

12 9600/40

In accordance with
Section 854 of the
Companies Act 2006

AR01

Annual Return

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



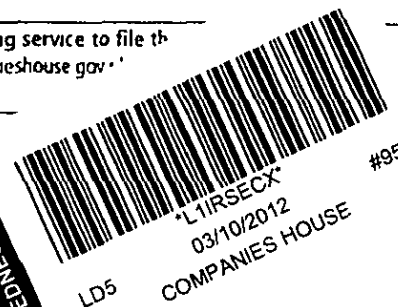
Companies House

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

You can use the WebFiling service to file the
Please go to www.companieshouse.gov.uk

☒ What this form is for
You may use this form to confirm
that the company information is
correct as at the date of this return
You must file an Annual Return at
least once every year

☐ What this form is NOT for
You cannot use this form to give
notice of changes to
officers, registered office or
company type or information
relating to the company



Part 1

Company details

The section must be completed by all companies

☒ Filing in this form
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

A1

Company details

Company number 0 5 8 7 8 4 4 6

Company name in full
(*) OAKAM HOLDINGS LTD

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

A2

Return date

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

If you would like the company's made up date to be earlier than 1 October 2011,
please complete the AR01 appropriate for earlier made up dates.

Date of this return (*) 1 7 2 0 1 2

☐ Date of this return
Your company's return date
is usually the anniversary of
incorporation or the anniversary
of the last annual return filed at
Companies House. You may choose
an earlier return date but it must not
be a later date.

A3

Principal business activity

Please show the trade classification code number(s) for the principal
activity or activities. (*)

Classification code 1 7 4 9 9 0

Classification code 2

Classification code 3

Classification code 4

If you cannot determine a code, please give a brief description of your
business activity below:

Principal activity
description

☐ Principal business activity
You must provide a trade
classification code (SIC code 2007)
or a description of your company's
main business in this section.

A full list of the trade classification
codes are available on our website
www.companieshouse.gov.uk

BIS

Department for Business
Innovation & Skills

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A1

Company type¹

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

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

1 Company type

If you are unsure of your company type please check your latest certificate of incorporation or our website

www.companieshouse.gov.uk

A5

Registered office address²

Building name/number	Melrose House
Street	42 Dingwall Road
Post town	Croydon
County/Region	Greater London
Postcode	C R O 2 N E

2 Change of registered office

This must agree with the address that is held on the Companies House record at the date of this return

If the registered office address has changed, you should complete form AD01 and submit it together with this annual return.

A6

Single alternative inspection location (SAIL) of the company records (if applicable)³

Building name/number	
Street	
Post town	
County/Region	
Postcode	

3 SAIL address

This must agree with the address that is held on the Companies House record at the date of this return.

If the address has changed, you should complete form AD02 and submit it together with this annual return

A7

Location of company records⁴

Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6

- ☐ Register of members.
☐ Register of directors
☐ Directors' service contracts
☐ Directors' indemnities.
☐ Register of secretaries.
☐ Records of resolutions etc
☐ Contracts relating to purchase of own shares.
☐ Documents relating to redemption or purchase of own share out of capital by private company
☐ Register of debenture holders.
☐ Report to members of outcome of investigation by public company into interests in its shares.
☐ Register of interests in shares disclosed to public company
☐ Instruments creating charges and register of charges England and Wales or Northern Ireland
☐ Instruments creating charges and register of charges Scotland

4 Location of company records

If the company records are held at the registered office address, do not tick any of the boxes in this section

Certain records must be kept by every company while other records are only kept by certain company types where appropriate

If the records are not kept at the SAIL address, they must be available at the registered office.

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this annual return.

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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 ^①**

Please use this section to list all the secretaries of the company
For a corporate secretary, complete Section C1-C4

Title*	Mr
Full forename(s)	Richard
Surname	Poppleston
Former name(s) ^②	

① Secretary appointments
You may not use this form to appoint a secretary. To do this, please complete form AP03 and submit it together with this annual return.

