's service agreement by reason of a repudiatory breach thereof by Adam Lawrence</p> <p>3 The holders of the Preference Shares shall be entitled to withdraw the Shareholder Redemption Notice if they serve the Company with written notice to that effect before the redemption takes place</p> <p>4 Where a Shareholder Redemption Notice has been duly given, the Company shall be obliged, subject to have sufficient available profits with which to redeem the same, to redeem the Preference Shares specified in the Shareholder Redemption Notice on the first business day following the receipt of such notice (which day shall be the date fixed for redemption)</p> <p>5 If the Company is unable, because of having insufficient available profits, to redeem in full the relevant number of Preference Shares on the date fixed for redemption, the Company shall redeem as many of such Preference Shares as can lawfully and properly be redeemed and the Company shall redeem the balance as soon as it is lawfully and properly able to do so</p> <p>6 If the Company is at any time redeeming less than all the Preference Shares from time to time in issue, the number of shares to be redeemed shall (subject to any contrary requirement in a Shareholder Redemption Notice) be apportioned between those holders of the Preference Shares then in issue pro rata according to the number of Preference Shares held by them respectively at the date fixed for redemption</p> <p>7 On the date fixed for redemption, each of the holders of the Preference Shares falling to be redeemed shall be bound to deliver to the Company, at the Company's registered office, the certificate(s) for such Preference Shares (or an indemnity, in a form reasonably satisfactory to the Board in respect of any lost certificate) in order that the same may be cancelled. Upon such delivery, the Company shall pay to the holder (or, in the case of any joint holders, to the holder whose name stands first in the Company's register of members in respect of such shares) the amount due to it in respect of such redemption against delivery of a proper receipt for the redemption monies</p> <p>8 There shall be paid on the redemption of each A Preference Share an amount equal to</p> <p>a The Issue Price thereof,</p> <p>b The Redemption Premium, and</p>

## AR01 - continuation page

### Annual Return

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

**F4**

#### Statement of capital (Voting rights)

Class of share

A PREFERENCE SHARES

Voting rights

c Such aggregate amount shall, subject to the Company having available profits or other monies which may be lawfully applied for such redemption, at that time become a debt due from and immediately payable by the Company to the holders of such Preference Shares

9 If the Company fails or is unable to redeem any of the Preference Shares in full on the date due for redemption for any reason whatsoever, all available profits (or other monies which may lawfully be applied of the purpose of redeeming shares) shall be applied first, in or towards, paying off all accruals and unpaid amounts of B Preference Dividend and thereafter in or towards redeeming all Preference Shares which have not been redeemed on or by the due date for redemption in accordance with this section

10 If the Company fails or is unable to redeem any of the Preference Shares in full on the date due for redemption for any reason whatsoever, all available profits (or other monies which may lawfully be applied of the purpose of redeeming shares) shall be applied first, in or towards, paying off all accruals and unpaid amounts of B Preference Dividend and thereafter in or towards redeeming all Preference Shares which have not been redeemed on or by the due date for redemption in accordance with this section

# AR01 - continuation page

## Annual Return

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

**F4**

### Statement of capital (Voting rights)

Class of share

BPREFERENCE SHARES

Voting rights

#### Dividend Rights

- 1 The Company shall, without resolution of the Board or of the Company in general meeting and before application of any profits to reserve or for any other purpose, accrue in respect of each B Preference Share a fixed cumulative preferential dividend at the annual rate of 10% of the Issue Price per share (excluding any associated tax credit) and which shall accrue daily and be calculated in respect of the period to such date assuming a 365 day year (the "B Preference Dividend")
- 2 In the event of a Sale or Quotation or earlier redemption of the relevant shares to the person registered as the holder of the relevant share or shares, any accrued but unpaid B Preference Dividend shall be deemed to accrue from day to day after as well as before the commencement of a winding up and shall therefore be payable by a liquidator in respect of any period after such commencement in priority to other claims or rights of shareholders in respect of share capital
- 3 The B Preference Dividend shall, provided the Company has sufficient available profits out of which to pay the same and notwithstanding that such dividend is expressed to be cumulative, automatically become a debt due from and immediately payable by the Company on the relevant payment date specified in 1 and 2 of this section

