001P1/40

In accordance with Section 854 of the Companies Act 2006

# **AR01**

## **Annual Return**

A fee is payable with this form

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

You can use the WebFiling



Please see 'How to pay' on the Please go to www companie last page What this form is for What this form is NOT for You cannot use this form to You may use this form to confirm notice of changes to the con that the company information is 20/04/2012 correct as at the date of this return officers, registered office add **COMPANIES HOUSE** You must file an Annual Return at company type or information 80A 11/04/2012 #138 relating to the company reco least once every year COMPANIES HOUSE **Company details** Part 1 Filling in this form The section must be completed by all companies Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by \* Company details Α1 4 3 O Company name change Company number 6 If your company has recently Company name in full changed its name, please provide New Earth Solutions Group Limited the company name as at the date of this return A2 Return date ODate of this return Please give the annual return made up date. The return date must not be a future Your company's return date date The annual return must be delivered within 28 days of the date given below is usually the anniversary of incorporation or the anniversary If you would like the company's made up date to be earlier than 1 October 2011, of the last annual return filed at please complete the AR01 appropriate for earlier made up dates Companies House You may choose an earlier return date but it must not Date of this return @ be a later date **A3** Principal business activity Principal business activity Please show the trade classification code number(s) for the principal You must provide a trade activity or activities 9 classification code (SIC code 2007) Classification code 1 or a description of your company's 6 0 9 0 main business in this section Classification code 2 A full list of the trade classification codes are available on our website Classification code 3 www.companieshouse.gov.uk Classification code 4 If you cannot determine a code, please give a brief description of your business activity below Principal activity Other service activities not elsewhere classified description

### **Annual Return** (For returns made up to a date on or after 1 October 2011) A4 Company type • Company type Please confirm your company type by ticking the appropriate box below (only If you are unsure of your company one box must be ticked) type, please check your latest Public limited company certificate of incorporation or our Private company limited by shares website www companieshouse gov uk 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 Registered office address @ **A5** Building name/number O Change of registered office 35 This must agree with the address that is held on the Companies House Street Black Moor Road record at the date of this return Ebblake Industrial Estate If the registered office address has changed, you should complete form Post town Verwood AD01 and submit it together with this annual return County/Region Dorset Postcode В Н 3 1 Single alternative inspection location (SAIL) of the A6 company records (if applicable) • SAIL address Building name/number This must agree with the address that is held on the Companies House Street record at the date of this return If the address has changed, you should complete form ADO2 and Post town submit it together with this annual County/Region Postcode Location of company records o A7 Location of company records Please tick the appropriate box to indicate which records are kept at the SAIL If the company records are held at address in Section A6 the registered office address, do not Register of members tick any of the boxes in this section Register of directors Certain records must be kept by Directors' service contracts every company while other records are only kept by certain company Directors' indemnities types where appropriate Register of secretaries Records of resolutions etc. If the records are not kept at the SAIL address, they must be available Contracts relating to purchase of own shares at the registered office Documents relating to redemption or purchase of own share out of If any of the company records have capital by private company moved from the registered office Register of debenture holders to the address in Section A6 since Report to members of outcome of investigation by public company into the last annual return, you must interests in its shares complete form AD03 and submit it together with this annual return 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

**AR01** 

# Annual Return

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

Part 2	Officers of the company		
	This section should include details of the company at the date to which this annual return is made up  → For a secretary who is an individual, go to Section B1  → For a corporate secretary, go to Section C1  → For a director who is an individual, go to Section D1  → For a corporate director, go to Section E1	Continuation pages Please use a continuation page if you need to enter more officer details.	
Secretary			
B1	Secretary's details •		
	Please use this section to list all the secretaries of the company For a corporate secretary, complete Section C1-C4.	Secretary appointments  You may not use this form to appoint a secretary To do this,	
Title*	Mr	please complete form AP03 and submit it together with this annual	
Full forename(s)	Darren	return	
Surname Former name(s)	Stockley	Corporate details Please use Section C1-C4 to enter corporate secretary details	
		Secretary details All details must agree with those previously notified to Companies House If you have made changes since the last annual return and have not notified us, please complete form CH03  Former name(s) Please provide any previous names which have been used for business purposes during the period of this return Married women do not need to give former names unless previously used for business purposes	
B2	Secretary's service address ®	- ,	
Building name/number	The Company's Registered Office	Service address  If you have previously notified	
Street		Companies House that the service address is at 'The Company's Registered Office', please state 'The	
Post town		<ul> <li>Company's Registered Office' in the address</li> </ul>	
County/Region		This information will appear on the	
Postcode		public record	
Country		_	

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

# **Corporate secretary**

C1	Corporate secretary's details •	
	Please use this section to list all the corporate secretaries of the company	Corporate secretary     appointments     You cannot use this form to appoint
Corporate body/firm name ,		a corporate secretary To do this, please complete form AP04 and submit it together with this annual return
Building name/number		Corporate secretary details
Street		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
Post town		form CH04
County/Region Postcode		This information will appear on the public record
Country		
<u>-</u>	to a strong of the contract of	1
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)?  → Yes Complete Section C3 only  → No Complete Section C4 only	
<b>C</b> 3	EEA companies ®	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	● EEA  A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk
Where the company/ firm is registered €		This is the register mentioned in Article 3 of the First Company Law
Registration number		Directive (68/151/EEC)
C4	Non-EEA companies	<u> </u>
<del></del>	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.	Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in
Legal form of the corporate body or firm		that register
Governing law		
If applicable, where the company/firm is registered ©		
If applicable, the registration number		

