

AR01 2015

Annual Return

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laserform



Go online to file this information
www.gov.uk/companieshouse

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

✓ **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.

MONDAY



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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 3 1 6 7 7 4

Company name in full FREEAGENT CENTRAL LTD

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

A2 Return date

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

Date of this return 2 d 1 d 9 m 0 m 2 y 2 y 0 y 1 y 6

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 6 2 0 1 2

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

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.gov.uk/companieshouse

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A4

Company type ①

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

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

① Company type

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

A5

Registered office address ②

Building name/number ONE EDINBURGH QUAY, 133

Street FOUNTAINBRIDGE

Post town EDINBURGH

County/Region

Postcode E H 3 9 Q 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 people with significant control.
- ☐ 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.

Part 2**Officers of the company**

This section should include details of the company as at the made up date of this annual return. All details must agree with those previously notified to Companies House.

Corporate officers

- For a **corporate secretary**, go to **Section B1**
- For a **corporate director**, go to **Section C1**

Individual officers

- For a **secretary** who is an individual, go to **Section D1**
- For a **director** who is an individual, go to **Section E1** and also complete **Part 3**

New appointments

You cannot use this form to appoint new officers to the company. To do this, please complete the appropriate form and submit it together with this annual return:

- AP01 - for directors who are individuals
- AP02 - for a corporate director
- AP03 - for secretaries who are individuals
- AP04 - for a corporate secretary

Change to officer details

You cannot use this form to change any officer details. To do this, please complete the appropriate form and submit it together with this annual return:

- CH01 - for changes to details of directors who are individuals
- CH02 - for changes to details of a corporate director
- CH03 - for changes to details of secretary who are individuals
- CH04 - for changes to details of a corporate secretary

Continuation pages

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

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Corporate secretary

B1

Corporate secretary's details ①

Please use this section for corporate secretaries of the company.
For a secretary who is an individual, complete Section D1-D2.

Corporate body/firm name

Building name/number

Street

Post town

County/Region

Postcode

Country

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.

Continuation pages

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

B2

Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete Section B3 only

→ No Complete Section B4 only

B3

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

Registration number

② EEA

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

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

B4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

If applicable, the registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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Corporate director

C1

Corporate director's details ①

Please use this section for corporate directors of the company.
For a director who is an individual, complete Section E1-E2 and Part 3.

Corporate body/firm name

Building name/number

Street

Post town

County/Region

Postcode

Country

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.

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

C2

Location of the registry of the corporate body or firm

Is the corporate director 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

Registration number

② EEA
A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse

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

C4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

If applicable, the registration number

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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Secretary

D1

Secretary's details ①

Please use this section for individual secretaries of the company.
For a corporate secretary, complete Section B1-B4.

Title *	
Full forename(s)	
Surname	
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 B1-B4 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 (including maiden or married names) which have been used for business purposes during the period of this return.

Continuation pages

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

D2

Secretary's service address ③

Building name/number	
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

E1	Director's details ①	
	Please use this section to list individual directors of the company. For a corporate director, complete Section C1-C4.	
Title *	MR	
Full forename(s)	FREDERIC	
Surname	COOREVITS	
Former name(s) ②		
Country/State of residence	BELGIUM	
Nationality	BELGIAN	
Month/year of birth ③	<div>X</div> <div>X</div> <div>m0</div> <div>m3</div> <div>y1</div> <div>y9</div> <div>y7</div> <div>y0</div>	
Business occupation (if any)	DIRECTOR	

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

Corporate details
Please use Section C1-C4 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 (including maiden or married names) which have been used for business purposes during the period of this return.

③ Month and year of birth
Please provide month and year only. Provide full date of birth in Part 3 only.

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

E2	Director's service address ④	
Building name/number	5	
Street	FRANS HALSLAAN	
Post town	GHENT	
County/Region		
Postcode	<div>9</div> <div>0</div> <div>5</div> <div>1</div> <div></div> <div></div> <div></div> <div></div>	
Country	BELGIUM	

④ 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

E1

Director's details ①

Please use this section to list individual directors of the company. For a corporate director, complete Section C1-C4.	
Title *	MR
Full forename(s)	OLIVER
Surname	HEADY
Former name(s) ②	
Country/State of residence	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ③	X X m0 m8 y1 y9 y7 y4
Business occupation (if any)	CTO

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 C1-C4 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 (including maiden or married names) which have been used for business purposes during the period of this return.

③ **Month and year of birth**
Please provide month and year only. Provide full date of birth in Part 3 only.

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

E2

Director's service address ④

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

④ **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

E1 Director's details ¹

	Please use this section to list individual directors of the company. For a corporate director, complete Section C1-C4.	
Title *	MR	
Full forename(s)	CHRISTOPH	
Surname	JANZ	
Former name(s) ²		
Country/State of residence	GERMANY	
Nationality	GERMAN	
Month/year of birth ³	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
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 C1-C4 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 (including maiden or married names) which have been used for business purposes during the period of this return.

