



Companies House
— for the record —

AR01 (ef)

Annual Return



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Company Name: **BRIGHTHOUSE GROUP PLC**

Company Number: **06250176**

Date of this return: **16/05/2013**

SIC codes: **47430**
47540
64910

Company Type: **Public limited company**

Situation of Registered Office: **5 HERCULES WAY**
LEAVESDEN
WATFORD
UNITED KINGDOM
WD25 7GS

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **DAVID JOHN**

Surname: **HARWOOD**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): **GILES MATTHEW OLIVER**

Surname: **DAVID**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **13/03/1967** Nationality: **BRITISH**
Occupation: **ACCOUNTANT**

Company Director 2

Type: **Person**

Full forename(s): **MR DAVID JOHN**

Surname: **LAMB**

Former names:

Service Address: **C/O VISION CAPITAL
54 JERMYN STREET
LONDON
ENGLAND
SW1Y 6LX**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **06/05/1976**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Company Director 3

Type: **Person**
Full forename(s): **JOSEPH LEO**

Surname: **MCKEE**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **30/08/1946** Nationality: **BRITISH**

Occupation: **COMPANY DIRECTOR**

Company Director 4

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

Surname: **PYM**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **18/09/1949** Nationality: **BRITISH**

Occupation: **DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	DEFERRED	<i>Number allotted</i>	4743992053
		<i>Aggregate nominal value</i>	474.399
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.000001
		<i>Amount unpaid per share</i>	0

Prescribed particulars

DEFERRED £0.0000001 SHARES. (SIX ZEROS AFTER DECIMAL PLACE) FOR PRESCRIBED PARTICULARS, PLEASE REFER TO DESCRIPTION OF FOR ALL CLASSES OF SHARE WHICH IS CONTAINED IN THE DESCRIPTION OF PRESCRIBED PARTICULARS FOR ORDINARY SHARES AND CONTINUES UNDER A ORDINARY SHARES, B ORDINARY SHARES, D ORDINARY SHARES, E ORDINARY SHARES AND F ORDINARY SHARES

Class of shares	ORDINARY	<i>Number allotted</i>	117500
		<i>Aggregate nominal value</i>	117.5
<i>Currency</i>	GBP	<i>Amount paid</i>	0.001
		<i>Amount unpaid</i>	0

Prescribed particulars

PREScribed PARTICULARS FOR ALL CLASSES OF SHARE CAPITALISED TERMS NOT DEFINED IN THIS DESCRIPTION SHALL HAVE THE MEANINGS ATTRIBUTED TO THEM IN THE ARTICLES OF ASSOCIATION OF THE COMPANY 1 DEFINITIONS. A ORDINARY SHARES: A ORDINARY SHARES OF £0.001 EACH IN THE CAPITAL OF THE COMPANY; A PREFERRED SHAREHOLDERS: THE MEMBERS FOR THE TIME BEING HOLDING A PREFERRED SHARES; A PREFERRED SHARE HURDLE AMOUNT: MEANS: (A) IN THE FIRST A PREFERRED ACCRUAL PERIOD, P + Q, WHERE: P = £6,725,639; AND Q = THE POUND STERLING AMOUNT THAT WOULD HAVE ACCRUED IF AN INTEREST RATE OF 10% PER ANNUM ACCRUING ON A DAILY BASIS AND COMPOUNDING ANNUALLY ON THE ANNIVERSARY OF 22 NOVEMBER 2012 HAD BEEN APPLIED TO P DURING THE FIRST A PREFERRED ACCRUAL PERIOD; AND (B) IN EACH OTHER A PREFERRED ACCRUAL PERIOD, P + Q, WHERE: P = THE A PREFERRED SHARE HURDLE AMOUNT FOR THE IMMEDIATELY PRECEDING A PREFERRED ACCRUAL PERIOD MINUS THE AGGREGATE OF THE AMOUNTS RECEIVED BY THE A PREFERRED SHAREHOLDERS IN THAT IMMEDIATELY PRECEDING A PREFERRED ACCRUAL PERIOD IN RESPECT OF THEIR A PREFERRED SHARES; AND Q = THE POUND STERLING AMOUNT THAT WOULD HAVE ACCRUED IF AN INTEREST RATE OF 10% PER ANNUM ACCRUING ON A DAILY BASIS AND COMPOUNDING ANNUALLY ON THE ANNIVERSARY OF 22 NOVEMBER 2012 HAD BEEN APPLIED TO P DURING THAT A PREFERRED ACCRUAL PERIOD; A PREFERRED SHARE RETURN: THE AGGREGATE OF ANY AMOUNTS RECEIVED BY THE A PREFERRED SHAREHOLDERS AFTER 22 NOVEMBER 2012 IN RESPECT OF THE A PREFERRED SHARES; A PREFERRED SHARES: A PREFERRED SHARES OF £0.0000001 EACH IN THE CAPITAL OF THE COMPANY; B ORDINARY SHARES: B ORDINARY SHARES OF £0.01 EACH IN THE CAPITAL OF THE COMPANY; B PREFERRED SHAREHOLDERS: THE MEMBERS FOR THE TIME BEING HOLDING B PREFERRED SHARES; B PREFERRED SHARE HURDLE AMOUNT: MEANS: (A) IN THE FIRST B PREFERRED ACCRUAL PERIOD, P + Q, WHERE: P = £86,583,475; AND Q = THE POUND STERLING AMOUNT THAT WOULD HAVE ACCRUED IF AN INTEREST RATE OF 10% PER ANNUM ACCRUING ON A DAILY BASIS AND COMPOUNDING ANNUALLY ON THE ANNIVERSARY OF 22 NOVEMBER 2012 HAD BEEN APPLIED TO P DURING THE FIRST B PREFERRED ACCRUAL PERIOD; AND (B) IN EACH OTHER B PREFERRED ACCRUAL PERIOD, P + Q, WHERE: P = THE B PREFERRED SHARE HURDLE AMOUNT FOR THE IMMEDIATELY PRECEDING B PREFERRED ACCRUAL PERIOD MINUS THE AGGREGATE OF THE AMOUNTS RECEIVED BY THE B PREFERRED SHAREHOLDERS IN THAT IMMEDIATELY PRECEDING B PREFERRED ACCRUAL PERIOD IN RESPECT OF THEIR B PREFERRED SHARES; AND Q = THE POUND STERLING AMOUNT THAT WOULD HAVE ACCRUED IF AN INTEREST RATE OF 10% PER ANNUM ACCRUING ON A DAILY BASIS AND COMPOUNDING ANNUALLY ON THE ANNIVERSARY OF 22 NOVEMBER 2012 HAD BEEN APPLIED TO P DURING THAT B PREFERRED ACCRUAL PERIOD; DESCRIPTION OF PRESCRIBED PARTICULARS IS CONTINUED UNDER PRESCRIBED PARTICULARS FOR A ORDINARY SHARES