# ARO1 - continuation page Annual Return (For returns made up to a date on or after 1 October 2011)

D1	Director's details •	· · ·	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	O Director appointments You cannot use this form to appoint a director To do this, please	
Title*	Mr	complete form AP01 and submit it together with this annual return	
Full forename(s)	Christopher Marthimus	Corporate details	
Surname	Сох	Please use Section E1-E4 to enter corporate director details	
Former name(s) •		All details must agree with those previously notified to Companies	
Country/State of residence	England	House If you have made changes since the last annual return and have not notified us, please	
Nationality	British	complete form CH01	
Date of birth	d 2 d 7 1 7 9 7 6 7 2	• Former name(s) Please provide any previous names	
Business occupation (if any)	Director	which have been used for business purposes during the period of this return Married women do not need to give former names unless previously used for business purposes	
D2	Director's service address €	· · · · · · · · · · · · · · · · · · ·	
Building name/number	Th Company's Registered Office	Service address  If you have previously notified	
Street		Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the	
Post town		address	
County/Region		This information will appear on the public record	
Postcode		F	
Country			

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

D1	Director's details <sup>10</sup>	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	O Director appointments You cannot use this form to appoint a director To do this, please
Title*	Mr	complete form AP01 and submit it together with this annual return
Full forename(s)	Jonathan	Corporate details
Surname	Fogg	Please use Section E1-E4 to enter corporate director details
Former name(s)		Director details  All details must agree with those previously notified to Companies
Country/State of residence	England	House If you have made changes since the last annual return and have not notified us, please
Nationality	British	complete form CH01
Date of birth	0 0 7 m1 m2 y1 y9 y6 y1	Please provide any previous names
Business occupation (if any)	Director	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes
D2	Director's service address <sup>©</sup>	
Building name/numbe	er 73	Service address  If you have previously notified
Street	St Martin's Road	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
Post town	Caerphilly	
County/Region		
Postcode	C F 8 3 1 E G	
Country	Wales	

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

D1	Director's details <sup>6</sup>		
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	O Director appointments  You cannot use this form to appoint a director To do this, please	
Title*	Mr	complete form AP01 and submit it together with this annual return  Corporate details	
Full forename(s)	Michael Adrian		
Surname	Jones	Please use Section E1-E4 to enter corporate director details	
Former name(s)  ●		Director details  All details must agree with those previously notified to Companies	
Country/State of residence	England	House If you have made changes since the last annual return and have not notified us, please	
Nationality	British	complete form CH01	
Date of birth	<sup>d</sup> 2 <sup>d</sup> 0 <sup>m</sup> 0 <sup>m</sup> 3 <sup>y</sup> 1 <sup>y</sup> 9 <sup>y</sup> 6 <sup>y</sup> 2	Please provide any previous names	
Business occupation (if any)	Director	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.	
D2	Director's service address   Output  Director's service address	1 200	
Building name/number	The Company's Registered Office	Service address  If you have previously notified	
Street		Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the	
Post town		address	
County/Region		This information will appear on the public record	
Postcode		panis (see a	
Country			

In accordance with
Section 854 of the
Companies Act 2006

D1	Director's details <sup>10</sup>		
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	Ourector appointments You cannot use this form to appoint a director To do this, please	
Title*	Mr	complete form AP01 and submit it together with this annual return	
Full forename(s)	Peter	Corporate details	
Surname	Mills	Please use Section E1-E4 to enter corporate director details	
Former name(s) •		Director details  All details must agree with those previously notified to Companies	
Country/State of residence	England	House If you have made changes since the last annual return and have not notified us, please	
Nationality	British	complete form CH01	
Date of birth	d d d m 1 0	Please provide any previous names	
Business occupation (if any)	Director	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.	
D2	Director's service address®		
Building name/number	The Company's Registered Office	Service address If you have previously notified	
Street		Companies House that the service address is at 'The Company's Registered Office', please state 'The	
Post town		Company's Registered Office' in the address	
County/Region		This information will appear on the public record	
Postcode		p world ( vac) w	
Country			

In accordance with		
Section 854 of the		
Companies Act 2006		

D1	Director's details •		
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	O Director appointments  You cannot use this form to appoint a director To do this, please	
Title*	Mr	complete form AP01 and submit it together with this annual return	
Full forename(s)	William Edward	Corporate details Please use Section E1-E4 to enter	
Surname	Riddle	corporate director details	
Former name(s) •		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	
Country/State of residence	England		
Nationality	British	complete form CH01	
Date of birth	$\begin{bmatrix} d & 1 & 3 & 0 & 0 & 2 & y & 1 & 9 & 5 & 2 \end{bmatrix}$	• Former name(s) Please provide any previous names	
Business occupation (if any)	Director	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.	
D2	Director's service address		
Building name/numbe	The Company's Registered Office	Service address  If you have previously notified	
Street		Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.	
Post town			
County/Region		This information will appear on the public record	
Postcode			
Country			

