In accordance with Section 854 of the Companies Act 2006.

AR01

Annual Return

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

10364140

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

✓ **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**
You cannot use t
notice of change
officers, registere
company type or
relating to the co

WEDNESDAY

A43XN75S
A22 25/03/2015 #201
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	S C 2 9 7 0 0 9
Company name in full ❶	MODE DIAGNOSTICS LIMITED

❶ **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 ❷ d 1 d 0 m 0 m 2 y 2 y 0 y 1 y 5

❷ **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. ❸

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

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

Principal activity description

❸ **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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A4 Company type ❶

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

❶ **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 ❷

Building name/number	CENTRE FOR INTEGRATED DIAGNOSTIC SYSTEMS
Street	THOMSON BUILDING
	UNIVERSITY OF GLASGOW
Post town	GLASGOW
County/Region	
Postcode	G 1 2 8 Q Q

❷ **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) ❸

Building name/number	
Street	
Post town	
County/Region	
Postcode	

❸ **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 ❹

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.

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

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 ❶

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)	GRAHAM
Surname	PATERSON
Former name(s) ❷	

❶ **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.

❷ **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 ❸

Building name/number	2
Street	ACER CRESCENT
	AULD BALGONIE
Post town	PAISLEY
County/Region	RENFREWSHIRE
Postcode	P A 2 9 L R
Country	UK

❸ **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 ❶

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

❶ **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 ❷

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 ❸

Registration number

❷ EEA
A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk

❸ *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 ❹

If applicable, the registration number

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

Director

D1 Director's details ❶

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

Title*	DR
Full forename(s)	JOHN
Surname	BROWN
Former name(s)❷	
Country/State of residence	UK
Nationality	BRITISH
Date of birth	d2 d1 m0 m3 y1 y9 y5 y5
Business occupation (if any)	DIRECTOR

❶ **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.

❷ **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 ❸

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

❸ **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.

AR01
Annual Return
(For returns made up to a date on or **after 1 October 2011**)

Director

D1 Director's details ❶

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)	GRAHAM
Surname	PATERSON
Former name(s) ❷	
Country/State of residence	SCOTLAND
Nationality	BRITISH
Date of birth	d 0 d 1 m 0 m 6 y 1 y 9 y 5 y 1
Business occupation (if any)	DIRECTOR

❶ **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.

❷ **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 ❸

Building name/number	2
Street	ACER CRESCENT
	AULD BALGONIE
Post town	PAISLEY
County/Region	RENFREWSHIRE
Postcode	P A 2 9 L R
Country	UK

❸ *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.

In accordance with Section 854 of the Companies Act 2006.

AR01 - continuation page

Annual Return

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

Director

D1 Director's details ❶

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

Title*	DR
Full forename(s)	HELEN
Surname	SHAW
Former name(s) ❷	
Country/State of residence	UK
Nationality	BRITISH
Date of birth	c 1 d 3 m 0 m 5 y 1 y 9 y 6 y 2
Business occupation (if any)	DIRECTOR

❶ **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**.

❷ **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 ❸

Building name/number	95B
Street	BROOK STREET
	WYMESWOLD
Post town	LOUGHBOROUGH
County/Region	LEICESTERSHIRE
Postcode	L E 1 2 6 T T
Country	UK

❸ **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.

In accordance with Section 854 of the Companies Act 2006.

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Annual Return

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

Director

D1 Director's details ❶

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)	MICHAEL GEOFFREY
Surname	PENINGTON
Former name(s) ❷	
Country/State of residence	UK
Nationality	BRITISH AND AUSTRALIAN
Date of birth	d 2 d 9 m 0 m 8 y 1 y 9 y 5 y 8
Business occupation (if any)	VENTURE CAPITAL

❶ **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.

❷ **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 ❸

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

❸ **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 ❶

Please use this section to list all the corporate director's of the company.

Corporate body/firm name	IP2IPO SERVICES LIMITED
Building name/number	24
Street	CORNHILL
Post town	LONDON
County/Region	
Postcode	E C 3 V 3 N D
Country	UK

❶ **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.

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 ❷

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 ❸	UK COMPANIES HOUSE
Registration number	05325867

❷ **EEA**
A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk

❸ *This is the register mentioned in* Article 3 of the First Company Law Directive (68/151/EEC).

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	
Governing law	
If applicable, where the company/firm is registered ❹	
If applicable, the registration number	

❹ **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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Part 3 Statement of capital ❶

Does your company have share capital?
→ Yes Complete the sections below and the following **Part 4**.
→ No Go to **Part 5 (Signature)**.