Class of shares	A ORDINARY	<i>Number allotted</i>	4350000
		<i>Aggregate nominal value</i>	4350
<i>Currency</i>	GBP	<i>Amount paid</i>	0.001
		<i>Amount unpaid</i>	0

Prescribed particulars

DESCRIPTION OF PRESCRIBED PARTICULARS FOR ALL CLASSES OF SHARE, CONTINUED FROM DESCRIPTION OF PRESCRIBED PARTICULARS FOR ORDINARY SHARES B PREFERRED SHARE RETURN: THE AGGREGATE OF ANY AMOUNTS RECEIVED BY THE B PREFERRED SHAREHOLDERS AFTER 22 NOVEMBER 2012 IN RESPECT OF THE B PREFERRED SHARES; B PREFERRED SHARES: B PREFERRED SHARES OF £0.0000001 EACH IN THE CAPITAL OF THE COMPANY; C ORDINARY SHARES: C ORDINARY SHARES OF £0.01 EACH IN THE CAPITAL OF THE COMPANY; C PREFERRED SHAREHOLDERS: THE MEMBERS FOR THE TIME BEING HOLDING C PREFERRED SHARES; C PREFERRED SHARES: C PREFERRED SHARES OF £1.00 EACH IN THE CAPITAL OF THE COMPANY; DEFERRED SHAREHOLDERS: THE HOLDERS OF DEFERRED SHARES; DEFERRED SHARES: DEFERRED SHARES OF £0.0000001 EACH IN THE CAPITAL OF THE COMPANY; D ORDINARY SHARES: D ORDINARY SHARES OF £0.01 EACH IN THE CAPITAL OF THE COMPANY; E ORDINARY SHARES: E ORDINARY SHARES OF £0.01 EACH IN THE CAPITAL OF THE COMPANY; EQUITY SHAREHOLDERS: THE MEMBERS FOR THE TIME BEING HOLDING EQUITY SHARES; EQUITY SHARES: ORDINARY SHARES, A ORDINARY SHARES, B ORDINARY SHARES, C ORDINARY SHARES, D ORDINARY SHARES, E ORDINARY SHARES, THE F ORDINARY SHARE, G ORDINARY SHARES AND THE H ORDINARY SHARE; F ORDINARY SHARE: THE F ORDINARY SHARE OF £500 IN THE CAPITAL OF THE COMPANY; G ORDINARY SHARES: G ORDINARY SHARES OF £0.001 EACH IN THE CAPITAL OF THE COMPANY; H ORDINARY SHARE: THE H ORDINARY SHARE OF £500 IN THE CAPITAL OF THE COMPANY; INVESTOR PERCENTAGE: SUCH PERCENTAGE AS IS EQUAL TO 100% LESS THE RATCHET A SHAREHOLDER PERCENTAGE AND LESS THE RATCHET B SHAREHOLDER PERCENTAGE; MEMBER: A HOLDER OF SHARES FROM TIME TO TIME; ORDINARY SHARES: ORDINARY SHARES OF £0.001 EACH IN THE CAPITAL OF THE COMPANY; DESCRIPTION OF PRESCRIBED PARTICULARS FOR ALL CLASSES OF SHARES IS CONTINUED UNDER THE PRESCRIBED PARTICULARS OF B ORDINARY SHARES