Corporate details
Please use Section 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.

② 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 ^③**

Building name/number	Melrose House
Street	42 Dingwall Road
Post town	Croydon
County/Region	Greater London
Postcode	C R 0 2 N E
Country	United Kingdom

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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

Corporate secretary

C1	Corporate secretary's details ^o	
	Please use this section to list all the corporate secretaries of the company	
Corporate body/firm name		^o Corporate secretary appointments You cannot use this form to appoint a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return. Corporate secretary details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH04. This information will appear on the public record.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
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	
C3	EEA companies ^o	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ^o		^o EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ^o This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number		
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		^o Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Governing law		
If applicable, where the company/firm is registered ^o		
If applicable, the registration number		

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Director

D1	Director's details ^⓪	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	Mr	
Full forename(s)	James Roy	
Surname	Clark	
Former name(s) ^⓪		
Country/State of residence	United Kingdom	
Nationality	American	
Date of birth	1 8 0 2 1 9 5 8	
Business occupation (if any)	Banker	
	<p>⓪ Director appointments You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.</p> <p>Corporate details Please use Section E1-E4 to enter corporate director details.</p> <p>Director details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.</p> <p>⓪ 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.</p>	
D2	Director's service address ^⓪	
Building name/number	Cabot Square Capital LLP One Connaught Place	
Street		
Post town	London	
County/Region		
Postcode	W 2 2 E T	
Country	United Kingdom	
	<p>⓪ Service address If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.</p> <p>This information will appear on the public record.</p>	

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Director

01	Director's details ⁰	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1 E4	
Title*	Mr	
Full forename(s)	Paresh	
Surname	Mashru	
Former name(s) ⁰		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	3 0 1 1 1 9 5 7	
Business occupation (if any)	Director	

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

Corporate details
Please use Section E1 E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

0 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.

02	Director's service address ⁰	
Building name/number	Oakem Ltd Melrose House	
Street	12 Dingy rail Road	
Post town	East Croydon	
County/Region	Surrey	
Postcode	C R 0 2 N E	
Country	United Kingdom	

0 Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office' please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1	Director's details ⁰	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	Mr	
Full forename(s)	Frederic	
Surname	Nze	
Former name(s) ⁰		
Country/State of residence	United Kingdom	
Nationality	French	
Date of birth	1 5 1 2 1 9 6 8	
Business occupation (if any)	Director	

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

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

0 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.

D2	Director's service address ⁰	
Building name/number	Oakam Ltd Melrose House	
Street	42 Dingwall Road	
Post town	East Croydon	
County/Region	Surrey	
Postcode	C R 0 2 N E	
Country	United Kingdom	

0 Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1	Director's details ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	Mr	
Full forename(s)	Robert Edward	
Surname	Udy	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	UK/Swiss	
Date of birth	<div> <div>d</div> <div>2</div> <div>/</div> <div>d</div> <div>2</div> <div>/</div> <div>m</div> <div>0</div> <div>/</div> <div>m</div> <div>8</div> <div>/</div> <div>y</div> <div>1</div> <div>/</div> <div>y</div> <div>9</div> <div>/</div> <div>y</div> <div>7</div> <div>/</div> <div>y</div> <div>1</div> </div>	
Business occupation (if any)	Director	

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

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names 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 ^③	
Building name/number	Melrose House	
Street	42 Dingwall Road	
Post town	Croydon	
County/Region	Greater London	
Postcode	<div> <div>C</div> <div>R</div> <div>0</div> <div>/</div> <div>2</div> <div>N</div> <div>E</div> <div>/</div> <div></div> </div>	
Country	United Kingdom	

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Corporate director

E1	Corporate director's details ^⓪	
	Please use this section to list all the corporate director's of the company	
Corporate body/firm name		⓪ Corporate director appointments You cannot use this form to appoint a corporate director. To do this, please complete form AP02 and submit it together with this annual return. Corporate director details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH02. This information will appear on the public record.
Building name/number		
Street		
Post town		
County/Region		
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 ^⓪	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ^⓪		⓪ EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ⓪ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number		
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	
Legal form of the corporate body or firm		⓪ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Governing law		
If applicable, where the company/firm is registered ^⓪		
If applicable, the registration number		

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Part 3 Statement of capital^o

Does your company have share capital?

