

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
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 address,
company type or information
relating to the company records

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A2MZX24Z

A21 11/12/2013 #19
COMPANIES HOUSE

A10 28/11/2013 #46
COMPANIES HOUSE

Part 1

Company details

The section must be completed by all companies

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

All fields are mandatory unless
specified or indicated by *

A1 Company details

Company number 0 7 7 7 4 3 5 1

Company name in full
1 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 3

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

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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 THE COACH HOUSE 6 AND 8

Street SWAKELEYS ROAD

Post town UXBRIDGE

County/Region MIDDLESEX

Postcode U B 1 0 8 B G

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 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

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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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 ^①**

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) ^②	

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 ^③**

Building name/number	THE COMPANY'S REGISTERED ADDRESS
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
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 ^①	
	Please use this section to list all the corporate secretaries of the company	
Corporate body/firm name		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
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies ^②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ^③		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)
Registration number		
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		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
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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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*	Mr	
Full forename(s)	Brian Anthony	
Surname	Betsy	
Former name(s) ^②		
Country/State of residence	UK	
Nationality	British	
Date of birth	<div>d 1 2</div> <div>m 0 6</div> <div>y 1 9 7 4</div>	
Business occupation (if any)	Managing 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	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	
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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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*	MR	
Full forename(s)	STEPHEN CHARLES	
Surname	CASEY	
Former name(s) ^②		
Country/State of residence	UK	
Nationality	BRITISH	
Date of birth	<div> <div>d</div> <div>0</div> <div>d</div> <div>5</div> <div>m</div> <div>0</div> <div>m</div> <div>3</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>4</div> <div>y</div> <div>9</div> </div>	
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.

D2	Director's service address ^①	
Building name/number	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
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.

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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*	MR
Full forename(s)	ADAM
Surname	LAWRENCE
Former name(s) ^②	
Country/State of residence	UK
Nationality	BRITISH
Date of birth	^d 2 ^d 0 ^m 0 ^m 3 ^y 1 ^y 9 ^y 7 ^y 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 ^③

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.

This information will appear on the public record

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Director**D1****Director's details [ⓐ]**

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) [ⓑ]	
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 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.

ⓑ 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 [ⓐ]**

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

ⓐ 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 director

E1	Corporate director's details^①	
	Please use this section to list all the corporate director's of the company	
Corporate body/firm name		① Corporate director appointments 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 Corporate 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 CH02 This information will appear on the public record
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies^②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ^③		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)
Registration number		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		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
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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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 then 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 ③	Number of shares ④	Aggregate nominal value ①
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
Totals			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 ③	Number of shares ④	Aggregate nominal value ①
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ②	Amount (if any) unpaid on each share ③	Number of shares ④	Aggregate nominal value ①
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 ⑤	£26,602,679 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

③ Number of shares issued multiplied by nominal value of each share.

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

④ Total number of issued shares in this class

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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	A Ordinary Shares
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Voting rights	see continuation sheet
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Class of share	A Preference Shares
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Voting rights	see continuation sheet
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Class of share	B Preference Shares
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Voting rights	see continuation sheet
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Class of share	B Ordinary Sheet
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Voting rights	see continuation sheet
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F4	Statement of capital (Voting rights)
Class of share	A Preference Shares
Voting rights	<p>Redemption Rights</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>

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F4	Statement of capital (Voting rights)
Class of share	A Preference Shares
Voting rights	<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>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</p>

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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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F4	Statement of capital (Voting rights)
Class of share	B Preference Shares
Voting rights	<p>Dividend Rights</p> <p>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")</p> <p>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</p> <p>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</p> <p>Return of Capital Rights</p> <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 accordance with the rights of A Preference Shares, and</p> <p>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)</p>

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F4	Statement of capital (Voting rights)
Class of share	B Preference 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 directed 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 given, the Company shall be obliged, subject to having 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>

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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	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>