Class of shares	A PREFERRED	<i>Number allotted</i>	6725639
		<i>Aggregate nominal value</i>	0.673
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.000001
		<i>Amount unpaid per share</i>	0

Prescribed particulars

A PREFERRED £0.0000001 SHARES (NOTE SIX ZEROS AFTER DECIMAL PLACE) FOR PRESCRIBED PARTICULARS, PLEASE REFER TO DESCRIPTION OF FOR ALL CLASSES OF SHARE WHICH IS CONTAINED IN THE DESCRIPTION OF PRESCRIBED PARTICULARS FOR ORDINARY SHARES AND CONTINUES UNDER A ORDINARY SHARES, B ORDINARY SHARES, D ORDINARY SHARES, E ORDINARY SHARES AND F ORDINARY SHARES

Class of shares	B ORDINARY	<i>Number allotted</i>	200000
		<i>Aggregate nominal value</i>	2000
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0

Prescribed particulars

DESCRIPTION OF PRESCRIBED PARTICULARS FOR ALL CLASSES OF SHARE, CONTINUED FROM THE DESCRIPTION CONTAINED UNDER THE PRESCRIBED PARTICULARS FOR A ORDINARY SHARES RATCHET A SHAREHOLDER PERCENTAGE: THE PERCENTAGE CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA:- $((RP \times H) + (P \times 10\% \times K) + (R \times 15\% \times K)) \div RP$ % AND RATCHET B SHAREHOLDER PERCENTAGE: THE PERCENTAGE CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA:- $((RP \times J) + (5\% \times M) + (P \times 10\% \times L) + (R \times 15\% \times L)) \div RP$ % IN EACH CASE WHERE: RP = AN AMOUNT EQUAL TO THE REALISATION PROCEEDS MINUS THE AMOUNT OF THE REALISATION PROCEEDS ALLOCATED TO THE A PREFERRED SHAREHOLDERS AND THE B PREFERRED SHAREHOLDERS PURSUANT TO ARTICLE (D), D = THE TOTAL NUMBER OF EQUITY SHARES IN ISSUE AT THE RELEVANT TIME; E = THE SUM OF D LESS THE TOTAL NUMBER OF A ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME; F = THE TOTAL NUMBER OF ORDINARY SHARES AND H ORDINARY SHARE IN ISSUE AT THE RELEVANT TIME; G = THE TOTAL NUMBER OF RATCHET B SHARES IN ISSUE AT THE RELEVANT TIME; H = $F \div D$ J = $G \div D$ K = $F \div E$ L = $G \div E$ M = (I) IF THE INVESTOR RETURN IS LESS THAN OR EQUAL TO THE TARGET A INVESTOR RETURN, ZERO; OR (II) IF THE INVESTOR RETURN IS GREATER THAN THE TARGET A INVESTOR RETURN, THE AMOUNT BY WHICH THE INVESTOR RETURN EXCEEDS THE TARGET A INVESTOR RETURN; N = AN AMOUNT EQUAL TO THE INVESTOR RETURN MINUS $(5\% \times M)$; P = (I) IF N IS LESS THAN OR EQUAL TO THE TARGET B INVESTOR RETURN, ZERO; (II) IF N IS GREATER THAN THE TARGET B INVESTOR RETURN BUT LESS THAN OR EQUAL TO THE TARGET C INVESTOR RETURN, THE AMOUNT BY WHICH N EXCEEDS THE TARGET B INVESTOR RETURN; OR (III) IF N IS GREATER THAN THE TARGET C INVESTOR RETURN, AN AMOUNT EQUAL TO THE TARGET C INVESTOR RETURN LESS THE TARGET B INVESTOR RETURN; Q = AN AMOUNT EQUAL TO THE INVESTOR RETURN MINUS $(5\% \times M)$ AND MINUS $(10\% \times P)$; R = (I) IF Q IS LESS THAN OR EQUAL TO THE TARGET C INVESTOR RETURN, ZERO; OR (II) IF Q IS GREATER THAN THE TARGET C INVESTOR RETURN, THE AMOUNT BY WHICH Q EXCEEDS THE TARGET C INVESTOR RETURN; AND THE CERTIFICATE OF THE AUDITORS AS TO THE RATCHET A SHAREHOLDER PERCENTAGE OR AS TO THE RATCHET B SHAREHOLDER PERCENTAGE SHALL (SAVE IN THE CASE OF MANIFEST ERROR) BE CONCLUSIVE AND BINDING ON THE COMPANY AND THE MEMBERS; DESCRIPTION OF PRESCRIBED PARTICULARS FOR ALL SHARE CLASSES CONTINUED UNDER C ORDINARY SHARES