In accordance with
Section 854 of the
Companies Act 2006

D1	Director's details •	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	O Director appointments  You cannot use this form to appoint a director To do this, please
Title*	Mr	complete form APO1 and submit it together with this annual return
Full forename(s)	Mark Stephen	Corporate details
Surname	Scobie	Please use Section E1-E4 to enter corporate director details
Former name(s) <b>②</b>	Director details All details must agree previously notified to	<ul> <li>All details must agree with those previously notified to Companies</li> </ul>
Country/State of residence	England	House If you have made changes since the last annual return and have not notified us, please
Nationality	British	complete form CH01
Date of birth	$\begin{bmatrix} d & 1 & 4 & 0 & 6 & 4 & 79 & 75 & 79 & 79 & 79 & 79 & 79 & 79$	Please provide any previous names
Business occupation (if any)	Director	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes
D2	Director's service address <sup></sup> ■ The service address ■ The service	
Building name/numbe	The Company's Registered Office	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
Street		
Post town		
County/Region		This information will appear on the public record
Postcode		passerecord
Country		

# AR01 - continuation page

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

D1	Director's details •		
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	O Director appointments  You cannot use this form to appoint a director To do this, please	
Title*	Мг	complete form AP01 and submit it together with this annual return	
Full forename(s)	Darren	Corporate details	
Surname	Stockley	Please use Section E1-E4 to enter corporate director details	
Former name(s) ●		Director details  All details must agree with those previously notified to Companies	
Country/State of residence	England	House If you have made changes since the last annual return and have not notified us, please	
Nationality	British	complete form CH01	
Date of birth	d 3	Please provide any previous names	
Business occupation (if any)	Director	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.	
D2	Director's service address		
Building name/numbe	The Company's Registered Office	Service address  If you have previously notified	
Street		Companies House that the service address is at 'The Company's Registered Office', please state 'The	
Post town		Company's Registered Office' in the address	
County/Region		This information will appear on the public record	
Postcode		public record	
Country			

In	accordance with
Se	ction 854 of the
Co	impanies Act 2006

D1	Director's details <sup>0</sup>	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	O Director appointments  You cannot use this form to appoint a director To do this, please
Title*	Mr	complete form APO1 and submit it together with this annual return
Full forename(s)	David John	Corporate details
Surname	Whitaker	Please use Section E1-E4 to enter corporate director details
Former name(s) •		Director details  All details must agree with those previously notified to Companies
Country/State of residence	England	House If you have made changes since the last annual return and have not notified us, please
Nationality	British	complete form CH01
Date of birth	$\begin{bmatrix} 0 & 0 & 4 & 0 & 1 & 1 & 1 & 1 & 1 & 1 & 1 & 1 & 1$	<ul><li>Former name(s)</li><li>Please provide any previous names</li></ul>
Business occupation (if any)	Director	which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes
D2	Director's service address®	
Building name/numbe	44	Service address  If you have previously notified
Street	St John's Road	Companies House that the service address is at 'The Company's
	Clifton	Registered Office', please state 'The Company's Registered Office' in the
Post town Bristol		address
County/Region		This information will appear on the public record
Postcode	B S 8 2 H G	pasitiona
Country		

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

# **Corporate director**

E1	Corporate director's details •	
	Please use this section to list all the corporate director's of the company	<ul> <li>Corporate director appointments</li> <li>You cannot use this form to appoint a corporate director To do this,</li> </ul>
Corporate body/firm name		please complete form AP02 and submit it together with this annual return
Building name/number		Corporate director details All details must agree with those
Street		previously notified to Companies  House If you have made changes since the last annual return and have not notified us, please complete
Post town		form CH02
County/Region		This information will appear on the public record
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)?  → Yes Complete Section E3 only  → No Complete Section E4 only	
E3	EEA companies ®	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	● EEA  A full list of countries of the EEA can be found in our guidance
Where the company/ firm is registered •		This is the register mentioned in Article 3 of the First Company Law
Registration number		Directive (68/151/EEC)
E4	Non-EEA companies	
_	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	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
Legal form of the corporate body or firm		that register
Governing law		
If applicable, where the company/firm is registered •		
If applicable, the registration number		

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

Part 3	Statement of capital o						
	→ Yes Co	ny have share capital? mplete the sections belo to Part 5 (Signature)	ow and the following Part	: 4	capital	ould reflect the company's status at the made up date of sual return	
F1	Share capital i	n pound sterling (	£)				
		each class of shares he complete Section F1	ld in pound sterling and then go to Section F	1	-		
Class of shares (E g Ordinary/Preference etc	)	Amount paid up on each share	Amount (if any) unpaid on each share 2	Number of sha	res 🛭	Aggregate nominal value ①	
Ordinary		£0 01	£0	450,911		£ 4,509 11	
Ordinary		£16 00	£0	125,000	.=	£ 1,250 00	
Ordinary		£18 00	£0	4,167		£ 41,67	
Ordinary		£20 00	£0	125,000		£ 1,250 00	
			Tota	s 705,078		£ 7,050 78	
F2	Share capital ı	n other currencies	}				
Please complete the ta Please complete a sep		any class of shares held n currency	d in other currencies				
Currency							
Class of shares (E g Ordinary/Preference etc	)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of sha	res 🛭	Aggregate nominal value	
	· · · · · · · · · · · · · · · · · · ·						
			Tota	le			
			Iota	13			
	,		-				
Currency							
(E g Ordinary/Preference etc	)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of sha	res <b>V</b>	Aggregate nominal value •	
	<u> </u>		Tota	ls	_		
F3	Totals			<del></del>			
	Please give the to issued share capit		d total aggregate nomina	l value of	Please	ggregate nominal value ist total aggregate values in	
Total number of shares	3	681122			1	t currencies separately For e £100 + €100 + \$10 etc	
Total aggregate nominal value 😉	2:	7 13936,55					
● Including both the nominal value and any share premium nominal value of each share premium nominal value of each share page if necessary  ● Total number of issued shares in this class				tal continuation			