❶ 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 ❷	Amount (if any) unpaid on each share ❷	Number of shares ❸	Aggregate nominal value ❹
SEE CONTINUATION PAGE				£
				£
				£
				£
		Totals		£

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 ❷	Amount (if any) unpaid on each share ❷	Number of shares ❸	Aggregate nominal value ❹
		Totals		

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❷	Amount (if any) unpaid on each share ❷	Number of shares ❸	Aggregate nominal value ❹
		Totals		

F3 Totals

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

Total number of shares	1,025,224
Total aggregate nominal value ❺	£1,025,224

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

❷ Including both the nominal value and any share premium.

❸ Total number of issued shares in this class.

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

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

In accordance with Section 854 of the Companies Act 2006.

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Annual Return

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

Statement of capital ❶

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

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

Currency: GBP

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❷	Amount (if any) unpaid on each share ❷	Number of shares ❸	Aggregate nominal value ❹
ORDINARY	£2.97	NIL	328,290	£328.290
ORDINARY	£2.27	NIL	293,298	£293.298
ORDINARY	£0.001	NIL	100,000	£100.00
ORDINARY	£7.50	NIL	53,334	£53.334
A ORDINARY	£3.60	NIL	44,296	£44.296
A PREFERRED	£3.60	NIL	206,006	£206.008

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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	SEE CONTINUATION PAGE
Voting rights	
Class of share	
Voting rights	
Class of share	
Voting rights	
Class of share	
Voting rights	

In accordance with Section 854 of the Companies Act 2006.

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	ORDINARY
Voting rights	1. The right to receive any dividend declared payable on those Shares. 2. The right to vote at a general meeting. 3. One vote per share. 4. Non-redeemable. 5. The right to receive income on the same basis of all other shares classes on a pro-rata basis to the number of shares held in each class. 6. The right to receive a return of capital Prorate amongst all share classes subject to the following: Share Sale If the Proceeds are equal to or less than the Aggregate Subscription Amount, the Proceeds shall be distributed pro rata amongst the holders of the A Preferred Shares and the A Ordinary Shares according to the total Subscription Amount paid by such A Preferred Shareholders and/or A Ordinary Shareholders and the holders of the Ordinary Shares will not receive a distribution of any Proceeds. In the event that the Proceeds are greater than the Aggregate Subscription Amount but distribution on a pro rata basis amongst all Shareholders would result in any holders of A Preferred Shares and/or A Ordinary Shares receiving less than the aggregate Subscription Amount paid by them in respect of all or some of the A Preferred Shares and/or A Ordinary Shares held by them, then the Proceeds shall be distributed as follows: (a) first in paying to those holders of A Preferred Shares and A Ordinary Shares who would otherwise receive less than the aggregate of the Subscription Amount paid on such shares, an amount equal to the aggregate Subscription Amount in respect of those shares; and (b) second any remaining Proceeds, shall be distributed pro rata amongst all remaining Shareholders (including, if applicable, where A Preferred Shares and/or A Ordinary Shares have been subscribed for at different price(s), any holders of A Preferred Shares and/or A Ordinary Shares who did not receive a distribution of Proceeds because some or all of their A Preferred Shares and/or A Ordinary Shares were subscribed for at a lower price or prices ("Lower Priced Preferred Shares")), provided that, if the payment would result in any holders of Lower Priced Preferred Shares receiving less than the aggregate Subscription Amount in respect of those shares, then they will also be paid their aggregate Subscription Amount for such Lower Priced Preferred Shares and the amount payable to other Shareholders shall be recalculated and reduced accordingly. Disposal or return of assets on liquidation, reduction of capital or otherwise The surplus assets of the Company remaining after payment of its liabilities ("Surplus Assets"), shall, subject to the below, be distributed pro rata amongst all Shareholders unless: (a) in the event that the Surplus Assets are equal to or less than the Aggregate A Preferred Subscription Amount, the Surplus Assets shall be distributed pro rata amongst the holders of the A Preferred Shares according to the total Subscription Amount paid by such A Preferred Shareholders, and the holders of the Ordinary Shares and the A Ordinary Shares will not receive a distribution of any Surplus Assets.

In accordance with Section 854 of the Companies Act 2006.

