



Companies House

**AR01** (ef)

**Annual Return**



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**X37ZZ75S**

*Company Name:* **Metaforic Limited**

*Company Number:* **SC300538**

*Date of this return:* **10/04/2014**

*SIC codes:* **62012**  
**62020**

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

*Situation of Registered Office:* **146 WEST REGENT STREET**  
**GLASGOW**  
**UNITED KINGDOM**  
**G2 2RQ**

**Officers of the company**

*Company Director* 1

Type: **Person**  
Full forename(s): **ANDREW PETER**

Surname: **BEAR**

Former names:

*Service Address recorded as Company's registered office*

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **19/05/1961** Nationality: **UNITED KINGDOM**

Occupation: **DIRECTOR**

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*Company Director* 2

Type: **Person**  
Full forename(s): **RICHARD VACHER**

Surname: **DETOURNIERE**

Former names:

*Service Address recorded as Company's registered office*

Country/State Usually Resident: **FRANCE**

Date of Birth: **17/07/1967** Nationality: **FRENCH**

Occupation: **DIRECTOR**

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*Company Director* 3

*Type:* **Person**  
*Full forename(s):* **ANDREW STEWART**

*Surname:* **MCLENNAN**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:* **USA**

*Date of Birth:* **12/04/1971** *Nationality:* **BRITISH**

*Occupation:* **COMPANY DIRECTOR**

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## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>A ORDINARY</b>	<i>Number allotted</i>	<b>6677430</b>
		<i>Aggregate nominal value</i>	<b>66774.3</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.632</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

ON A SHOW OF HANDS EVERY HOLDER OF A ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE) SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER HOLDING A ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER.

<b>Class of shares</b>	<b>A ORDINARY</b>	<i>Number allotted</i>	<b>2812352</b>
		<i>Aggregate nominal value</i>	<b>28123.52</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.01</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

ON A SHOW OF HANDS EVERY HOLDER OF A ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE) SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER HOLDING A ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER.

<b>Class of shares</b>	<b>B ORDINARY</b>	<i>Number allotted</i>	<b>6000000</b>
		<i>Aggregate nominal value</i>	<b>60000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.5</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

ON A SHOW OF HANDS EVERY HOLDER OF B ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE) SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER HOLDING B ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER.

<b>Class of shares</b>	<b>B ORDINARY</b>	<i>Number allotted</i>	<b>2285462</b>
		<i>Aggregate nominal value</i>	<b>22854.62</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.01</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

ON A SHOW OF HANDS EVERY HOLDER OF B ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE) SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER HOLDING B ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER.

<b>Class of shares</b>	<b>C ORDINARY</b>	<i>Number allotted</i>	<b>11957186</b>
		<i>Aggregate nominal value</i>	<b>119571.86</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.163</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

ON A SHOW OF HANDS EVERY HOLDER OF C ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE) SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER HOLDING C ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER.

<b>Class of shares</b>	<b>C ORDINARY</b>	<i>Number allotted</i>	<b>1504801</b>
		<i>Aggregate nominal value</i>	<b>15048.01</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.01</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

ON A SHOW OF HANDS EVERY HOLDER OF C ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE) SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER HOLDING C ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER.

<b>Class of shares</b>	<b>D ORDINARY</b>	<i>Number allotted</i>	<b>12950295</b>
		<i>Aggregate nominal value</i>	<b>129502.95</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.0915</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

ON A SHOW OF HANDS EVERY HOLDER OF D ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE) SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER HOLDING D ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER.