→ Yes Complete the sections below and the following Part 4

→ No Go to Part 5 (Signature)

^o This should reflect the company's capital status at the made up date of this annual return**F1 Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ^o	Amount (if any) unpaid on each share ^o	Number of shares ^o	Aggregate nominal value ^o
"A" SHARES	0.01	0	71,891	£ 718.91
B SHARES	0.01	0	50,000	£ 500.00
C SHARES	0.01	0	3,271	£ 32.71
D SHARES	0.01	0	3,000	£ 30.00
Totals			See continuation	£ See continuation

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ②	Amount (if any) unpaid on each share ②	Number of shares ①	Aggregate nominal value ①
Totals				

Currency				
Class of shares (I g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ①	Aggregate nominal value ①
Totals				

F3 Totals

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

Total number of shares See continuation page

Total aggregate nominal value ^o See continuation page^o Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc.^o Including both the nominal value and any share premium^o Number of shares issued multiplied by nominal value of each shareContinuation Pages
Please use a Statement of Capital continuation page if necessary^o Total number of issued shares in this class

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

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

Class of share

"A" SHARES

Voting rights

SEE ATTACHED CONTINUATION SHEETS

Class of share

"B" SHARES

Voting rights

SEE ATTACHED CONTINUATION SHEETS

Class of share

"C" SHARES

Voting rights

SEE ATTACHED CONTINUATION SHEETS

Class of share

"D" SHARES

Voting rights

SEE ATTACHED CONTINUATION SHEETS

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

Currency

① Total number of issued shares in this class

In accordance with
Section 85 of the
Companies Act 1986

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Statement of capital (Voting rights)

Class of share

"E" SHARES

Voting rights

SEE ATTACHED CONTINUATION SHEETS

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Return is 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. ^⓪

- ☒ No go to Section G2 'Past and present shareholders'
☐ Yes go to Question 2

^⓪ A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognised investment exchanges and regulated markets can be found at www.fsa.gov.uk/register/exchanges.do

Question 2

Please only refer to Question 2 below if you have answered 'Yes' to Question 1. If you answered 'No', please go to Section G2 'Past and present shareholders'

Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it throughout the return period, an issuer to which DTR5 applies? Please tick the appropriate box below. ^⓪

- ☐ No go to Section G4 'Shareholders who hold at least 5% of any class of shares of the company as at the made up date of the return'
☒ Yes go to Part 5 (Signature)

^⓪ DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%).

G2**List of past and present shareholders ^⓪**

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 Part 5 (Signature)

^⓪ This section only applies to companies answering 'No' in Section G1

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Returns made up to a date on or after 1 October 2011)



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

⁰ Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

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

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

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held		Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer	
Frederic Nze	B Ordinary	33250		/ /	
Frederic Nze	C Ordinary	1941		/ /	
Frederic Nze	B Ordinary	10000		/ /	
Paresh Mashru	C Ordinary	592		/ /	
Rahim Nathwani	B Ordinary	2500		/ /	
Cabot Square Capital Nominee Ltd	A Ordinary	71891		/ /	
Cabot Square Capital Nominee Ltd	B Ordinary	1000		/ /	
Eunstix	C Ordinary	738		/ /	
Deborah Lakis	B Ordinary	1000		/ /	
George Gee	B Ordinary	750		/ /	
George Gee	B Ordinary	250		/ /	
Frederic Nze	B Ordinary	1000		/ /	

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List of past and present shareholders¹

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

- You must provide a 'full list' of all company shareholders on
- The company's first annual return following incorporation,
 - Every third annual return after a full list has been provided

¹ Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

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

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Katharina Stroh	B Ordinary	250		/ /
Robert Udy	D Ordinary	3000		/ /
Robert Udy	E Ordinary	4500		/ /
Robert Udy	E Ordinary	4500		/ /
Paresh Mashru	E Ordinary	4500		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

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G4

This section should show only the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return

If there were no shareholders holding at least 5% of any class of share(s) at the date of this return, this section may be left blank.