#### Return of Capital Rights

- 1 On a return of capital on liquidation or otherwise (exception on a redemption or purchase by the Company of any shares), the surplus assets of the Company remaining after the payment of its liabilities (including, for the avoidance of doubt, any debts arising from non-payment of B Preference Dividends) shall be applied
  - a First, in accordance with the rights of A Preference Shares, and
  - b Second, in priority to any payments made to holders of A Ordinary Shares and B Ordinary Shares, paying to each holder of B Preference Shares in respect of each B Preference Share of which it is the holder, an amount equal to (i) the Issue Price thereof and (ii) the aggregate amount of any accruals and/or unpaid amounts of B Preference Dividend (to be calculated down to an including the date of the return of capital and to be payable irrespective of whether such dividend would be unlawful by reason of there being insufficient available profits)



# AR01 - continuation page

## Annual Return

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

F4	Statement of capital (Voting rights)
Class of share	BPREFERENCE SHARES
Voting rights	<p>Voting Rights</p> <p>1 The B Preference Shares do not carry voting rights</p> <p>Redemption Rights</p> <p>1 The Preference Shares shall, subject to section 687 of the Act, be redeemed as follows</p> <p>a The Company shall redeem all of the Preference Shares then in issue on 31 March 2017,</p> <p>b The Company shall (unless director to the contrary by an Investor Direction) redeem all the Preference Shares then in issue immediately prior to either a Sale or a Quotation, and</p> <p>c Subject to Investor Consent, the Company may, at any time on not less than 25 business days' notice in writing to the holders of Preference Shares, redeem, in multiples of not less than 50,000 Preference Shares, such total number of Preference Shares as is specified in such notice, and, in each case, in the following order of priority</p> <p>i First, the A Preference Shares, and</p> <p>ii Second, following redemption of all A Preference Shares in issue, the B Preference Shares</p> <p>2 Notwithstanding point 1 of this section, the holders of the Preference Shares may require the Company, by serving on it a notice (a "Shareholder Redemption Notice") to redeem such amount of Preference Shares as is specified in the Shareholder Redemption Notice if, at any time, a Default Event has occurred or the Company is entitled to terminate Adam Lawrence's service agreement by reason of a repudiatory breach thereof by Adam Lawrence</p> <p>3 The holders of the Preference Shares shall be entitled to withdraw the Shareholder Redemption Notice if they serve the Company with written notice to that effect before the redemption takes place</p> <p>4 Where a Shareholder Redemption Notice has been duly give, the Company shall be obliged, subject to have sufficient available profits with which the redeem the same, to redeem the Preference Shares specified in the Shareholder Redemption Notice on the first business day following the receipt of such notice (which day shall be the date fixed for redemption)</p> <p>5 If the Company is unable, because of having insufficient available profits, to redeem in full the relevant number of Preference Shares on the date fixed for redemption, the Company shall redeem as many of such Preference Shares as can lawfully and properly be redeemed and the Company shall redeem the balance as soon as it is lawfully and properly able to do so</p> <p>6 If the Company is at any time redeeming less than all the Preference Shares from time to time in issue, the number of shares to be redeemed shall (subject to any contrary requirement in a Shareholder Redemption Notice) be apportioned between those holders of the Preference Shares then in issue pro rata according to the number of Preference Shares held by them respectively at the date fixed for redemption</p> <p>7 On the date fixed for redemption, each of the holders of the Preference Shares falling to be redeemed shall be bound to deliver to the Company, at the Company's registered office, the certificate(s) for such Preference Shares (or an indemnity, in a form reasonably satisfactory to the Board in respect of any lost certificate) in order that the same may be cancelled Upon such delivery, the Company shall pay to the holder (or, in the case of any join holders, to the holder whose name standards first in the Company's register of members in respect of such shares) the amount due to it in respect of such redemption against delivery of a proper receipt for the redemption monies</p>