3 Month and year of birth
Please provide month and year only. Provide full date of birth in Part 3 only.

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

E2 Director's service address ⁴

Building name/number	17/2
Street	HOHER PFAD
Post town	BADEN-WURTEMBERG
County/Region	
Postcode	
Country	GERMANY

4 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

E1

Director's details ①

	Please use this section to list individual directors of the company. For a corporate director, complete Section C1-C4.	
Title *	MR	
Full forename(s)	ROAN JAMES	
Surname	LAVERY	
Former name(s) ②		
Country/State of residence	UNITED KINGDOM	
Nationality	BRITISH	
Month/year of birth ③	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Business occupation (if any)		

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 C1-C4** 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 (including maiden or married names) which have been used for business purposes during the period of this return.

③ **Month and year of birth**

Please provide month and year only. Provide full date of birth in Part 3 only.

Continuation pages

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

E2

Director's service address ④

Building name/number	THE COMPANY'S REGISTERED OFFICE	
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"/> <input type="text"/>	
Country		

④ **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

E1

Director's details ①

	Please use this section to list individual directors of the company. For a corporate director, complete Section C1-C4.	
Title *	MR	
Full forename(s)	EDWARD THOMAS USWIN	
Surname	MOLYNEUX	
Former name(s) ②		
Country/State of residence	UNITED KINGDOM	
Nationality	BRITISH	
Month/year of birth ③	X X m0 m8 y1 y9 y7 y0	
Business occupation (if any)		

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 C1-C4 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 (including maiden or married names) which have been used for business purposes during the period of this return.

③ Month and year of birth
Please provide month and year only. Provide full date of birth in Part 3 only.

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

E2

Director's service address ④

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

④ 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

E1 Director's details **1**

	Please use this section to list individual directors of the company. For a corporate director, complete Section C1-C4.	
Title *		
Full forename(s)		
Surname		
Former name(s) 2		
Country/State of residence		
Nationality		
Month/year of birth 3	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Business occupation (if any)		

- 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 C1-C4 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 (including maiden or married names) which have been used for business purposes during the period of this return.
- 3 Month and year of birth**
Please provide month and year only. Provide full date of birth in Part 3 only.
- Continuation pages**
Please use a continuation page if you need to enter more officer details.

E2 Director's service address **4**

Building name/number	
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	

- 4 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.

Part 4 Statement of capital ①

Does your company have share capital?

- Yes Complete the sections below and the following Part 5.
→ No Go to Part 6 (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 ②	Number of shares ③	Aggregate nominal value ④
SEE CONTINUATION SHEET				£
				£
				£
				£
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 ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
Totals				

Currency

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

F3 Totals

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

Total number of shares

Total aggregate
nominal value ⑤

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.

④ Total number of issued shares in this class.

Continuation Pages

Please use a Statement of Capital continuation
page if necessary.

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F4**Statement of capital (Voting rights)**

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

Class of share

SERIES A PREFERENCE SHARES

Voting rights

SEE CONTINUATION SHEET

Class of share

SERIES B PREFERENCE SHARES

Voting rights

SEE CONTINUATION SHEET

Class of share

ORDINARY SHARES

Voting rights

SEE CONTINUATION SHEET

Class of share

Voting rights

Part 5 Shareholders

Does your company have share capital?

- Yes go to **Section G1** 'Companies with share capital'.
→ No Go to **Part 6 (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 6 (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 6 (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 6 (Signature)**.

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

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G3

List of past and present shareholders ①

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.

① Please list the company shareholders in alphabetical order.

Joint shareholders should be listed consecutively.

Further shareholders

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

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

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Edward Molyneux	ORDINARY	362,253		/ /
Oliver Headey	ORDINARY	305,920		/ /
Roan Lavery	ORDINARY	264,000		/ /
Judith Hodgson	ORDINARY	60,000		/ /
RJ Beteiligungsgesellschaft MBH	ORDINARY	38,083		/ /
Martin and Susan Armstong	ORDINARY	98,520		/ /
Local Globe IV Limited	ORDINARY	70,666		/ /
STM Fidecs	ORDINARY	20,000		/ /
Opus Incertum	ORDINARY	118,334		/ /
Torch Nominee	ORDINARY	6,666		/ /
60mo Inc	ORDINARY	71,700		/ /
Seedrs Nominee	ORDINARY	69,285		/ /

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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 6 (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	
--------------------------------	--

[illegible]

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Part 6

Signature

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director ❶, Secretary, Person authorised ❷, Charity commission receiver and manager, CIC manager, Judicial factor.