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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 Ordinary Shares
Voting rights	<p>Return of Capital Rights</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>Voting Rights</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>Redemption Rights</p> <p>1 The A Ordinary Shares to do not carry redemption rights</p> <p>Rights on Sale</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>Note (terms defined in the Continuation Pages of Return of Allotment of Shares (SH01) filed 7 March 2012)</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	B Ordinary Shares
Voting rights	<p>Return of Capital Rights</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 (par 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>Voting Rights</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 par 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>Redemption Rights</p> <p>1 The B Ordinary Shares do not carry redemption rights</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	B Ordinary Shares
Voting rights	<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 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)

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 ①

☒ 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 ②

☐ 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'

① 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

② 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 ③

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)

③ This section only applies to companies answering 'No' in Section G1

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

List of past and present shareholders⁰

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

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

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AR01

Annual Return

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

G4

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

This section should show only the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return

It should only be completed by companies that have answered 'Yes' to Question 1 in Section G1, and 'No' to Question 2 in Section G1

If there were no shareholders holding at least 5% of any class of share(s) at the date of this return, this section may be left blank

→ Go to Part 5 (Signature)

This section only applies to companies answering 'No' to Question 2 in Section G1

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

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

		Shares or stock currently held	
Shareholder's name	Shareholder's address	Class of share	Number of shares or amount of stock

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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

Signature

X *Owen White* - X
Owen White Limited, Director

This form may be signed by
Director ¹, Secretary, Person authorised ², 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 Solicitors**

Address **Senate House**

62-70 Bath Road

Post town **Slough**

County/Region **Berkshire**

Postcode **S L 1 3 S R**

Country **ENGLAND**

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 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

RP01

Replacement of document not meeting
requirements for proper delivery



Companies House

☒ **What this form is for**
You can only use this form to file
a replacement of a document that
was previously delivered to the
Registrar of Companies under the
Companies Act 2006 on or after 1
October 2009 and was either not
properly delivered or contained
unnecessary material

☒ **What this form is NOT for**
You cannot use this form to change
information in a previously filed
document, or to replace a document
delivered under Section 25 of the
Companies Act 2006 - Companies
Charges

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

1 Company details

Company number 0 7 7 7 4 3 5 1

Company name in full LONDON SQUARE DEVELOPMENTS (EQUITY) LIMITED

COMPANIES HOUSE

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

2 Description of the original document

Document type ^① AR01 dated 14 09 2013

Date of registration of
the original document ^d1 ^d4 ^m0 ^m9 ^y2 ^y0 ^y1 ^y3

**① Description of the original
document**
Please enter the document type
(e.g. articles of association) and any
distinguishing information if more
than one document of that type was
filed on the same day

3 Signature

A replacement document must only be filed where (i) a document has previously
been delivered and either (ii) that document was not properly delivered or (iii)
that document contained unnecessary material

Please sign either **Section 3a** or **Section 3b**

3a The company to which the original document relates

Please complete this section if you are signing on behalf of the company to
which the original document relates

I am signing this form on behalf of the company

Signature

Signature

☒ Owen White Limited ☒

This form may be signed by
Director ^②, Secretary, Person authorised ^③, Permanent representative on behalf of
an overseas company, Liquidator, Administrator, Administrative receiver, Receiver,
Receiver manager, Charity commission receiver and manager, CIC manager,
Judicial factor

② 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

③ Person authorised
Under either section 270 or 274 of
the Companies Act 2006

RP01

Replacement of document not meeting requirements for proper delivery

3b	The person who delivered the original document Please complete this section if you are the person who delivered the original document	
Signature	Signature X <i>Owner White Limited</i> X	
4	Notes Please note If you are applying for, or have been granted, exemption under Section 243 of the Companies Act 2006 and the document(s) you are replacing contain(s) your usual residential address, please post this form along with the replacement document to the address below The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE	

RP01

Replacement of document not meeting requirements for proper delivery



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 SOLICITORS**

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

Please make sure you have remembered the following

- ☐ You have fully completed Section 2 'Description of the original document'
- ☐ The correct person has signed the form in either Section 3a or Section 3b
- ☐ If you are replacing a document where you have previously paid a fee, do not send a fee along with this form
- ☐ You have enclosed the replacement document
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you **must** also deliver with this form and the replacement document a PR03 form 'Consent for paper filing'



Important information

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



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

Section 243 exemption

If you are applying for, or have been granted, a section 243 exemption, please post this form along with the replacement document to the different postal address below

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



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