Class of shares	B PREFERRED	<i>Number allotted</i>	86583475
		<i>Aggregate nominal value</i>	8.658
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.000001
		<i>Amount unpaid per share</i>	0

Prescribed particulars

B PREFERRED £0.0000001 SHARES FOR PRESCRIBED PARTICULARS, PLEASE REFER TO DESCRIPTION OF FOR ALL CLASSES OF SHARE WHICH IS CONTAINED IN THE DESCRIPTION OF PRESCRIBED PARTICULARS FOR ORDINARY SHARES AND CONTINUES UNDER A ORDINARY SHARES, B ORDINARY SHARES, D ORDINARY SHARES, E ORDINARY SHARES AND F ORDINARY SHARES

Class of shares	C ORDINARY	<i>Number allotted</i>	100000
		<i>Aggregate nominal value</i>	1000
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0

Prescribed particulars

DESCRIPTION OF PRESCRIBED PARTICULARS FOR ALL CLASSES OF SHARE CONTINUED FROM THE DESCRIPTION OF PRESCRIBED PARTICULARS OF B ORDINARY SHARES REALISATION: A FLOTATION, A SALE OR A RETURN OF CAPITAL; REALISATION PROCEEDS: (A) IN THE EVENT OF A FLOTATION, THE VALUE PLACED ON ALL THE EQUITY SHARES, THE A PREFERRED SHARES, THE B PREFERRED SHARES, THE C PREFERRED SHARES AND OTHER SHARES (EXCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY SHARES TO BE ISSUED BY THE COMPANY ON THE FLOTATION TO RAISE ADDITIONAL FINANCE FOR THE COMPANY); B) IN THE EVENT OF SALE, THE VALUE OF THE CONSIDERATION PAYABLE ON COMPLETION OF THE SALE IN RESPECT OF ALL THE EQUITY SHARES, THE A PREFERRED SHARES, THE B PREFERRED SHARES, THE C PREFERRED SHARES AND OTHER SHARES, PROVIDED THAT IF THE CONSIDERATION FOR THE SALE COMPRISES WHOLLY OR IN PART THE ISSUE OF SECURITIES (NOT ACCOMPANIED BY A CASH ALTERNATIVE) (AA) IF THE SECURITIES WILL RANK PARI PASSU WITH A CLASS OF SECURITIES ALREADY PUBLICLY TRADED, THE VALUE OF SUCH SECURITIES DETERMINED BY REFERENCE TO THE CLOSING MID MARKET PRICE OF THE SECURITIES ON THE LATEST PRACTICAL DAY PRIOR TO THE REALISATION DATE, OR (BB) IF THE SECURITIES ARE NOT OF SUCH A CLASS, THE VALUE OF SUCH SECURITIES DETERMINED BY AN INDEPENDENT INVESTMENT BANK (SELECTED BY THE COMPANY) IN A CERTIFICATE OBTAINED FOR THE PURPOSE AND ADDRESSED TO THE COMPANY; (C) IN THE EVENT OF A RETURN OF CAPITAL, THE VALUE OF THE DISTRIBUTION MADE ON COMPLETION OF THE RETURN OF CAPITAL IN RESPECT OF ALL THE EQUITY SHARES, THE A PREFERRED SHARES, THE B PREFERRED SHARES, THE C PREFERRED SHARES AND ANY OTHER SHARES; RELEVANT DEFAULT: (A) AN IMMEDIATE OR THREAT OF MATERIAL DEFAULT IN RESPECT OF THE DEBT FACILITIES (INCLUDING THE LOAN NOTES) OF A GROUP COMPANY; (B) AN IMMEDIATE OR THREAT OF A BREACH OF ANY REGULATION APPLICABLE TO A GROUP COMPANY WHERE SUCH BREACH WOULD HAVE A MATERIAL AND ADVERSE EFFECT ON THE GROUP; OR (C) AN URGENT REQUIREMENT OF FUNDS NECESSARY TO PERMIT THE GROUP TO CONTINUE OPERATING IN THE NORMAL COURSE; SHARES: THE EQUITY SHARES, THE A PREFERRED SHARES, THE B PREFERRED SHARES, THE C PREFERRED SHARES AND ANY OTHER SHARES ISSUED BY THE COMPANY OR ANY OF THEM; INCOME SUMS DISTRIBUTED BY THE COMPANY AT ANY TIME PRIOR TO A REALISATION SHALL BE APPORTIONED ON THE FOLLOWING BASIS: (I) FIRST, UNTIL THE A PREFERRED SHARE RETURN EQUALS THE A PREFERRED SHARE HURDLE AMOUNT, ALL SUCH SUMS SHALL BE APPORTIONED AMONGST THE A PREFERRED SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF A PREFERRED SHARES HELD BY THEM RESPECTIVELY; (II) SECOND, AFTER THE A PREFERRED SHARE RETURN EQUALS THE A PREFERRED SHARE HURDLE AMOUNT AND UNTIL THE B PREFERRED SHARE RETURN EQUALS THE B PREFERRED SHARE HURDLE AMOUNT, ALL SUCH SUMS SHALL BE APPORTIONED AMONGST THE B PREFERRED SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF B PREFERRED SHARES HELD BY THEM RESPECTIVELY; AND (III) AS TO THE BALANCE, AFTER THE B PREFERRED SHARE RETURN EQUALS THE B PREFERRED SHARE HURDLE AMOUNT, ALL SUCH SUMS SHALL BE APPORTIONED AMONGST THE EQUITY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF EQUITY SHARES HELD BY THEM RESPECTIVELY. DESCRIPTION CONTINUED UNDER THE PRESCRIBED PARTICULARS OF B ORDINARY SHARES