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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	ORDINARY
Voting rights	In the event that the Surplus Assets are greater than the Aggregate A Preferred Subscription Amount but distribution on a pro rata basis amongst all Shareholders would result in any holders of A Preferred Shares receiving less than the aggregate Subscription Amount paid by them in respect of all or some of the A Preferred Shares held by them, then the Surplus Assets shall be distributed as follows: (a) first in paying to those holders of A Preferred Shares who would otherwise receive less than the aggregate of the Subscription Amount paid on such shares an amount equal to the aggregate Subscription Amount in respect of those shares; and (b) second any remaining Surplus Assets, shall be distributed pro rata amongst all remaining Shareholders (including, if applicable, where A Preferred Shares have been subscribed for at different price(s), any holders of A Preferred Shares who did not receive a distribution of Surplus Assets for all such shares because some or all of their A Preferred Shares were subscribed for at a lower price or prices ("Lower Priced A Preferred Shares")), provided that, if the payment would result in any holders of Lower Priced A Preferred Shares receiving less than the aggregate Subscription Amount in respect of those shares, then they will also be paid their aggregate Subscription Amount for such Lower Priced A Preferred Shares and the amount payable to other Shareholders shall be recalculated and reduced accordingly.

In accordance with Section 854 of the Companies Act 2006.

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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 PREFERRED
Voting rights	1. The right to receive any dividend declared payable on those Shares. 2. The right to vote at a general meeting. 3. One vote per share. 4. Non-redeemable. 5. The right to receive income on the same basis of all other shares classes on a pro-rata basis to the number of shares held in each class. 6. The right to receive a return of capital Prorate amongst all share classes subject to the following: Share Sale If the Proceeds are equal to or less than the Aggregate Subscription Amount, the Proceeds shall be distributed pro rata amongst the holders of the A Preferred Shares and the A Ordinary Shares according to the total Subscription Amount paid by such A Preferred Shareholders and/or A Ordinary Shareholders and the holders of the Ordinary Shares will not receive a distribution of any Proceeds. In the event that the Proceeds are greater than the Aggregate Subscription Amount but distribution on a pro rata basis amongst all Shareholders would result in any holders of A Preferred Shares and/or A Ordinary Shares receiving less than the aggregate Subscription Amount paid by them in respect of all or some of the A Preferred Shares and/or A Ordinary Shares held by them, then the Proceeds shall be distributed as follows: (a) first in paying to those holders of A Preferred Shares and A Ordinary Shares who would otherwise receive less than the aggregate of the Subscription Amount paid on such shares, an amount equal to the aggregate Subscription Amount in respect of those shares; and (b) second any remaining Proceeds, shall be distributed pro rata amongst all remaining Shareholders (including, if applicable, where A Preferred Shares and/or A Ordinary Shares have been subscribed for at different price(s), any holders of A Preferred Shares and/or A Ordinary Shares who did not receive a distribution of Proceeds because some or all of their A Preferred Shares and/or A Ordinary Shares were subscribed for at a lower price or prices ("Lower Priced Preferred Shares")), provided that, if the payment would result in any holders of Lower Priced Preferred Shares receiving less than the aggregate Subscription Amount in respect of those shares, then they will also be paid their aggregate Subscription Amount for such Lower Priced Preferred Shares and the amount payable to other Shareholders shall be recalculated and reduced accordingly. Disposal or return of assets on liquidation, reduction of capital or otherwise The surplus assets of the Company remaining after payment of its liabilities ("Surplus Assets"), shall, subject to the below, be distributed pro rata amongst all Shareholders unless: (a) in the event that the Surplus Assets are equal to or less than the Aggregate A Preferred Subscription Amount, the Surplus Assets shall be distributed pro rata amongst the holders of the A Preferred Shares according to the total Subscription Amount paid by such A Preferred Shareholders, and the holders of the Ordinary Shares and the A Ordinary Shares will not receive a distribution of any Surplus Assets.

In accordance with Section 854 of the Companies Act 2006.

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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 PREFERRED
Voting rights	In the event that the Surplus Assets are greater than the Aggregate A Preferred Subscription Amount but distribution on a pro rata basis amongst all Shareholders would result in any holders of A Preferred Shares receiving less than the aggregate Subscription Amount paid by them in respect of all or some of the A Preferred Shares held by them, then the Surplus Assets shall be distributed as follows: (a) first in paying to those holders of A Preferred Shares who would otherwise receive less than the aggregate of the Subscription Amount paid on such shares an amount equal to the aggregate Subscription Amount in respect of those shares; and (b) second any remaining Surplus Assets, shall be distributed pro rata amongst all remaining Shareholders (including, if applicable, where A Preferred Shares have been subscribed for at different price(s), any holders of A Preferred Shares who did not receive a distribution of Surplus Assets for all such shares because some or all of their A Preferred Shares were subscribed for at a lower price or prices ("Lower Priced A Preferred Shares")), provided that, if the payment would result in any holders of Lower Priced A Preferred Shares receiving less than the aggregate Subscription Amount in respect of those shares, then they will also be paid their aggregate Subscription Amount for such Lower Priced A Preferred Shares and the amount payable to other Shareholders shall be recalculated and reduced accordingly.