❶ **Societas Europaea**

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

❷ **Person authorised**

Under either section 270 or 274 of the Companies Act 2006.



Do not cover this barcode

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Presenter information

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

Contact name LAWS/DAM/FRE/103/11

Company name
Maclay Murray & Spens LLP

Address Quatermile One

15 Lauriston Place

Post town Edinburgh

County/Region

Postcode E H 3 9 E P

Country United Kingdom

DX ED137

Telephone 0330 222 0050



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed your principal business activity.
- ☐ You have not used this form to make changes to the registered office address.
- ☐ You have not used this form to make changes to secretary and director details.
- ☐ You have provided the full date of birth for all individual directors in Part 3.
- ☐ 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 a paper 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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

F4

Statement of capital (Voting rights)

Class of share

SERIES A PREFERENCE SHARES

Voting rights

a. Voting

Each holder of the Series A Preference Shares shall have the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each Preference Share shall carry one vote per share. Votes may be exercised:

- on a show of hands by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote); or
- on a poll by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote for each such share held).

b. Dividend

Entitled to a pro rata share of any dividend declared or payable.

c. Capital

On a return of assets on liquidation or capital reduction or otherwise (other than a conversion, redemption or repurchase of shares), the assets of the Company (or the proceeds of sale as the case may be) remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied in the following order of priority:-

first, in paying to the holders of the Series B Preference Shares in respect of each Series B Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-

- the actual subscription price (inclusive of any premium paid) of that Series B Preference Share; and
- any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital;

and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series B Preference Shares in full, the proceeds shall be distributed to the holders of the Series B Preference Shares in proportion to the amounts due on each such share held;

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Statement of capital (Voting rights)

Class of share	SERIES A PREFERENCE SHARES (CONT)
Voting rights	<p>second, in paying to the holders of the Series A Preference Shares in respect of each Series A Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-</p> <ul style="list-style-type: none">• the actual subscription price (inclusive of any premium paid) of that Series A Preference Share; and• any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital; <p>and if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series A Preference Shares in full, the proceeds shall be distributed to the holders of the Series A Preference Shares in proportion to the amounts due on each such share held;</p> <p>third in paying the holders of the Deferred Shares (if any), a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>the balance (if any) of such assets shall be distributed to the holders of the Ordinary Shares in the proportions that their respective holdings of Ordinary Shares bear to the total number of Ordinary Shares in issue.</p> <p><u>d. Redeemable Shares</u></p> <p>The Series A Preference Shares are non-redeemable.</p>

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F4

Statement of capital (Voting rights)

Class of share	SERIES B PREFERENCE SHARES
Voting rights	<p><u>a. Voting</u></p> <p>Each holder of the Series B Preference Shares shall have the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each Preference Share shall carry one vote per share. Votes may be exercised:</p> <ul style="list-style-type: none"> • on a show of hands by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote); or • on a poll by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote for each such share held). <p><u>b. Dividend</u></p> <p>Entitled to a pro rata share of any dividend declared or payable.</p> <p><u>c. Capital</u></p> <p>On a return of assets on liquidation or capital reduction or otherwise (other than a conversion, redemption or repurchase of shares), the assets of the Company (or the proceeds of sale as the case may be) remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied in the following order of priority:-</p> <p>first, in paying to the holders of the Series B Preference Shares in respect of each Series B Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-</p> <ul style="list-style-type: none"> • the actual subscription price (inclusive of any premium paid) of that Series B Preference Share; and • any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital; <p>and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series B Preference Shares in full, the proceeds shall be distributed to the holders of the Series B Preference Shares in proportion to the amounts due on each such share held;</p>

F4	Statement of capital (Voting rights)
Class of share	SERIES B PREFERENCE SHARES (CONT)
Voting rights	<p>second, in paying to the holders of the Series A Preference Shares in respect of each Series A Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-</p> <ul style="list-style-type: none"> the actual subscription price (inclusive of any premium paid) of that Series A Preference Share; and any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital; <p>and if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series A Preference Shares in full, the proceeds shall be distributed to the holders of the Series A Preference Shares in proportion to the amounts due on each such share held;</p> <p>third in paying the holders of the Deferred Shares (if any), a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and</p> <p>the balance (if any) of such assets shall be distributed to the holders of the Ordinary Shares in the proportions that their respective holdings of Ordinary Shares bear to the total number of Ordinary Shares in issue.</p> <p><u>d. Redeemable Shares</u></p> <p>The Series B Preference Shares are non-redeemable.</p>