This section only applies to
companies answering 'No' to
Question 2 in Section G1

Joint shareholders should be listed
consecutively.


Further shareholders
Please use a Shareholders who hold
at least 5% of any class of share(s)
of the company as at the made up
date of this return continuation
page if necessary

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Part 5

Signature

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

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Presenter information

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

Contact name

Company name Deloitte LLP

Address 2 New Street Square

Post town London

County/Region

Postcode E C 4 A 3 B Z

Country United Kingdom

DX

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☐ That if the made up date of the return is any earlier than 1 October 2011, you must complete the appropriate form AR01
- ☐ The company name and number match the information held on the public Register
- ☐ You have completed your principal business activity
- ☐ You have not used this form to make changes to the registered office address
- ☐ You have not used this form to make changes to secretary and director details
- ☐ You have fully completed the Statement of capital (if applicable)
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record

How to pay

A fee of £40 is payable to Companies House in respect of an Annual Return

Make cheques or postal orders payable to 'Companies House.'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N.R. Belfast 1

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

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

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F4

Statement of capital (Voting rights)

Class of share	"A" Shares
Voting rights	<p>INCOME</p> <p>Until the "A" Shareholders and the "C" Shareholders have received the Return Target, the profits which the Company may determine to distribute will be distributed amongst the "A" Shareholders and the "C" Shareholders in the proportion which the amount paid up or credited as paid up (including any premium paid) on the "A" Shares bears to the amount paid up or credited as paid up (including any premium paid) on the "C" Shares</p> <p>Once the "A" Shareholders and the "C" Shareholders have received the Return Target, any profits which the Company may determine to distribute to Members in respect of such event will be distributed to "A" Shareholders in accordance with the IRR Distribution Matrix</p> <p>CAPITAL</p> <p>In the event of a reduction or return of capital of the Company, or a buy back of Shares by the Company, after payment of the costs, charges and expenses of such reduction, return or buy back, once the "A" Shareholders and the "C" Shareholders have received the Return Target, any further sums which the Company may determine to pay to Members in respect of such event will be distributed to "A" Shareholders in accordance with the IRR Distribution Matrix</p> <p>VOTING</p> <p>Each "A" Shareholder will be entitled to receive notice of, and to attend and vote at, general meetings of the Company</p> <p>No general meeting will be quorate unless there is or are present thereat, in person or by proxy or by corporate representative, a Majority of the "A" Shareholders</p>

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Annual Return



Statement of capital (Voting rights)

Class of share

'A' Shares

Voting rights

REALISATION

In the event that on a Realisation, the aggregate "A" Investment Amounts (whether or not then still invested) amount to less than £30,000,000 then such number of "A" Shares as is determined by the application of the following formula will automatically convert into Worthless Deferred Shares and will have no further right to distributions of the proceeds of the Realisation

$$x = 71,891 - ((\text{"A" Investment Amounts} / 30,000,000) \times 71,891)$$

Where x is the number of "A" Shares to be converted into Worthless Deferred Shares

In the event of a Realisation, the proceeds of the Realisation are to be applied as follows

(a) first in repaying all indebtedness owed to the "A" Shareholders and the "C" Shareholders,

(b) second, in paying the "D" Share Amount,

(c) third, in making payments to the "A" Shareholders and the "C" Shareholders until they have received the Return Target (taking into account the payments made in paragraph (a) above) distributed between the "A" Shareholders and the "C" Shareholders in the proportion which the amount paid up or credited as paid up (including any premium paid) on the "A" Shares bears to the amount paid up or credited as paid up (including any premium paid) on the "C" Shares, and

(d) fourth once the "A" Shareholders and the "C" Shareholder have received the Return Target, the balance (if any) of the proceeds of the Realisation will be distributed in accordance with the IRR Distribution Matrix