In accordance with Section 854 of the Companies Act 2006.

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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
Voting rights	1. The right to receive any dividend declared payable on those Shares. 2. The right to vote at a general meeting. 3. One vote per share. 4. Non-redeemable. 5. The right to receive income on the same basis of all other shares classes on a pro-rata basis to the number of shares held in each class. 6. The right to receive a return of capital Prorate amongst all share classes subject to the following: Share Sale If the Proceeds are equal to or less than the Aggregate Subscription Amount, the Proceeds shall be distributed pro rata amongst the holders of the A Preferred Shares and the A Ordinary Shares according to the total Subscription Amount paid by such A Preferred Shareholders and/or A Ordinary Shareholders and the holders of the Ordinary Shares will not receive a distribution of any Proceeds. In the event that the Proceeds are greater than the Aggregate Subscription Amount but distribution on a pro rata basis amongst all Shareholders would result in any holders of A Preferred Shares and/or A Ordinary Shares receiving less than the aggregate Subscription Amount paid by them in respect of all or some of the A Preferred Shares and/or A Ordinary Shares held by them, then the Proceeds shall be distributed as follows: (a) first in paying to those holders of A Preferred Shares and A Ordinary Shares who would otherwise receive less than the aggregate of the Subscription Amount paid on such shares, an amount equal to the aggregate Subscription Amount in respect of those shares; and (b) second any remaining Proceeds, shall be distributed pro rata amongst all remaining Shareholders (including, if applicable, where A Preferred Shares and/or A Ordinary Shares have been subscribed for at different price(s), any holders of A Preferred Shares and/or A Ordinary Shares who did not receive a distribution of Proceeds because some or all of their A Preferred Shares and/or A Ordinary Shares were subscribed for at a lower price or prices ("Lower Priced Preferred Shares")), provided that, if the payment would result in any holders of Lower Priced Preferred Shares receiving less than the aggregate Subscription Amount in respect of those shares, then they will also be paid their aggregate Subscription Amount for such Lower Priced Preferred Shares and the amount payable to other Shareholders shall be recalculated and reduced accordingly. Disposal or return of assets on liquidation, reduction of capital or otherwise The surplus assets of the Company remaining after payment of its liabilities ("Surplus Assets"), shall, subject to the below, be distributed pro rata amongst all Shareholders unless: (a) in the event that the Surplus Assets are equal to or less than the Aggregate A Preferred Subscription Amount, the Surplus Assets shall be distributed pro rata amongst the holders of the A Preferred Shares according to the total Subscription Amount paid by such A Preferred Shareholders, and the holders of the Ordinary Shares and the A Ordinary Shares will not receive a distribution of any Surplus Assets.

In accordance with Section 854 of the Companies Act 2006.

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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
Voting rights	In the event that the Surplus Assets are greater than the Aggregate A Preferred Subscription Amount but distribution on a pro rata basis amongst all Shareholders would result in any holders of A Preferred Shares receiving less than the aggregate Subscription Amount paid by them in respect of all or some of the A Preferred Shares held by them, then the Surplus Assets shall be distributed as follows: (a) first in paying to those holders of A Preferred Shares who would otherwise receive less than the aggregate of the Subscription Amount paid on such shares an amount equal to the aggregate Subscription Amount in respect of those shares; and (b) second any remaining Surplus Assets, shall be distributed pro rata amongst all remaining Shareholders (including, if applicable, where A Preferred Shares have been subscribed for at different price(s), any holders of A Preferred Shares who did not receive a distribution of Surplus Assets for all such shares because some or all of their A Preferred Shares were subscribed for at a lower price or prices ("Lower Priced A Preferred Shares")), provided that, if the payment would result in any holders of Lower Priced A Preferred Shares receiving less than the aggregate Subscription Amount in respect of those shares, then they will also be paid their aggregate Subscription Amount for such Lower Priced A Preferred Shares and the amount payable to other Shareholders shall be recalculated and reduced accordingly.