# AR01 - continuation page Annual Return (For returns made up to a date on or after 1 October 2011)

	Statement o	f capital <sup>o</sup>				
	Please complete the table below to show each class of shares held in other currencies. Please complete a separate table for each currency.			This should reflect the company's capital status at the made up date this annual return		
Currency		···				
Class of shares (E g Ordinary/Preference	etc)	Amount paid up on each share •	Amount (if any) unpaid on each share	Number of shar	es 🛭	Aggregate nominal value 4
Ordinary		£59 50	£0	67,227		£672 27
A Ordinary		£1 50	£0	9,167		£91 67
B Ordinary		£122 51	£0	32,650	-	£326 50
B Ordinary		£0 01	£0	17,920		£179 20
B Ordinary		£89 57	£0	122,809		£1,228 09
Preference		£1 00	£0	2,700,000		£2,700,000 00
B Ordinary		£76 13	£0	26,271		£262 71
					_	
			<u> </u>			
	•					
	<u>_</u>					
		<u> </u>				
			<u> </u>			
<del></del>			_ <u> </u>			
						-
				<del></del>	<del></del>	
<del></del>			Tota	ls 2,976,044		£2,702,760 44
				2,010,044		122,102,100 44

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

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	Ordinary shares of £0 01 each				
Voting rights	The ordinary shares of £0 01 each in the Company (the "Ordinary Shares") confer on their holders the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to sign written resolutions of the Company. On a show of hands each holder of Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll each such holder so present shall have one vote for each such Ordinary Share held by him				
	Please see continuation sheet				
Class of share	A ordinary shares of £0 01 each				
Voting rights	Save as provided below the holders of the A ordinary shares of £0 01 each in the Company (the "A Ordinary Shares") shall not be entitled to receive notice of or to attend either in person or by proxy general meetings of the Company and shall not be entitled to vote thereat (either personally or by proxy) and shall not be entitled to receive or participate in written resolutions of the Company  Please see continuation sheet				
Class of share	B Ordinary Shares of £0 01 each				
Voting rights	The B Ordinary Shares of £0 01 each in the Company (the "B Ordinary Shares") confer on their holders the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to sign written resolutions of the Company On a show of hands each holder of B Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote and on a poll each such holder so present shall have one vote for each such B Ordinary Share held by him Please see continuation sheet				
Class of share	Non-Cumulative Redeemable Preference Shares of £1 00 each				
Voting rights	The holders of all the non-cumulative redeemable preference shares of £1 00 each in the Company (the "Preference Shares") shall not be entitled to receive notice of and to attend either in person or by proxy General Meetings of the Company and shall not be entitled to vote thereat (either personally or by proxy). Any variation of the rights attached to the Preference Shares shall only be valid if approved at a class meeting of the holders of such shares by a special resolution of those attending and voting at such meeting (being a resolution in which holders of at least three quarters in nominal value of the Preference.				
	Please see continuation sheet				

# AR01 - continuation page

**Annual Return** 

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

F4

## Statement of capital (Voting rights)

Class of share

Ordinary shares of £0 01 each

Voting rights

The creation or issue of new A ordinary shares of £0 01 each in the Company (the "A Ordinary Shares"), B ordinary shares of £0 01 each in the Company (the "B Ordinary Shares"), Ordinary Shares and/or/shares of any other class will not constitute a breach of the class right sattaching to the Ordinary Shares. Any variation of the rights attached to the Ordinary Shares shall only be valid if approved at a class meeting of the holders of the Ordinary Shares by a special resolution of those attending and voting at such meeting (being a resolution in which holders of at least three quarters in nominal value of the Ordinary Shares held by those attending the meeting voted in favour) or by a special resolution passed by written resolution of the holders of the Ordinary Shares.