In the event that the "A" Shareholders and the "C" Shareholders receive an amount which is less than the Return Target, the "B" Shares, "D" Shares and "E" Shares will automatically convert into Worthless Deferred Shares and will have no further right to distributions of the proceeds of the Realisation

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Annual Return

F4	Statement of capital (Voting rights)
Class of share	"A" Shares
Voting rights	<p>WINDING UP</p> <p>In the event of a winding up of the Company, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding up are to be applied in the manner and order of priority set out in paragraphs (a) to (c) below</p> <p>(a) first, the "A" Shareholders and the "C" Shareholders will receive a sum equal to all unpaid arrears or accruals of any dividend calculated down to and including the date of repayment followed by the amount paid up or credited as paid up on each such share (including the premium (if any)), and</p> <p>(b) second, the "A" Shareholders and the "C" Shareholders will receive the Return Target, distributed between the "A" Shareholders and the "C" Shareholders in the proportion which the amount paid up or credited as paid up (including any premium paid) on the "A" Shares bears to the amount paid up or credited as paid up (including any premium paid) on the "C" Shares,</p> <p>provided that, in the event that the "A" Shareholders and the "C" Shareholders receive an amount which is less than the Return Target, the "B" Shares will automatically convert into Worthless Deferred Shares and the holders of such Worthless Deferred Shares will have the right to receive, in priority to the payments to the "A" Shareholders and the "C" Shareholders referred to in paragraph (b) above, an aggregate sum of 1p, but will have no further right to participate in distributions from the Company</p> <p>(c) Once the "A" Shareholders and the "C" Shareholders have received the Return Target, the balance (if any) of the assets of the Company will be distributed as follows</p> <p>(i) first, in paying the "E" Shareholders the amount which is the higher of</p> <p>(1) 0.01% of the net value of the assets of the Company remaining for distribution to Members following the application of paragraphs (a) and (b), or</p> <p>(2) the amount paid up on each such "E" Share held by them, and (ii) second in paying the "D" Shareholders the amount paid on each "D" share held by them,</p> <p>(iii) third, in paying the "B" Shareholders the amount paid up or credited as paid up on each such share (including the premium (if any)), and</p> <p>(vi) fourth, in distributing the balance in accordance with the IRR Distribution Matrix</p>

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Annual Return



Statement of capital (Voting rights)

Class of share

'B' Shares

Voting rights

INCOME

Until the "A" Shareholders and the "C" Shareholders have received the Return Target, the "B" Shareholders will not be entitled to any dividend on the "B" Shares

Once the "A" Shareholders and the "C" Shareholders have received the Return Target, any profits which the Company may determine to distribute to Members in respect of such event will be distributed to "B" Shareholders in accordance with the IRR Distribution Matrix

CAPITAL

In the event of a reduction or return of capital of the Company, or a buy back of Shares by the Company, after payment of the costs, charges and expenses of such reduction, return or buy back, once the "A" Shareholders and the "C" Shareholders have received the Return Target, any further sums which the Company may determine to pay to Members in respect of such event will be distributed to "B" Shareholders in accordance with the IRR Distribution Matrix

VOTING

Each holder of "B" Shares will be entitled to receive notice of and to attend any general meetings of the Company but will not be entitled to vote on any resolution

