



Companies House

**AR01** (ef)

**Annual Return**



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**X37HQFNL**

*Company Name:* **COGNISCIENCE LIMITED**

*Company Number:* **03983185**

*Date of this return:* **28/04/2014**

*SIC codes:* **62090**

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

*Situation of Registered Office:* **C/O UMIP, CTF  
46 GRAFTON STREET  
MANCHESTER  
M13 9NT**

**Officers of the company**

## *Company Secretary 1*

*Type:* **Person**  
*Full forename(s):* **CLAIRE JANE**

*Surname:* **MCKENZIE**

*Former names:*

*Service Address:* **22 CHAPEL STREET  
NEW MILLS  
HIGH PEAK  
DERBYSHIRE  
SK22 3JN**

*Company Director*    **1**

*Type:*                                **Person**  
*Full forename(s):*                **PROFESSOR STEPHEN BYRAM**

*Surname:*                            **FURBER**

*Former names:*

*Service Address:*                **1A GORSEY ROAD  
WILMSLOW  
CHESHIRE  
SK9 5DU**

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

*Date of Birth:*    **21/03/1953**                                *Nationality:*    **BRITISH**  
*Occupation:*    **UNIVERSITY PROFESSOR**

*Company Director* 2

*Type:* **Person**

*Full forename(s):* **REVD RICHARD MICHAEL**

*Surname:* **YOUNG**

*Former names:*

*Service Address:* **2 BIRCH GROVE  
MANCHESTER  
LANCASHIRE  
M14 5JY**

*Country/State Usually Resident:* **ENGLAND**

*Date of Birth:* **03/05/1963**

*Nationality:* **BRITISH**

*Occupation:* **FUND MANAGER**

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY A</b>	<i>Number allotted</i>	<b>84000</b>
		<i>Aggregate nominal value</i>	<b>840</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>1.1971</b>
		<i>Amount unpaid</i>	<b>0</b>

### *Prescribed particulars*

AS REGARDS INCOME THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION SHALL BE USED TO PAY DIVIDENDS AS FOLLOWS: IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES AND B PREFERRED SHARES (PARI PASSU AS IF THEY WERE ONE CLASS OF SHARE) A DIVIDEND OF SUCH AMOUNT AS THE DIRECTORS MAY DETERMINE; DIVIDENDS SHALL BE PAID PRO RATA ACCORDING TO THE NOMINAL VALUE OF THE A ORDINARY SHARES AND THE B PREFERRED ORDINARY SHARES; DIVIDENDS SHALL BE PAID TOGETHER WITH (AND NOT INCLUSIVE OF) THE IMPUTED TAX CREDIT (IF ANY) AT THE RATE FROM TIME TO TIME PREVAILING. AS REGARDS CAPITAL ON A RETURN OF ASSETS WHETHER IN A WINDING-UP OR REDUCTION OF CAPITAL OR OTHERWISE (EXCEPT IN THE CASE OF THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) THE ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE APPLIED AS FOLLOWS: FIRST IN PAYING TO THE HOLDERS OF B PREFERRED ORDINARY SHARES THE AMOUNTS CREDITED AS PAID UP TOGETHER WITH ANY DIVIDENDS IN ARREARS. SECONDLY IN DISTRIBUTING THE BALANCE OF SUCH ASSETS OR RETAINED PROFITS AMONGST THE HOLDERS OF THE B PREFERRED ORDINARY SHARES AND A ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ON CLASS OF SHARE) IN PROPORTION TO THE AMOUNTS CREDITED AS PAID UP ON THE B PREFERRED ORDINARY SHARES AND A ORDINARY SHARES HELD BY THEM RESPECTIVELY) PROCEED OF A SALE IN THE EVENT OF A SALE, THEN NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE TERMS OF SUCH A SALE (UNLESS ALL THE SHAREHOLDERS IMMEDIATELY PRIOR TO THE SALE HAVE AGREED IN WRITING TO THE CONTRARY EXPRESSLY FOR THE PURPOSES OF THIS PROVISION, WHETHER IN AGREEMENT WITH FOR THE SALE OR OTHERWISE) THE SHAREHOLDERS IMMEDIATELY PRIOR TO SUCH SALE SHALL PROCURE THAT THE PURCHASE CONSIDERATION WHENEVER RECEIVED IS PAID INTO A DESIGNATED TRUSTEE ACCOUNT AND SHALL BE DISTRIBUTED AS FOLLOWS: FIRST IN PAYING TO THE HOLDERS OF THE B PREFERRED ORDINARY SHARES THE AMOUNTS CREDITED AS PAID UP TOGETHER WITH ANY DIVIDENDS IN ARREARS; AND THEREAFTER AMONGST THOSE SHAREHOLDERS WHO SOLD SHARES PRO RATA TO THE NUMBER OF SHARES HELD BY THEM.