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F4	Statement of capital (Voting rights)
Class of share	ORDINARY SHARES
Voting rights	<p data-bbox="355 448 467 470"><u>a. Voting</u></p> <p data-bbox="355 492 1460 564">Each holder of the Ordinary Shares shall have the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each Preference Share shall carry one vote per share. Votes may be exercised:</p> <ul data-bbox="427 586 1460 788" style="list-style-type: none"> • on a show of hands by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote); or • on a poll by every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative or by a proxy (in which case, each Shareholder holding shares with votes shall have one vote for each such share held). <p data-bbox="355 824 494 846"><u>b. Dividend</u></p> <p data-bbox="355 869 1145 891">Entitled to a pro rata share of any dividend declared or payable.</p> <p data-bbox="355 925 483 947"><u>c. Capital</u></p> <p data-bbox="355 969 1460 1086">On a return of assets on liquidation or capital reduction or otherwise (other than a conversion, redemption or repurchase of shares), the assets of the Company (or the proceeds of sale as the case may be) remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied in the following order of priority:-</p> <p data-bbox="355 1102 1460 1169">first, in paying to the holders of the Series B Preference Shares in respect of each Series B Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-</p> <ul data-bbox="590 1169 1460 1258" style="list-style-type: none"> • the actual subscription price (inclusive of any premium paid) of that Series B Preference Share; and • any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital; <p data-bbox="355 1281 1420 1366">and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series B Preference Shares in full, the proceeds shall be distributed to the holders of the Series B Preference Shares in proportion to the amounts due on each such share held;</p>

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F4

Statement of capital (Voting rights)

Class of share

ORDINARY SHARES (CONT)

Voting rights

second, in paying to the holders of the Series A Preference Shares in respect of each Series A Preference Share held by them at the date of the return of capital, an amount equal to the aggregate of:-

- the actual subscription price (inclusive of any premium paid) of that Series A Preference Share; and
- any arrears and accruals of any declared but unpaid dividend thereon calculated down to the date of the return of capital;

and if there is a shortfall of assets remaining to satisfy the entitlements of holders of Series A Preference Shares in full, the proceeds shall be distributed to the holders of the Series A Preference Shares in proportion to the amounts due on each such share held;

third in paying the holders of the Deferred Shares (if any), a total of £1.00 for the entire class of Deferred Shares (which payment shall be deemed satisfied by payment to any one holder of Deferred Shares); and

the balance (if any) of such assets shall be distributed to the holders of the Ordinary Shares in the proportions that their respective holdings of Ordinary Shares bear to the total number of Ordinary Shares in issue.

d. Redeemable Shares

The Ordinary Shares are non-redeemable.

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Statement of capital ①

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

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

Currency	STERLING			
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
ORDINARY	1.66	0.00	1200360	200.06
ORDINARY	4.50	0.00	71700	11.95
ORDINARY	10.00	0.00	101535	16.92
ORDINARY	6.00	0.00	120832	20.14
SERIES A PREFERENCE	0.69	0.00	72000	12.00
SERIES A PREFERENCE	0.70	0.00	12000	2.00
SERIES A PREFERENCE	0.83	0.00	156000	26.00
SERIES A PREFERENCE	1.66	0.00	28800	4.80
SERIES A PREFERENCE	1.88	0.00	437700	72.95
SERIES B PREFERENCE	3.66	0.00	604680	100.78
SERIES B PREFERENCE	4.50	0.00	262440	43.74
Totals			3068047	511.34

② Including both the nominal value and any share premium.
③ Total number of issued shares in this class.

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

G3

List of past and present shareholders ①

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.

① 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.

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Strathay Ventures	ORDINARY	4,000		/ /
Christopher and Jennifer Maslin	ORDINARY	4,000		/ /
Henry Doe	ORDINARY	1,000		/ /
RJ Beteiligungsgesellschaft MBH	SERIES A PREFERENCE	120,780		/ /
3S Beteiligungs UG	SERIES A PREFERENCE	20,160		/ /
Local Globe IV Limited	SERIES A PREFERENCE	134,040		/ /
Varus Advisors Gmbh	SERIES A PREFERENCE	13,440		/ /
Alexander Bruehl	SERIES A PREFERENCE	23,580		/ /
STM Fidecs	SERIES A PREFERENCE	34,440		/ /
Arrestos Holdings	SERIES A PREFERENCE	15,900		/ /
IRIS	SERIES A PREFERENCE	344,160		/ /
Local Globe IV Limited	SERIES B PREFERENCE	77,400		/ /

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Annual Return

G3

List of past and present shareholders ¹

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.

¹ 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.

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Arrestos Holdings	SERIES B PREFERENCE	11,880		/ /
IRIS	SERIES B PREFERENCE	47,520		/ /
Opus Icertum	SERIES B PREFERENCE	502,380		/ /
Torch Nominee	SERIES B PREFERENCE	48,600		/ /
Innovation Group Investors	SERIES B PREFERENCE	179,340		/ /
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