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

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.

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

G3 List of past and present shareholders ❶

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.

❶ 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.

		Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
DAVID CUMMING	ORDINARY	21,660		/ /
NICHOLAS WOOD	ORDINARY	15,000		/ /
IP2IPO LIMITED	ORDINARY	353,756		/ /
IP2IPO NOMINEES LIMITED	ORDINARY	9,742		/ /
SCOTTISH CO-INVESTMENT FUND	ORDINARY	222,407		/ /
JONATHAN COOPER	ORDINARY	22,165		/ /
DAVINCI VENTURES	ORDINARY	3,367		/ /
GU HOLDINGS LTD	ORDINARY	38,098		/ /
JOHN BROWN	ORDINARY	10,101		/ /
BRIAN HORSBURGH	ORDINARY	1,178		/ /
PAUL HEANEY	ORDINARY	337		/ /
GRAHAM PATERSON	ORDINARY	202		/ /

In accordance with Section 854 of the Companies Act 2006.

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

G3 List of past and present shareholders ❶

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.

❶ Please list the company shareholders in alphabetical order.

Joint shareholders should be listed consecutively.

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

		Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
HELEN SHAW	ORDINARY	202		/ /
JIM HALL	ORDINARY	842		/ /
JOHN MCNICHOL	ORDINARY	842		/ /
HECTOR CAMERON	ORDINARY	6,313		/ /
RICHARD CAMERON	ORDINARY	10,522		/ /
PARKWALK FUND SHARE NOMINEES LIMITED	ORDINARY	55,556		/ /
GREG SMITH	ORDINARY	169		/ /
CHARLES WINWARD	ORDINARY	177		/ /
ELIZABETH VAUGHAN-ADAMS	ORDINARY	93		/ /
STUART THOMPSON	ORDINARY	224		/ /
ANGELA LEACH	ORDINARY	606		/ /
ALAN AUBREY	ORDINARY	1,363		/ /

In accordance with Section 854 of the Companies Act 2006.

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Annual Return

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

G3 List of past and present shareholders ❶

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.

❶ Please list the company shareholders in alphabetical order.

Joint shareholders should be listed consecutively.

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

		Shares or stock currently held	Shares or stock transferred (If appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
LONGWALL VENTURE PARTNERS LLP	A PREFERRED	100,000		/ /
IP2IPO LIMITED	A PREFERRED	60,306		/ /
SCOTTISH ENTERPRISE	A PREFERRED	44,600		/ /
BRIAN HORSBURGH	A PREFERRED	180		/ /
LI CHEN	A PREFERRED	360		/ /
JOHN DILLEEN	A PREFERRED	200		/ /
OSIAN MEREDITH	A PREFERRED	144		/ /
LOUISE GRAY	A PREFERRED	108		/ /
HANNAH OWEN	A PREFERRED	108		/ /
PARKWALK FUND SHARE NOMINEES LIMITED	A ORDINARY	41,900		/ /
ALAN AUBREY	A ORDINARY	229		/ /
ANGELA LEACH	A ORDINARY	102		/ /

In accordance with Section 854 of the Companies Act 2006.

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Annual Return

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

G3 List of past and present shareholders ❶

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.

❶ Please list the company shareholders in alphabetical order.

Joint shareholders should be listed consecutively.

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

		Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
CHARLES WINWARD	A ORDINARY	30		/ /
DAVID CUMMING	A ORDINARY	54		/ /
ELIZABETH VAUGHAN-ADAMS	A ORDINARY	15		/ /
GREG SMITH	A ORDINARY	28		/ /
HELEN SHAW	A ORDINARY	200		/ /
JOHN BROWN	A ORDINARY	1,700		/ /
STUART THOMPSON	A ORDINARY	38		/ /
				/ /
				/ /
				/ /
				/ /
				/ /

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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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Part 5 Signature

	This must be completed by all companies.	❶ Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.
	I am signing this form on behalf of the company.	
Signature	Signature X X	❷ Person authorised Under either section 270 or 274 of the Companies Act 2006.
	This form may be signed by: Director ❶, ~~Secretary, Person authorised~~ ❷, Charity commission receiver and manager, CIC manager, Judicial factor.	

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(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: DEBBY FITZGERALD

Company name: IP GROUP PLC

Address: LEEDS INNOVATION CENTRE

103 CLARENDON ROAD

Post town: LEEDS

County/Region: WEST YORKSHIRE

Postcode: L S 2 9 D F

Country: UK

DX

Telephone: 0113 384 5829

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