Class of shares	C PREFERRED	<i>Number allotted</i>	40500
		<i>Aggregate nominal value</i>	40500
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

FOR PRESCRIBED PARTICULARS, PLEASE REFER TO DESCRIPTION OF FOR ALL CLASSES OF SHARE WHICH IS CONTAINED IN THE DESCRIPTION OF PRESCRIBED PARTICULARS FOR ORDINARY SHARES AND CONTINUES UNDER A ORDINARY SHARES, B ORDINARY SHARES, D ORDINARY SHARES, E ORDINARY SHARES AND F ORDINARY SHARES

Class of shares	D ORDINARY	<i>Number allotted</i>	62500
		<i>Aggregate nominal value</i>	625
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.01
		<i>Amount unpaid per share</i>	0

Prescribed particulars

DESCRIPTION OF PRESCRIBED PARTICULARS FOR ALL CLAASES OF SHARE. CONTINUED FROM THE DESCRIPTION OF PARTICULARS FOR C ORDINARY SHARES CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE, WHICH IS NOT A REALISATION, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED: (I) FIRST, UNTIL THE A PREFERRED SHARE RETURN EQUALS THE A PREFERRED SHARE HURDLE AMOUNT, AMONGST THE A PREFERRED SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF A PREFERRED SHARES HELD BY THEM RESPECTIVELY; (II) SECOND, AFTER THE A PREFERRED SHARE RETURN EQUALS THE A PREFERRED SHARE HURDLE AMOUNT AND UNTIL THE B PREFERRED SHARE RETURN EQUALS THE B PREFERRED SHARE HURDLE AMOUNT, AMONGST THE B PREFERRED SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF B PREFERRED SHARES HELD BY THEM RESPECTIVELY; (III) THIRD, AS TO A TOTAL OF 1 PENCE FOR ALL DEFERRED SHARES HELD BY THEM, TO THE DEFERRED SHAREHOLDERS; (IV) FOURTH, AS TO A TOTAL OF £20 FOR ALL C PREFERRED SHARES, TO THE C PREFERRED SHAREHOLDERS IN PROPORTION TO THE NUMBER OF C PREFERRED SHARES HELD BY THEM RESPECTIVELY; AND (V) AS TO THE BALANCE, AFTER THE B PREFERRED SHARE RETURN EQUALS THE B PREFERRED SHARE HURDLE AMOUNT, AMONGST THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES, B ORDINARY SHARES, C ORDINARY SHARES, D ORDINARY SHARES, E ORDINARY SHARES, F ORDINARY SHARE, G ORDINARY SHARES AND H ORDINARY SHARE (AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE), IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY. DESCRIPTION CONTINUED UNDER THE DESCRIPTION OF PRESCRIBED PARTICULARS FOR E ORDINARY SHARES

Class of shares	E ORDINARY	<i>Number allotted</i>	62500
		<i>Aggregate nominal value</i>	625
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0