### Distribution

"Event" means any event (or series of related events) as a result of which all or a majority (by nominal value of shares in the capital of the Company (the "Shares") held) of the holders of the Shares derive any capital sum or other distribution or receipt of monies or assets (other than sums. distributions or receipts of an income nature) in respect of the Shares whether received from the Company or a third party including without limitation a sale of Shares or admission of any Shares to listing on the Official List of the UK Listing Authority and to trading on the Main Market of London Stock Exchange plc or the grant of permission for any Shares to be dealt with on the Alternative Investment Market or any other recognised investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000) or any other public securities market and such permission becoming effective or a distribution of assets by the Company by way of a dividend in specie or by a return of capital on liquidation or otherwise (other than a conversion, redemption or purchase of Shares by the Company) Every dividend to be paid by the Company (other than the dividend payable on the non-cumulative redeemable preference shares of £1 00 each in the Company (the "Preference Shares") or a dividend payable on or following the occurrence of an Event) will be distributed to the holders of the Ordinary Shares and the B Ordinary Shares only as if they constituted one class of share, such dividend to be distributed pro rata to their holdings of Ordinary Shares and/or B Ordinary Shares

### Capital

On or following the occurrence of an Event the capital sum or other distribution or receipt shall after the payment of all expenses and costs connected therewith or payment of the Company's liabilities as applicable and after the payment of any sums due to the holders of the Preference Shares (the "Net Proceeds of the Event") be applied (to the extent that the Company is lawfully permitted to do so) as follows -

- a) the first £A (as defined below) in value thereof (or, if less, the whole of the Net Proceeds of the Event) shall be paid to the holders of B Ordinary Shares in proportion to the original subscription price paid for the relevant B Ordinary Shares. For this purpose
- i) The 44,657 B Ordinary Shares held by or on behalf of the Impax Group at 27 November 2009 shall be deemed to have had a subscription price paid of £89 57 per B Ordinary Share,

Please see continuation sheet

# AR01 - continuation page Annual Return (For returns made up to a date on or after 1 October 2011)

F4	Statement of capital (Voting rights)
Class of share	Ordinary shares of £0 01 each
Voting rights	ii) £A = an amount equal to 1.5 multiplied by the aggregate subscription price paid or so deemed paid for all B Ordinary Shares in issue on the date of the relevant Event,
	iii) "Impax" means Impax Asset Management Limited a company registered in England and Wales with number 3583839 whose registered office is at Pegasus House, 37-43 Sackville Street, London W1S 3EH,
	iv) "Impax Group" means the Impax Investors and Impax and any company which is a holding company of Impax or the Impax Investors from time to time and any company which is a subsidiary of Impax or the Impax Investors or of any such holding company from time to time,
	v) "Impax Investors" means Impax Environmental Markets (Ireland) Fund and Impax Environmental Markets plc (No 04348393) of 145-157 Saint John Street, London EC1V 4RU and their successors, assigns or nominees,
	b) the next £B (as defined below) in value thereof (or, if less, the entire balance of the Net Proceeds of the Event) shall be paid to the holders of Ordinary Shares pro rata to their respective holdings of Ordinary Shares
	£B = £58 multiplied by the number of Ordinary Shares in issue on the date of the relevant Event
	c) the next £C (as defined below) in value thereof (or, if less, the entire balance of the Net Proceeds of the Event) shall be paid to the holders of the Ordinary Shares and the holders of the A Ordinary Shares (as if they constituted one class of shares) pro rata to their respective holdings of Ordinary Shares and A Ordinary Shares For this purpose
	£C - the lowest amount paid to any holder of B Ordinary Shares per B Ordinary Share pursuant to paragraph a) above less £58 multiplied by the aggregate number of Ordinary Shares and A Ordinary Shares in issue on the date of the relevant Event
	d) the balance thereof (if any) shall be paid to the holders of the Ordinary Shares and the holders of A Ordinary Shares and the holders of the B Ordinary Shares as if they constituted one class of shares pro rata to their respective holdings of Ordinary Shares, A Ordinary Shares and B Ordinary Shares
	Redemption
	Neither the Company nor the holders of Ordinary Shares have the right to redeem any of the Ordinary Shares and there are no circumstances in which the Ordinary Shares are to be redeemed

# AR01 - continuation page

**Annual Return** 

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

F4

### Statement of capital (Voting rights)

Class of share

A Ordinary shares of £0 01 each

Voting rights

The creation or issue of new A ordinary Shares, B ordinary shares of £0 01 each in the Company (the "B Ordinary Shares"), ordinary shares of £0 01 each in the Company (the "Ordinary Shares") and/or shares of any other class will not constitute a breach of the class rights attaching to the A Ordinary Shares. Any variation of the rights attached to the A Ordinary Shares, shall only be valid if approved at a class meeting of the holders of the A Ordinary Shares by a special resolution of those attending and voting at such a meeting (being a resolution in which holders of at least three quarters in nominal value of the A Ordinary Shares held by those attending the meeting voted in favour) or by a special resolution passed by written resolution of the holders of the A Ordinary Shares

### Distribution

"Event" means any event (or series of related events) as a result of which all or a majority (by nominal value of shares in the capital of the Company (the "Shares") held) of the holders of the Shares derive any capital sum or other distribution or receipt of monies or assets (other than sums, distributions or receipts of an income nature) in respect of the Shares whether received from the Company or a third party including without limitation a sale of Shares or admission of any Shares to listing on the Official List of the UK Listing Authority and to trading on the Main Market of London Stock Exchange plc or the grant of permission for any Shares to be dealt with on the Alternative Investment Market or any other recognised investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000) or any other public securities market and such permission becoming effective or a distribution of assets by the Company by way of a dividend in specie or by a return of capital on liquidation or otherwise (other than a conversion, redemption or purchase of Shares by the Company). The holders of A Ordinary Shares shall not be entitled to participate in or receive any dividend other than a dividend payable on or following the occurrence of an Event