# AR01 - continuation page

## Annual Return

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

### F4 Statement of capital (Voting rights)

Class of share	B PREFERENCE SHARES
Voting rights	<p>8 There shall be paid on the redemption of each B Preference Share an amount equal to</p> <p>a The Issue Price thereof,</p> <p>b In respect of the B Preference Shares only, all accruals and/or unpaid amounts of B Preference Dividend in respect thereof, calculated down to and including the date of actual payment, and</p> <p>c Such aggregate amount shall, subject to the Company having available profits or other monies which may be lawfully applied for such redemption, at that time become a debt due from and immediately payable by the Company to the holders of such Preference Shares</p> <p>9 If the Company fails or is unable to redeem any of the Preference Shares in full on the date due for redemption for any reason whatsoever, all available profits (or other monies which may lawfully be applied of the purpose of redeeming shares) shall be applied first, in or towards, paying off all accruals and unpaid amounts of B Preference Dividend and thereafter in or towards redeeming all Preference Shares which have not been redeemed on or by the due date for redemption in accordance with this section</p> <p>Rights on Sale</p> <p>1 In the event of a Sale then, notwithstanding anything to the contrary in the terms and conditions governing such Sale, upon an Investor Direction, the selling shareholders immediately prior to such Sale shall procure that the consideration (whenever received) shall be placed in a designated trustee account and shall be distributed amongst such selling shareholders in such amounts and in such order or priority as would be applicable on a return of capital (above)</p>

# AR01 - continuation page

## Annual Return

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

**F4**

### Statement of capital (Voting rights)

Class of share	B ORDINARY SHARES
Voting rights	<p><b>Return of Capital Rights</b></p> <p>1 On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any shares), the surplus assets of the Company remaining after the payment of its liabilities (including, for the avoidance of doubt, any debts arising from non-payment of B Preference Dividends) shall be applied in the following order of priority</p> <p>a First, in accordance with the rights of A Preference Shares,</p> <p>b Second, in accordance with the rights of B Preference Shares, and</p> <p>c Third, the balance of such assets (if any) shall be distributed amongst the holders of the A Ordinary Shares and the B Ordinary Shares (pari passu as if the same constituted one class of shares) according to the amount paid up or credited as paid up on each such share</p> <p><b>Voting Rights</b></p> <p>1 On a written resolution, every shareholder holding one or more B Ordinary Shares on the date on which the resolution is circulated as required by the Act shall, subject to sections 289 and 290 of the Act, have one vote for each B Ordinary Share held by him</p> <p>2 On a resolution to be passed at a general meeting of the Company on a show of hands, every qualifying person (as defined in the section 318 (3) of the Act) present shall, subject to section 323 (4) of the Act, have one vote, save that, subject always to the provisions of point 4 of this section</p> <p>3 On a resolution to be passed at a general meeting of the Company on a poll, every shareholder holding one or more B 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 B Ordinary Share of which he is the holder</p> <p>4 If at any time (without Investor Consent) a Default Event has occurred, then</p> <p>a The B Ordinary Shares shall cease to entitle each holder thereof to vote on any written resolution of the Company or to attend and vote (whether on a show of hands or on a poll) at any general meeting of the Company, and</p> <p>b If the Investors so direct by way of an Investor Direction news shares in the Company may be issued to the Investors, ranking ahead of or pari passu with the B Ordinary Shares, without the consent of the holders of the B Ordinary Shares</p> <p>5 The provisions of 6 shall apply if at any time (without Investor Consent) any shareholder (other than an Investor) is in material breach of the provisions of the Articles and/or the Investment Agreement, any Group Company is entitled to terminate any contract of employment by reason of a repudiatory breach thereof by a shareholder, or any person becomes a Leaver</p> <p>6 If the provisions of this section apply, the shares which such person holds or to which he is entitled and any shares formerly held by such person which have been transferred either in breach of the provision of the Articles 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</p> <p><b>Redemption Rights</b></p> <p>1 The B Ordinary Shares do not carry redemption rights</p>

## AR01 - continuation page

### Annual Return

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

**F4**

#### Statement of capital (Voting rights)

Class of share

B ORDINARY SHARES

Voting rights

##### Rights on Sale

1 In the event of a Sale then, notwithstanding anything to the contrary in the terms and conditions governing such Sale, upon an Investor Direction, the selling shareholders immediately prior to such Sale shall procure that the consideration (whenever received) shall be placed in a designated trustee account and shall be distributed amongst such selling shareholders in such amounts and in such order of priority as would be applicable on a return of capital (above)

AR01

Annual Return

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

## Part 4

## Shareholders

Does your company have share capital?