<b>Class of shares</b>	<b>DEFERRED</b>	<i>Number allotted</i>	<b>873585</b>
		<i>Aggregate nominal value</i>	<b>8735.85</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.0004</b>
		<i>Amount unpaid per share</i>	<b>0.0096</b>

*Prescribed particulars*

**DEFERRED SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF OR TO ATTEND OR VOTE AT ANY ANNUAL GENERAL MEETING OF THE COMPANY**

<b>Class of shares</b>	<b>DEFERRED</b>	<i>Number allotted</i>	<b>326070</b>
		<i>Aggregate nominal value</i>	<b>3260.7</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.0003</b>
		<i>Amount unpaid per share</i>	<b>0.0097</b>

*Prescribed particulars*

**DEFERRED SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF OR TO ATTEND OR VOTE AT ANY ANNUAL GENERAL MEETING OF THE COMPANY**

<b>Class of shares</b>	<b>DEFERRED</b>	<i>Number allotted</i>	<b>346197</b>
		<i>Aggregate nominal value</i>	<b>3461.97</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.0002</b>
		<i>Amount unpaid per share</i>	<b>0.0098</b>

*Prescribed particulars*

**DEFERRED SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF OR TO ATTEND OR VOTE AT ANY ANNUAL GENERAL MEETING OF THE COMPANY**

<b>Class of shares</b>	<b>DEFERRED</b>	<i>Number allotted</i>	<b>115882</b>
		<i>Aggregate nominal value</i>	<b>1158.82</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.0001</b>
		<i>Amount unpaid per share</i>	<b>0.0099</b>

*Prescribed particulars*

**DEFERRED SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF OR TO ATTEND OR VOTE AT ANY ANNUAL GENERAL MEETING OF THE COMPANY**

<b>Class of shares</b>	<b>MIS ORDINARY</b>	<i>Number allotted</i>	<b>4920270</b>
		<i>Aggregate nominal value</i>	<b>49202.7</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.0783</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

EACH HOLDER OF MIS ORDINARY SHARES SHALL IN THAT CAPACITY ONLY BE ENTITLED TO RECEIVE NOTICE OF AND ATTEND AND VOTE AT ANY GENERAL MEETING AT WHICH A RESOLUTION IS TO BE PASSED TO VARY THE RIGHTS ATTACHING TO MIS ORDINARY SHARES AND IN RESPECT OF SUCH RESOLUTION ON A SHOW OF HANDS EVERY HOLDER OF MIS ORDINARY SHARES (BEING AN INDIVIDUAL) IS PRESENT OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE) SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER HOLDING MIS ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER.

<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>2636749</b>
		<i>Aggregate nominal value</i>	<b>26367.49</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.01</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

ON A SHOW OF HANDS EVERY HOLDER OF ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE) SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER HOLDING ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER.

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**Statement of Capital (Totals)**

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<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>53406279</b>
		<i>Total aggregate nominal value</i>	<b>534062.79</b>

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## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 10/04/2014 or that had ceased to be shareholders since the made up date of the previous Annual Return

*A full list of shareholders for the company are shown below*

<i>Shareholding 1</i> <i>Name:</i>	: <b>2636749 ORDINARY shares held as at the date of this return</b> <b>VAULT-IC UK LIMITED</b>
<i>Shareholding 2</i> <i>Name:</i>	: <b>9489782 A ORDINARY shares held as at the date of this return</b> <b>VAULT-IC UK LIMITED</b>
<i>Shareholding 3</i> <i>Name:</i>	: <b>8285462 B ORDINARY shares held as at the date of this return</b> <b>VAULT-IC UK LIMITED</b>
<i>Shareholding 4</i> <i>Name:</i>	: <b>13461987 C ORDINARY shares held as at the date of this return</b> <b>VAULT-IC UK LIMITED</b>
<i>Shareholding 5</i> <i>Name:</i>	: <b>12950295 D ORDINARY shares held as at the date of this return</b> <b>VAULT-IC UK LIMITED</b>
<i>Shareholding 6</i> <i>Name:</i>	: <b>4920270 MIS ORDINARY shares held as at the date of this return</b> <b>VAULT-IC UK LIMITED</b>
<i>Shareholding 7</i> <i>Name:</i>	: <b>1661734 DEFERRED shares held as at the date of this return</b> <b>VAULT-IC UK LIMITED</b>

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## *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

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