### Capital

On or following the occurrence of an Event the capital sum or other distribution or receipt shall after the payment of all expenses and costs connected therewith or payment of the Company's liabilities as applicable and after the payment of any sums due to the holders of the non-cumulative redeemable preference shares of £1 00 each in the Company (the "Preference Shares") (the "Net Proceeds of the Event") be applied (to the extent that the Company is lawfully permitted to do so) as follows -

- a) the first £A (as defined below) in value thereof (or, if less, the whole of the Net Proceeds of the Event) shall be paid to the holders of B Ordinary Shares in proportion to the original subscription price paid for the relevant B Ordinary Shares. For this purpose
- i) The 44,657 B Ordinary Shares held by or on behalf of the Impax Group at 27 November 2009 shall be deemed to have had a subscription price paid of £89 57 per B Ordinary Share,

Please see continuation sheet

# AR01 - continuation page

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

F4	Statement of capital (Voting rights)
Class of share	B Ordinary shares of £0 01 each
Voting rights	n) £A = an amount equal to 1.5 multiplied by the aggregate subscription price paid or so deemed paid for all B Ordinary Shares in issue on the date of the relevant Event,
	iii) "Impax" means Impax Asset Management Limited a company registered in England and Wale with number 3583839 whose registered office is at Pegasus House, 37-43 Sackville Street, London W1S 3EH,
	iv) "Impax Group" means the Impax Investors and Impax and any company which is a holding company of Impax or the Impax Investors from time to time and any company which is a subsidiary of Impax or the Impax Investors or of any such holding company from time to time,
	v) "Impax Investors" means Impax Environmental Markets (Ireland) Fund and Impax Environmental Markets pic (No 04348393) of 145-157 Saint John Street, London EC1V 4RU and their successors, assigns or nominees,
	b) the next £B (as defined below) in value thereof (or, if less, the entire balance of the Net Proceeds of the Event) shall be paid to the holders of Ordinary Shares pro rata to their respective holdings of Ordinary Shares For this purpose
	£B = £58 multiplied by the number of Ordinary Shares in issue on the date of the relevant Event
	c) the next £C (as defined below) in value thereof (or, if less, the entire balance of the Net Proceeds of the Event) shall be paid to the holders of the Ordinary Shares and the holders of the A Ordinary Shares (as if they constituted one class of shares) pro rata to their respective holdings of Ordinary Shares and A Ordinary Shares For this purpose
	£C - the lowest amount paid to any holder of B Ordinary Shares per B Ordinary Share pursuant to paragraph a) above less £58 multiplied by the aggregate number of Ordinary Shares and A Ordinar Shares in issue on the date of the relevant Event
	d) the balance thereof (if any) shall be paid to the holders of the Ordinary Shares and the holders of A Ordinary Shares and the holders of the B Ordinary Shares as if they constituted one class of shares pro rata to their respective holdings of Ordinary Shares, A Ordinary Shares and B Ordinary Shares
	Redemption
	Neither the Company nor the holders of A Ordinary Shares have the right to redeem any of the A Ordinary Shares and there are no circumstances in which the A Ordinary Shares are to be redeemed
	Ordinary Shares and there are no circumstances in which the A Ordinary Shares are to be

# AR01 - continuation page

Annual Return

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

F4

## Statement of capital (Voting rights)

Class of share

B Ordinary shares of £0 01 each

Voting rights

The creation or issue of new A ordinary shares of £0 01 each in the Company (the "A Ordinary Shares"), B Ordinary Shares, ordinary shares of £0 01 each in the Company (the "Ordinary Shares") and/or shares of any other class will not constitute a breach of the class rights attaching to the B Ordinary Shares. Any variation of the rights attached to the B Ordinary Shares, shall only be valid if approved at a class meeting of the holders of the B Ordinary Shares by a special resolution of those attending and voting at such meeting (being a resolution in which holders of at least three quarters in nominal value of the B Ordinary Shares held by those attending the meeting voted in favour) or by a special resolution passed by a written resolution of the holders of the B Ordinary Shares

### Distribution

"Event" means any event (or series of related events) as a result of which all or a majority (by nominal value of shares in the capital of the Company (the "Shares") held) of the holders of the Shares derive any capital sum or other distribution or receipt of monies or assets (other than sums, distributions or receipts of an income nature) in respect of the Shares whether received from the Company or a third party including without limitation a sale of Shares or admission of any Shares to listing on the Official List of the UK Listing Authority and to trading on the Main Market of London Stock Exchange plc or the grant of permission for any Shares to be dealt with on the Alternative Investment Market or any other recognised investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000) or any other public securities market and such permission becoming effective or a distribution of assets by the Company by way of a dividend in specie or by a return of capital on liquidation or otherwise (other than a conversion, redemption or purchase of Shares by the Company) Every dividend to be paid by the Company (other than the dividend payable on the non-cumulative redeemable preference shares of £1 00 each in the Company (the"Preference Shares") or a dividend payable on or following the occurrence of an Event) will be distributed to the holders of the Ordinary Shares and the B Ordinary Shares only as if they constituted one class of share, such dividend to be distributed pro rata to their holdings of Ordinary Shares and/or B Ordinary Shares