<b>Class of shares</b>	<b>B PREFERRED ORDINARY</b>	<i>Number allotted</i>	<b>108000</b>
		<i>Aggregate nominal value</i>	<b>1080</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>2.77</b>
		<i>Amount unpaid</i>	<b>0</b>

*Prescribed particulars*

AS REGARDS INCOME THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION SHALL BE USED TO PAY DIVIDENDS AS FOLLOWS: IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES AND B PREFERRED SHARES (PARI PASSU AS IF THEY WERE ONE CLASS OF SHARE) A DIVIDEND OF SUCH AMOUNT AS THE DIRECTORS MAY DETERMINE; DIVIDENDS SHALL BE PAID PRO RATA ACCORDING TO THE NOMINAL VALUE OF THE A ORDINARY SHARES AND THE B PREFERRED ORDINARY SHARES; DIVIDENDS SHALL BE PAID TOGETHER WITH (AND NOT INCLUSIVE OF) THE IMPUTED TAX CREDIT (IF ANY) AT THE RATE FROM TIME TO TIME PREVAILING. AS REGARDS CAPITAL ON A RETURN OF ASSETS WHETHER IN A WINDING-UP OR REDUCTION OF CAPITAL OR OTHERWISE (EXCEPT IN THE CASE OF THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) THE ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE APPLIED AS FOLLOWS: FIRST IN PAYING TO THE HOLDERS OF B PREFERRED ORDINARY SHARES THE AMOUNTS CREDITED AS PAID UP TOGETHER WITH ANY DIVIDENDS IN ARREARS. SECONDLY IN DISTRIBUTING THE BALANCE OF SUCH ASSETS OR RETAINED PROFITS AMONGST THE HOLDERS OF THE B PREFERRED ORDINARY SHARES AND A ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ON CLASS OF SHARE) IN PROPORTION TO THE AMOUNTS CREDITED AS PAID UP ON THE B PREFERRED ORDINARY SHARES AND A ORDINARY SHARES HELD BY THEM RESPECTIVELY) PROCEED OF A SALE IN THE EVENT OF A SALE, THEN NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE TERMS OF SUCH A SALE (UNLESS ALL THE SHAREHOLDERS IMMEDIATELY PRIOR TO THE SALE HAVE AGREED IN WRITING TO THE CONTRARY EXPRESSLY FOR THE PURPOSES OF THIS PROVISION, WHETHER IN AGREEMENT WITH FOR THE SALE OR OTHERWISE) THE SHAREHOLDERS IMMEDIATELY PRIOR TO SUCH SALE SHALL PROCURE THAT THE PURCHASE CONSIDERATION WHENEVER RECEIVED IS PAID INTO A DESIGNATED TRUSTEE ACCOUNT AND SHALL BE DISTRIBUTED AS FOLLOWS: FIRST IN PAYING TO THE HOLDERS OF THE B PREFERRED ORDINARY SHARES THE AMOUNTS CREDITED AS PAID UP TOGETHER WITH ANY DIVIDENDS IN ARREARS; AND THEREAFTER AMONGST THOSE SHAREHOLDERS WHO SOLD SHARES PRO RATA TO THE NUMBER OF SHARES HELD BY THEM.

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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>192000</b>
		<i>Total aggregate nominal value</i>	<b>1920</b>

## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 28/04/2014 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>12000 ORDINARY A shares held as at the date of this return</b> <b>STEPHEN BYRAM FURBER</b>
<i>Shareholding 2</i> <i>Name:</i>	: <b>36000 B PREFERRED ORDINARY shares held as at the date of this return</b> <b>THE UNIVERSITY OF MANCHESTER</b>
<i>Shareholding 3</i> <i>Name:</i>	: <b>72000 B PREFERRED ORDINARY shares held as at the date of this return</b> <b>PROVIDENCE INVESTMENT COMPANY LIMITED</b>
<i>Shareholding 4</i> <i>Name:</i>	: <b>54000 ORDINARY A shares held as at the date of this return</b> <b>THE UNIVERSITY OF MANCHESTER</b>
<i>Shareholding 5</i> <i>Name:</i>	: <b>18000 ORDINARY A shares held as at the date of this return</b> <b>PROVIDENCE INVESTMENT COMPANY</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.