F4	Statement of capital (Voting rights)
Class of share	"B" Shares
Voting rights	<p>REALISATION</p> <p>In the event that on a Realisation, the aggregate "A" Investment Amounts (whether or not then still invested) amount to less than £30,000,000 then such number of "A" Shares as is determined by the application of the following formula will automatically convert into Worthless Deferred Shares and will have no further right to distributions of the proceeds of the Realisation</p> $x = 71,891 - ((\text{"A" Investment Amounts} / 30,000,000) \times 71,891)$ <p>Where x is the number of "A" Shares to be converted into Worthless Deferred Shares</p> <p>In the event of a Realisation, the proceeds of the Realisation are to be applied as follows</p> <p>(a) first in repaying all Indebtedness owed to the "A" Shareholders and the "C" Shareholders,</p> <p>(b) second, in paying the "D" Share Amount,</p> <p>(c) third, in making payments to the "A" Shareholders and the "C" Shareholders until they have received the Return Target (taking into account the payments made in paragraph (a) above) distributed between the "A" Shareholders and the "C" Shareholder in the proportion which the amount paid up or credited as paid up (including any premium paid) on the "A" Shares bears to the amount paid up or credited as paid up (including any premium paid) on the "C" Shares, and</p> <p>(d) fourth, once the "A" Shareholders and the "C" Shareholders receive an amount which is less than the Return Target, the "B" Shares, "D" Shares and "E" Shares will automatically convert into Worthless Deferred Shares and will have no further right to distributions of the proceeds of the Realisation</p>

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Annual Return

F4	Statement of capital (Voting rights)
Class of share	"B" Shares
Voting rights	<p>WINDING UP</p> <p>In the event of a winding up of the Company, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding up are to be applied in the manner and order of priority set out in paragraphs (a) to (c) below</p> <p>(a) first, the "A" Shareholders and the "C" Shareholders will receive a sum equal to all unpaid arrears or accruals of any dividend calculated down to and including the date of repayment followed by the amount paid up or credited as paid up on each such share (including the premium (if any)), and</p> <p>(b) second, the "A" Shareholders and the "C" Shareholders will receive the Return Target, distributed between the "A" Shareholders and the "C" Shareholders in the proportion with the amount paid up or credited as paid up (including any premium paid) on the "A" Shares bears to the amount paid up or credited as paid up (including any premium paid) on the "C" Shares,</p> <p>provided that, in the event that the "A" Shareholders and the "C" Shareholders receive an amount which is less than the Return Target, the "B" Shares will automatically convert into Worthless Deferred Shares and the holders of such Worthless Deferred Shares will have the right to receive, in priority to the payments to the "A" Shareholders and the "C" Shareholders referred to in paragraph (b) above, an aggregate sum of 1p, but will have no further right to participate in distributions from the Company</p> <p>(c) Once the "A" Shareholders and the "C" Shareholders have received the Return Target, the balance (if any) of the assets of the Company will be distributed as follows</p> <p>(i) first, in paying the "E" Shareholder the amount which is the higher of</p> <p>(1) 0.01% of the net value of assets of the Company remaining for distribution to Members following the application of paragraphs (a) and (b), or</p> <p>(2) the amount paid up on each such "E" Share held by them, and (ii) second in paying the "D" Shareholders the amount paid on each "D" Share held by them,</p> <p>(iii) third, in paying the "B" Shareholders the amount paid up or credited as paid up on each such share (including the premium (if any)), and</p> <p>(vi) fourth, in distributing the balance in accordance with the IRR Distribution Matrix</p>

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 Annual Return

F4	Statement of capital (Voting rights)
Class of share	"C" Shares
Voting rights	<p>INCOME</p> <p>Until the "C" Shareholders and the "A" Shareholders have received the Return Target, the profits which the Company may determine to distribute will be distributed amongst the "C" Shareholders and the "A" Shareholders in the proportion which the amount paid up or credited as paid up (including any premium paid) on the "A" Shares bears to the amount paid up or credited as paid up (including any premium paid) on the "C" Shares</p> <p>Once the "C" Shareholders and the "A" Shareholders have received the Return Target, any profits which the Company may determine to distribute to Members in respect of such event will be distributed to "C" Shareholders in accordance with the IRR Distribution Matrix</p> <p>CAPITAL</p> <p>In the event of a reduction or return of capital of the Company, or a buy back of Shares by the Company, after payment of the costs, charges and expenses of such reduction, return or buy back, once the "C" Shareholders and the "A" Shareholders have received the Return Target, any further sums which the Company may determine to pay to Members in respect of such event will be distributed to "C" Shareholders in accordance with the IRR Distribution Matrix</p> <p>VOTING</p> <p>"C" Shares will not confer on the holders thereof the right to receive notice of, or to attend and vote at, general meetings of the Company, or, except as expressly set out in continuation sheets CS7 to CS9, to participate in the profits and assets of the Company</p>