Prescribed particulars

DESCRIPTION OF PRESCRIBED PARTICULARS FOR ALL CLAASES OF SHARE, CONTINUED FROM THE DESCRIPTION CONTAINED UNDER THE PRESCRIBED PARTICULARS FOR D ORDINARY SHARES VOTING (I) THE HOLDER OF ANY SHARES (OTHER THAN E ORDINARY SHARES, G ORDINARY SHARES, ORDINARY SHARES, A PREFERRED SHARES, B PREFERRED SHARES AND C PREFERRED SHARES), WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION, LIMITED PARTNERSHIP OR SIMILAR ENTITY) IS PRESENT BY A REPRESENTATIVE SHALL HAVE THE FOLLOWING VOTING RIGHTS IN RESPECT OF HIS SHARES: A. THE A ORDINARY SHARES SHALL CARRY THE RIGHT IN AGGREGATE TO X OF THE VOTES (DIVIDED BETWEEN THE HOLDERS OF SUCH SHARES PRO RATA TO THE NUMBER OF A ORDINARY SHARES HELD BY EACH OF THEM), WHERE X = THE GREATER OF: (I) 100% MINUS THE AGGREGATE PERCENTAGE OF VOTES CARRIED AT THE RELEVANT TIME BY ALL OTHER CLASSES OF SHARES PURSUANT TO THIS ARTICLE (I); AND (II) 75%; B. THE B ORDINARY SHARES SHALL CARRY THE RIGHT IN AGGREGATE TO 5% OF THE VOTES (DIVIDED BETWEEN THE HOLDERS OF SUCH SHARES PRO RATA TO THE NUMBER OF B ORDINARY SHARES HELD BY EACH OF THEM), WHILST THERE ARE ANY B ORDINARY SHARES IN ISSUE; C. THE C ORDINARY SHARES SHALL CARRY THE RIGHT IN AGGREGATE TO 5% OF THE VOTES (DIVIDED BETWEEN THE HOLDERS OF SUCH SHARES PRO RATA TO THE NUMBER OF C ORDINARY SHARES HELD BY EACH OF THEM), WHILST THERE ARE ANY C ORDINARY SHARES IN ISSUE; D. THE D ORDINARY SHARES SHALL CARRY THE RIGHT IN AGGREGATE TO 5% OF THE VOTES (DIVIDED BETWEEN THE HOLDERS OF SUCH SHARES PRO RATA TO THE NUMBER OF D ORDINARY SHARES HELD BY EACH OF THEM), WHILST THERE ARE ANY D ORDINARY SHARES IN ISSUE; E. THE F ORDINARY SHARE SHALL CARRY THE RIGHT IN AGGREGATE TO 5% OF THE VOTES WHILST IN ISSUE; AND F. THE H ORDINARY SHARE SHALL CARRY THE RIGHT IN AGGREGATE TO 5% OF THE VOTES WHILST IN ISSUE. (II) THE E ORDINARY SHARES, G ORDINARY SHARES, THE A PREFERRED SHARES, THE B PREFERRED SHARES, THE C PREFERRED SHARES, THE ORDINARY SHARES AND THE DEFERRED SHARES SHALL CARRY NO RIGHT TO VOTE. (III) NO VOTE AT ANY MEETING OF MEMBERS MAY BE TAKEN ON A SHOW OF HANDS. (IV) SUBJECT TO THE ACT, IN RESPECT OF ANY WRITTEN RESOLUTION OF THE COMPANY, EACH MEMBER SHALL HAVE THE NUMBER OF VOTES WHICH HIS SHARES CARRY PURSUANT TO ARTICLES 4.3.1 AND 4.3.2. DESCRIPTION CONTINUED UNDER DESCRIPTION OF PARTICULARS FOR F ORDINARY SHARES

Class of shares	F ORDINARY	<i>Number allotted</i>	1
		<i>Aggregate nominal value</i>	500
<i>Currency</i>	GBP	<i>Amount paid</i>	500
		<i>Amount unpaid</i>	0

Prescribed particulars

DESCRIPTION OF PRESCRIBED PARTICULARS FOR ALL CLAASES OF SHARE, CONTINUED FROM THE DESCRIPTION CONTAINED UNDER THE PRESCRIBED PARTICULARS FOR E ORDINARY SHARES