→ Yes go to **Section G1** 'Companies with share capital'

→ No Go to **Part 5 (Signature)**

### G1

### Companies with share capital

Question 1

Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below ❶

☒ No go to **Section G2** 'Past and present shareholders'

☐ Yes go to **Question 2**

Question 2

Please only refer to Question 2 below if you have answered 'Yes' to Question 1. If you answered 'No', please go to **Section G2** 'Past and present shareholders'

Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies? Please tick the appropriate box below ❷

☐ 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'**

❶ A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognized investment exchanges and regulated markets can be found at [www.fsa.gov.uk/register/exchanges.do](http://www.fsa.gov.uk/register/exchanges.do)

❷ DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%).

### G2

### List of past and present shareholders ❸

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)**

❸ This section only applies to companies answering 'No' in **Section G1**

## AR01

## Annual Return

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

G3

List of past and present shareholders <sup>1</sup>

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

<sup>1</sup> Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

**Further shareholders**

Please use a 'List of past and present shareholders' continuation page if necessary

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

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
SEE LIST ATTACHED				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

Shareholder's Name	Number of Shares	Share Type	Shares Transferred	Date
Travers Smith Limited	1	A Ordinary (formerly Ordinary)	1	18/11/2011
Travers Smith Secretaries Limited	1	A Ordinary (formerly Ordinary)	1	18/11/2011
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'A'	244,920	A Ordinary		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'A'	8,045,521	A Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'A'	8,045,521	B Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'B'	32,448	A Ordinary		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'B'	1,065,903	A Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'B'	1,065,903	B Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'C'	239,928	A Ordinary		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'C'	7,881,546	A Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'C'	7,881,546	B Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'D'	75,504	A Ordinary		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'D'	2,480,265	A Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'D'	2,480,265	B Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'E'	808	A Ordinary		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'E'	26,546	A Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'E'	26,546	B Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'F'	302	A Ordinary		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'F'	9,917	A Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII 'F'	9,917	B Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII Top Up Fund	116,145	A Ordinary		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII Top Up Fund	3,815,319	A Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII Top Up Fund	3,815,319	B Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII Top Up Fund Plus	64,690	A Ordinary		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII Top Up Fund Plus	2,125,037	A Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Partners VII Top Up Fund Plus	2,125,037	B Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Founder Partner VII	5,255	A Ordinary		
Graphite Capital Management LLP for and on behalf of Graphite Capital Founder Partner VII	172,625	A Preference		
Graphite Capital Management LLP for and on behalf of Graphite Capital Founder Partner VII	172,625	B Preference		
Adam Lawrence	70,000	B Ordinary		
Brian Betsy	15,000	B Ordinary		
Mark Pain	30,000	B Ordinary		
Mark Smith	15,000	B Ordinary		
Steve Hudson	15,000	B Ordinary		
Stephen Casey	10,000	B Ordinary		

Terry Rood	15,000	B Ordinary		
Peter Ford	15,000	B Ordinary		
Rebecca Littler	15,000	B Ordinary		



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

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

→ Go to Part 5 (Signature)

**Further shareholders**  
Please use a 'Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return' continuation page if necessary

[illegible]


AR01

Annual Return

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

## Part 5

## Signature

This must be completed by all companies	
I am signing this form on behalf of the company	
Signature	<div>Signature</div> <div>X  X</div>
This form may be signed by Director <sup>1</sup> , Secretary, Person authorised <sup>2</sup> , Charity commission receiver and manager, CIC manager, Judicial factor	

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

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

# AR01

## Annual Return

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



### Presenter information

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

Contact name **ANDREW HAYWARD**

Company name **OWEN WHITE**

Address **SENATE HOUSE 62-70 BATH ROAD**

Post town **SLOUGH**

County/Region **BERKSHIRE**

Postcode **S L 1 3 S R**

Country **UK**

DX **3409 SLOUGH**

Telephone **01753 876800**



### Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ That if the made up date of the return is any earlier than 1 October 2011, you must complete the appropriate form AR01
- ☐ The company name and number match the information held on the public Register
- ☐ You have completed your principal business activity
- ☐ You have not used this form to make changes to the registered office address
- ☐ You have not used this form to make changes to secretary and director details
- ☐ You have fully completed the Statement of capital (if applicable)
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



### Important information

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



### How to pay

A fee of £40 is payable to Companies House in respect of an Annual Return

Make cheques or postal orders payable to 'Companies House'



### Where to send

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

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

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

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



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)