F4

Statement of capital (Voting rights)

Class of share

"C" Shares

Voting rights

REALISATION

In the event that on a Realisation, the aggregate "A" Investment Amounts (whether or not then still invested) amount to less than £30,000,000 then such number of "A" Shares as is determined by the application of the following formula will automatically convert into Worthless Deferred Shares and will have no further right to distributions of the proceeds of the Realisation

$$x = 71,891 - ((\text{"A" Investment Amounts} / 30,000,000) \times 71,891)$$

Where x is the number of "A" Shares to be converted into Worthless Deferred Shares

In the event of a Realisation, the proceeds of the Realisation are to be applied as follows

(a) first in repaying all indebtedness owed to the "C" Shareholders and the "A" Shareholders,

(b) second, in paying the "D" Share Amount,

(c) third, in making payments to the "C" Shareholders and the "A" Shareholders until they have received the Return Target (taking into account the payments made in paragraph (a) above) distributed between the "C" Shareholders and the "A" Shareholders in the proportion which the amount paid up or credited as paid up (including any premium paid) on the "A" Shares bears to the amount paid up or credited as paid up (including any premium paid) on the "C" Shares, and

(d) fourth once the "C" Shareholders and the "A" Shareholders have received the Return Target, the balance (if any) of the proceeds of the Realisation will be distributed in accordance with the IRR Distribution Matrix

In the event that the "C" Shareholders and the "A" Shareholders receive an amount which is less than the Return Target, the "B" Shares, "D" Shares and "E" Shares will automatically convert into Worthless Deferred Shares and will have no further right to distributions of the proceeds of the Realisation

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Annual Return

F4	Statement of capital (Voting rights)
Class of share	"C" Shares
Voting rights	<p>WINDING UP</p> <p>In the event of a winding up of the Company, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding up are to be applied in the manner and order of priority set out in paragraphs (a) to (c) below</p> <p>(a) first, the "C" Shareholders and the "A" Shareholders will receive a sum equal to all unpaid arrears or accruals of any dividend calculated down to and including the date of repayment followed by the amount paid up or credited as paid up on each such share (including the premium (if any)), and</p> <p>(b) second, the "C" Shareholders and the "A" Shareholders will receive the Return Target, distributed between the "C" Shareholders and the "A" Shareholders in the proportion which the amount paid up or credited as paid up (including any premium paid) on the "A" Shares bears to the amount paid up or credited as paid up (including any premium paid) on the "C" Shares,</p> <p>provided that, in the event that the "C" Shareholders and the "A" Shareholders receive an amount which is less than the Return Target, the "B" Shares will automatically convert into Worthless Deferred Shares and the holders of such Worthless Deferred Shares will have the right to receive in priority to the payments to the "C" Shareholders and the "A" Shareholders referred to in paragraph (b) above, an aggregate sum of 1p, but will have no further right to participate in distributions from the Company</p> <p>(c) Once the "C" Shareholders and the "A" Shareholders have received the Return Target, the balance (if any) of the assets of the Company will be distributed as follows</p> <p>(i) first, in paying the "E" Shareholders the amount which is the higher of</p> <p>(1) 0.01% of the net value of the assets of the Company remaining for distribution to Members following the application of paragraphs (a) and (b), or</p> <p>(2) the amount paid up on each such "E" Share held by them, and (ii) second in paying the "D" Shareholders the amount paid on each "D" Share held by them,</p> <p>(iii) third, in paying the "B" Shareholders the amount paid up or credited as paid up on each such share (including the premium (if any)), and</p> <p>(iv) fourth, in distributing the balance in accordance with the IRR Distribution Matrix</p>