REALISATION ON A REALISATION, THE REALISATION PROCEEDS SHALL BE APPORTIONED: (I) FIRST, UNTIL THE A PREFERRED SHARE RETURN EQUALS THE A PREFERRED SHARE HURDLE AMOUNT, AMONGST THE A PREFERRED SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF A PREFERRED SHARES HELD BY THEM RESPECTIVELY; (II) SECOND, AFTER THE A PREFERRED SHARE RETURN EQUALS THE A PREFERRED SHARE HURDLE AMOUNT AND UNTIL THE B PREFERRED SHARE RETURN EQUALS THE B PREFERRED SHARE HURDLE AMOUNT, AMONGST THE B PREFERRED SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF B PREFERRED SHARES HELD BY THEM RESPECTIVELY; (III) THIRD, AFTER THE B PREFERRED SHARE RETURN EQUALS THE B PREFERRED SHARE HURDLE AMOUNT, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES THE AGGREGATE SUM OF ONE PENNY FOR ALL OF THE DEFERRED SHARES IN ISSUE AT THE RELEVANT TIME; (IV) FOURTH, AFTER THE SUM SET OUT IN ARTICLE 4.4.3 HAS BEEN PAID TO THE HOLDERS OF THE DEFERRED SHARES, IN PAYING TO THE HOLDERS OF THE C PREFERRED SHARES THE AGGREGATE SUM OF £20 FOR ALL OF THE C PREFERRED SHARES IN ISSUE AT THE RELEVANT TIME IN PROPORTION TO THE NUMBER OF C PREFERRED SHARES HELD BY THEM RESPECTIVELY; AND (V) AS TO THE BALANCE, AFTER THE B PREFERRED SHARE RETURN EQUALS THE B PREFERRED SHARE HURDLE AMOUNT AND THE SUM SET OUT IN ARTICLE (III) HAS BEEN PAID TO THE HOLDERS OF DEFERRED SHARES AND THE SUM SET OUT IN ARTICLE (IV) HAS BEEN PAID TO THE HOLDERS OF C PREFERRED SHARES, AMONGST THE HOLDERS OF EQUITY SHARES SUCH THAT: A. THE A ORDINARY SHAREHOLDERS RECEIVE THE INVESTOR PERCENTAGE OF SUCH BALANCE (WITH THE APPORTIONMENT AMONGST THE A ORDINARY SHAREHOLDERS BEING IN PROPORTION TO THE NUMBERS OF A ORDINARY SHARES HELD BY THEM RESPECTIVELY); B. THE ORDINARY SHAREHOLDERS RECEIVE THE RATCHET A SHAREHOLDER PERCENTAGE OF SUCH BALANCE (WITH THE APPORTIONMENT AMONGST THE ORDINARY SHAREHOLDERS BEING IN PROPORTION TO THE AGGREGATE NUMBER OF ORDINARY SHARES AND H ORDINARY SHARES HELD BY THEM RESPECTIVELY); AND C. THE RATCHET B SHAREHOLDERS RECEIVE THE RATCHET B SHAREHOLDER PERCENTAGE OF SUCH BALANCE (WITH THE APPORTIONMENT AMONGST THE RATCHET B SHAREHOLDERS BEING IN PROPORTION TO THE NUMBERS OF RATCHET B SHARES HELD BY THEM RESPECTIVELY). 3 REDEEMABILITY: ALL CLASSES OF SHARE ARE NON REDEEMABLE. END OF DESCRIPTION OF PRESCRIBED PARTICULARS FOR ALL CLASSES OF SHARE

Class of shares	G ORDINARY	<i>Number allotted</i>	107499
		<i>Aggregate nominal value</i>	107.499
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.001
		<i>Amount unpaid per share</i>	0

Prescribed particulars

FOR PRESCRIBED PARTICULARS, PLEASE REFER TO DESCRIPTION OF FOR ALL CLASSES OF SHARE WHICH IS CONTAINED IN THE DESCRIPTION OF PRESCRIBED PARTICULARS FOR ORDINARY SHARES AND CONTINUES UNDER A ORDINARY SHARES, B ORDINARY SHARES, D ORDINARY SHARES, E ORDINARY SHARES AND F ORDINARY SHARES

Class of shares	H ORDINARY	<i>Number allotted</i>	1
		<i>Aggregate nominal value</i>	500
<i>Currency</i>	GBP	<i>Amount paid per share</i>	500
		<i>Amount unpaid per share</i>	0

Prescribed particulars

FOR PRESCRIBED PARTICULARS, PLEASE REFER TO DESCRIPTION OF FOR ALL CLASSES OF SHARE WHICH IS CONTAINED IN THE DESCRIPTION OF PRESCRIBED PARTICULARS FOR ORDINARY SHARES AND CONTINUES UNDER A ORDINARY SHARES, B ORDINARY SHARES, D ORDINARY SHARES, E ORDINARY SHARES AND F ORDINARY SHARES

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	4842341668
		<i>Total aggregate nominal value</i>	50808.729

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 16/05/2013 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

Shareholding 1 : **4350000 A ORDINARY shares held as at the date of this return**
Name: **HAIG LUXEMBOURG HOLDCO S.A.R.L**

Shareholding 2 : **45000 G ORDINARY shares held as at the date of this return**
Name: **RICHARD PYM**

Shareholding 3 : **76937 B PREFERRED shares held as at the date of this return**
Name: **MICHAEL DEVINE**

Shareholding 4 : **7500 ORDINARY shares held as at the date of this return**

Name: PAUL COLLINS

Shareholding 5 : 7500 ORDINARY shares held as at the date of this return
Name: NEIL EDWARDS

Shareholding 6 : 66922 B PREFERRED shares held as at the date of this return
Name: DAVID HARWOOD

Shareholding 7 : 15000 ORDINARY shares held as at the date of this return
Name: DAVID HARWOOD

Shareholding 8 : 7500 ORDINARY shares held as at the date of this return
Name: MARK LYNCH

Shareholding 9 : 0 B ORDINARY shares held as at the date of this return
Name: JOSEPH LEO MCKEE