### Capital

On or following the occurrence of an Event the capital sum or other distribution or receipt shall after the payment of all expenses and costs connected therewith or payment of the Company's liabilities as applicable and after the payment of any sums due to the holders of the Preference Shares (the "Net Proceeds of the Event") be applied (to the extent that the Company is lawfully permitted to do so) as follows -

- a) the first £A (as defined below) in value thereof (or, if less, the whole of the Net Proceeds of the Event) shall be paid to the holders of B Ordinary Shares in proportion to the original subscription price paid for the relevant B Ordinary Shares. For this purpose
- i) The 44,657 B Ordinary Shares held by or on behalf of the Impax Group at 27 November 2009 shall be deemed to have had a subscription price paid of £89 57 per B Ordinary Share,

Please see continuation sheet

# AR01 - continuation page Annual Return (For returns made up to a date on or after 1 October 2011)

F4	Statement of capital (Voting rights)
Class of share	B Ordinary shares of £0 01 each
Voting rights	ii) £A = an amount equal to 1.5 multiplied by the aggregate subscription price paid or so deemed paid for all B Ordinary Shares in issue on the date of the relevant Event,
	iii) "Impax" means Impax Asset Management Limited a company registered in England and Wales with number 3583839 whose registered office is at Pegasus House, 37-43 Sackville Street, London W1S 3EH,
	iv) "Impax Group" means the Impax Investors and Impax and any company which is a holding company of Impax or the Impax Investors from time to time and any company which is a subsidiary of Impax or the Impax Investors or of any such holding company from time to time,
	v) "Impax Investors" means Impax Environmental Markets (Ireland) Fund and Impax Environmental Markets plc (No 04348393) of 145-157 Saint John Street, London EC1V 4RU and their successors, assigns or nominees,
	b) the next £B (as defined below) in value thereof (or, if less, the entire balance of the Net Proceeds of the Event) shall be paid to the holders of Ordinary Shares pro rata to their respective holdings of Ordinary Shares For this purpose
	£B = £58 multiplied by the number of Ordinary Shares in issue on the date of the relevant Event
	c) the next £C (as defined below) in value thereof (or, if less, the entire balance of the Net Proceeds of the Event) shall be paid to the holders of the Ordinary Shares and the holders of the A Ordinary Shares (as if they constituted one class of shares) pro rata to their respective holdings of Ordinary Shares and A Ordinary Shares For this purpose
	£C - the lowest amount paid to any holder of B Ordinary Shares per B Ordinary Share pursuant to paragraph a) above less £58 multiplied by the aggregate number of Ordinary Shares and A Ordinar Shares in issue on the date of the relevant Event
	d) the balance thereof (if any) shall be paid to the holders of the Ordinary Shares and the holders of A Ordinary Shares and the holders of the B Ordinary Shares as if they constituted one class of shares pro rata to their respective holdings of Ordinary Shares, A Ordinary Shares and B Ordinary Shares
	Redemption
	Neither the Company nor the holders of B Ordinary Shares have the right to redeem any of the B Ordinary Shares and there are no circumstances in which the B Ordinary Shares are to be redeemed

# AR01 - continuation page

Annual Return

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

### Statement of capital (Voting rights)

Class of share

Non-Cumulative Redeemable Preference Shares of £1 00 each

Voting rights

Shares held by those attending the meeting voted in favour) or by a special resolution passed by written resolution of the holders of the Preference Shares

### Distribution

Each Preference Share shall confer on the holder thereof the right to receive, out of the profits of the Company available for distribution and resolved to be distributed, (in priority to any payment of dividend to the holders of any other class of shares in the capital of the Company) fixed non-cumulative preferential dividends at the rate of 5 per cent per annum on the capital paid thereon Such dividends shall be paid by two equal instalments on 31 January and 31 July in each year in respect of the half-years ended on or about the previous 31 December and 30 June respectively. The dividends in respect of any interest period shall not be payable if, as at the payment date for that period, the Company has insufficient distributable profits to enable the payment to be made and any dividends so unpaid shall not be payable.

### Capital

Each Preference Share shall confer on the holder thereof the right on a winding-up or other return of capital (other than on redemption of Preference Shares) to receive (in priority to any payment to the holders of any other class of shares in the capital of the Company) in the following order of priority -

- a) repayment in full of the capital paid up on such Preference Shares, and
- b) payment of a sum equal to any arrears of the fixed preferential dividend on such Preference
   Share, whether or not declared or earned, calculated down to the date of such repayment of capital

### Redemption

The Preference Shares shall be redeemed upon, and subject to, the following terms and conditions – a) The Company shall be entitled at any time or times after the expiry of five years from the first issue of the Preference Shares and prior to 28 February 2020 (providing it is lawfully able to do so) to redeem all or part of the Preference Shares (providing that as between holders of the Preference Shares redemption as to part shall be pro rata to their respective holdings) at par together with any arrears of the fixed non-cumulative preferential dividend on such Preference Shares, whether or not declared or earned, calculated down to the date of redemption within 30 days by serving notice in writing on the registered holder or holders of the Preference Shares to be redeemed. The redemption will take place on a date specified in the notice (not being more than 14 days after the date of issue of the notice of redemption).

b) On each date for redemption, the Company shall pay to or to the order of the holders of the Preference Shares all the monies payable in respect of the redemption by cheque to the relevant payee or payees and the share certificate(s) for the relevant shares will be delivered to the Company. In the case of the redemption of some of the Preference Shares, a share certificate will be issued by the Company for the balance of the shares which are not redeemed. The fixed non-cumulative preferential dividend will cease to accrue on shares redeemed on the date of redemption.