Shareholding 10 : 0 E ORDINARY shares held as at the date of this return
Name: ANDREW PARKINSON

Shareholding 11 : 62500 D ORDINARY shares held as at the date of this return
Name: HAMISH PATON

Shareholding 12 : 15000 ORDINARY shares held as at the date of this return
Name: OGIER EMPLOYEE BENEFIT TRUST

Shareholding 13 : 20000 ORDINARY shares held as at the date of this return
Name: GEORGE MCTAGUE

Shareholding 14 : 7500 ORDINARY shares held as at the date of this return
Name: EMER LYNAM

Shareholding 15 : 7500 ORDINARY shares held as at the date of this return
Name: NICHOLAS WORRALL

Shareholding 16 : 0 ORDINARY shares held as at the date of this return
Name: ALAN MCMANUS

Shareholding 17 : 7500 ORDINARY shares held as at the date of this return
Name: TERRY SINCLAIR

Shareholding 18 : 7500 ORDINARY shares held as at the date of this return
Name: GRAEME CAMPBELL

Shareholding 19 : 62499 G ORDINARY shares held as at the date of this return

Name: **DAVID POOLE**

Shareholding 20 : **7500 ORDINARY shares held as at the date of this return**
Name: **IAN NEWTON**

Shareholding 21 : **200000 B ORDINARY shares held as at the date of this return**
Name: **JOSEPH LEO MCKEE**

Shareholding 22 : **2008602 B PREFERRED shares held as at the date of this return**
Name: **JOSEPH LEO MCKEE**

Shareholding 23 : **2025 C PREFERRED shares held as at the date of this return**
Name: **JOSEPH LEO MCKEE**

Shareholding 24 : **100000 C ORDINARY shares held as at the date of this return**
Name: **GILES DAVID**

Shareholding 25 : **1309848 B PREFERRED shares held as at the date of this return**
Name: **GILES DAVID**

Shareholding 26 : **2025 C PREFERRED shares held as at the date of this return**
Name: **GILES DAVID**

Shareholding 27 : **446546 B PREFERRED shares held as at the date of this return**
Name: **RICHARD PYM**

Shareholding 28 : **2025 C PREFERRED shares held as at the date of this return**
Name: **RICHARD PYM**

Shareholding 29 : **74422 B PREFERRED shares held as at the date of this return**
Name: **PAUL COLLINS**

Shareholding 30 : **74422 B PREFERRED shares held as at the date of this return**
Name: **NEIL EDWARDS**

Shareholding 31 : **74422 B PREFERRED shares held as at the date of this return**
Name: **MARK LYNCH**

Shareholding 32 : **527717 B PREFERRED shares held as at the date of this return**
Name: **HAMISH PATON**

Shareholding 33 : **2025 C PREFERRED shares held as at the date of this return**
Name: **HAMISH PATON**

Shareholding 34 : **56937 B PREFERRED shares held as at the date of this return**

Name: **GEORGE MCTAGUE**

Shareholding 35 : **44195 B PREFERRED shares held as at the date of this return**
Name: **EMER LYNAM**

Shareholding 36 : **44195 B PREFERRED shares held as at the date of this return**
Name: **NICK WORRALL**

Shareholding 37 : **29425 B PREFERRED shares held as at the date of this return**
Name: **TERRY SINCLAIR**

Shareholding 38 : **12809 B PREFERRED shares held as at the date of this return**
Name: **GRAEME CAMPBELL**

Shareholding 39 : **2025 C PREFERRED shares held as at the date of this return**
Name: **DAVID POOLE**

Shareholding 40 : **1 F ORDINARY shares held as at the date of this return**
Name: **DAVID POOLE**

Shareholding 41 : **1 H ORDINARY shares held as at the date of this return**
Name: **RICHARD PYM**

Shareholding 42 : **6725639 A PREFERRED shares held as at the date of this return**
Name: **HAIG LUXEMBOURG HOLDCO S.A.R.L**

Shareholding 43 : **81178934 B PREFERRED shares held as at the date of this return**
Name: **HAIG LUXEMBOURG HOLDCO S.A.R.L**

Shareholding 44 : **30375 C PREFERRED shares held as at the date of this return**
Name: **HAIG LUXEMBOURG HOLDCO S.A.R.L**

Shareholding 45 : **62500 E ORDINARY shares held as at the date of this return**
Name: **OGIER EMPLOYEE BENEFIT TRUST**

Shareholding 46 : **4743992053 DEFERRED shares held as at the date of this return**
Name: **OGIER EMPLOYEE BENEFIT TRUST**

Shareholding 47 : **557142 B PREFERRED shares held as at the date of this return**
Name: **OGIER EMPLOYEE BENEFIT TRUST**

Shareholding 48 : **7500 ORDINARY shares held as at the date of this return**
Name: **ANDREW SMITH**

Authorisation

Authenticated

This form was authorised by one of the following:

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