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

Part 4	Shareholders					
	Does your company have share capital?  → Yes go to Section G1 'Companies with share capital'  → No Go to Part 5 (Signature)					
G1	Companies with share capital					
Question 1	Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below • No go to Section G2 'Past and present shareholders' Yes go to Question 2	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				
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'	of the UK The current UK recognized investment exchanges and regulated markets can be found at www.fsa.gov.uk/register/exchanges.do				
	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   No go to Section G4 'Shareholders who hold at least 5% of any class	● 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				
	of shares of the company as at the made up date of the return'  Yes go to Part 5 'Signature'	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 ®					
	The company is required to provide a full list of past and present shareholders if one was not included with either of the last two returns. Please tick the appropriate box below  There were no shareholder changes in this period. Go to Part 5 (Signature)  A full list of shareholders is enclosed.  A list of shareholder changes is enclosed.  How is the list of shareholders enclosed. Please tick the appropriate box below.  The list of shareholders is enclosed on paper. Go to Section G3. 'List of past and present shareholders'.  The list of shareholders is enclosed in another format. Go to	This section only applies to companies answering 'No' in Section G1				
	The list of shareholders is enclosed in another format. Go to Part 5 (Signature)					

### **Annual Return**

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

# G3

## List of past and present shareholders 9

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

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

### **Further shareholders**

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

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

		Shares or stock currently held	Shares or stock transferred (if appropriate)		
Shareholder's Name (Address not required)	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer	
Robert Asquith	Ordinary	5,785		1 1	
Tadeusz Edward Bleszynski	Ordinary	19,820		1 1	
Colin Andrew Brown	Ordinary	145		1 1	
Carbon Trust Investments Ltd	B Ordinary	44,658		1 1	
Colebrooke Overseas Limited	Preference	1,000,000		1 1	
Colebrooke Overseas Limited	Ordinary		118,317	07 / 12 / 2011	
Christopher Marthinus Cox	Ordinary	45,914		1 1	
Eclipse Investor Services LLP	Ordinary	4,226		1 1	
Jonathan Walter Pursall Fryett	Ordinary	21,189		1 1	
Peter John Gillatt	Ordinary	2,000		1 1	
Peter John Gillatt	A Ordinary	1,639		1 1	
Impax Environmental Markets Plc	Ordinary	53,576		1 1	

# AR01 - continuation page

**Annual Return** 

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

G3

## List of past and present shareholders 0

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

 Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

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

·		Shares or stock currently held  Number of shares or amount of stock	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share		Number of shares or amount of stock	Date of registration of transfer
Impax Environmental Markets Plc	B Ordinary	27,512		1 1
Mark Wayne Incledon	Ordinary	5,602		1 1
Michael Adrian Jones	Ordinary	17,818		1 1
Michael Adrian Jones	A Ordinary	1,389		1 1
Michael Peter Jones	Ordinary	0	765	07 12 2011
Ludgate Environmental Fund Limited	B Ordinary	0	65,677	20 ' 10 ' 2011
Peter Mills	Ordinary	4,998		, ,
Peter Mills	A Ordinary	889		/ /
New Earth Solutions Group Trustee Ltd	Ordinary	5,785		1 1
William Edward Riddle	Ordinary	377,054		1 1
William Edward Riddle	A Ordinary	2,750		1 1
Mark Stephen Scobie	Ordinary	51,050		1 1

# AR01 - continuation page

## **Annual Return**

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

G3

## List of past and present shareholders o

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

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

ť	Class of share	Shares or stock currently held Number of shares or amount of stock	Shares or stock transferred (if appropriate)	
Shareholder's Name (Address not required)			Number of shares or amount of stock	Date of registration of transfer
Mark Stephen Scobie	A Ordinary	2,500		/ /
Securities Services Nominees Ltd A/c 2078202	Ordinary	125,573		1 1
Securities Services Nominees Ltd A/c 2078202	B Ordinary	110,335		1 1
The Bank of New York (Nominees) A/c BIL	Ordinary	31,770		l I
The Bank of New York (Nominees) A/c BIL	B Ordinary	17,145		1 1
W H White Ltd	Preference	1,700,000		1 1
John Yeoman	Ordinary	0	6,491	07 12 2011
Alex Young	Ordinary	0	5,785	13 12 2011
				1 1
				1 1
				1 1
				1 1

**Annual Return** 

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

### Signature Part 5 This must be completed by all companies O Societas Europaea If the form is being filed on behalf I am signing this form on behalf of the company of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person Signature signing has membership X Person authorised Under either section 270 or 274 of the Companies Act 2006 This form may be signed by Director , Secretary, Person authorised, Charity commission receiver and manager, CIC manager, Judicial factor