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Annual Return

F4	Statement of capital (Voting rights)
Class of share	"D" Shares
Voting rights	<p data-bbox="363 465 469 492">INCOME</p> <p data-bbox="363 499 1198 526">The "D" Shares will not entitle the holders thereof to any distribution of profits</p> <p data-bbox="363 566 472 593">CAPITAL</p> <p data-bbox="363 600 1439 689">The "D" Shares will not entitle the holders thereof to participate in any distribution of the Company's assets on a reduction or return of capital by the Company or on a buy-back of shares by the Company</p> <p data-bbox="363 730 462 757">VOTING</p> <p data-bbox="363 763 1439 853">"D" Shares will not confer on the holders thereof the right to receive notice of, or to attend and vote at, general meetings of the Company, or, except as expressly set out in continuation sheets CS10 to CS12, to participate in the profits and assets of the Company</p>

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Annual Return



Statement of capital (Voting rights)

Class of share	"D" Shares
Voting rights	<p>REALISATION</p> <p>In the event that on a Realisation, the aggregate "A" Investment Amounts (whether or not then still invested) amount to less than £30,000,000 then such number of "A" Shares as is determined by the application of the following formula will automatically convert into Worthless Deferred Shares and will have no further right to distributions of the proceeds of the Realisation</p> $x = 71,891 - ((\text{"A" Investment Amounts} / 30,000,000) \times 71,891)$ <p>Where x is the number of "A" Shares to be converted into Worthless Deferred Shares</p> <p>In the event of a Realisation, the proceeds of the Realisation are to be applied as follows</p> <ul style="list-style-type: none"> (a) first in repaying all indebtedness owed to the "A" Shareholders and the "C" Shareholders, (b) second, in paying the "D" Share Amount, (c) third, in making payments to the "A" Shareholders and the "C" Shareholders until they have received the Return Target (taking into account the payments made in paragraph (a) above) distributed between the "A" Shareholders and the "C" Shareholders in the proportion which the amount paid up or credited as paid up (including any premium paid) on the "A" Shares bears to the amount paid up or credited as paid up (including any premium paid) on the "C" Shares, and (d) fourth once the "A" Shareholders and the "C" Shareholders receive an amount which is less than the Return Target, the "B" Shares, "D" Shares and "E" Shares will automatically convert into Worthless Deferred Shares and will have no further right to distributions of the proceeds of the Realisation

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Annual Return

F4

Statement of capital (Voting rights)

Class of share	"D" Shares
Voting rights	<p>WINDING UP</p> <p>In the event of a winding up of the Company, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding up are to be applied in the manner and order of priority set out in paragraphs (a) to (c) below</p> <p>(a) first, the "A" Shareholders and the "C" Shareholders will receive a sum equal to all unpaid arrears or accruals of any dividend calculated down to and including the date of repayment followed by the amount paid up or credited as paid up on each such shares (including the premium (if any)), and</p> <p>(b) second, the "A" Shareholders and the "C" Shareholders will receive the Return Target, distributed between the "A" Shareholders and the "C" Shareholders in the proportion which the amount paid up or credited as paid up (including any premium paid) on the "A" Shares bears to the amount paid up or credited as paid up (including any premium paid) on the "C" Shares,</p> <p>provided that, in the event that the "A" Shareholders and the "C" Shareholders receive an amount which is less than the Return Target, the "B" Shares will automatically convert into Worthless Deferred Shares and the holders of such Worthless Deferred Shares will have the right to receive, in priority to the payments to the "A" Shareholders and the "C" Shareholders referred to in paragraph (b) above, an aggregate sum of 1p, but will have no further right to participate in distributions from the Company</p> <p>(c) Once the "A" Shareholders and the "C" Shareholders have received the Return Target, the balance (if any) of the assets of the Company will be distributed as follows</p> <p>(i) first, in paying the "E" Shareholders the amount which is the higher or</p> <p>(1) 0.01% of the net value of the assets of the Company remaining for distribution to Members following the application of paragraphs (a) and (b), or</p> <p>(2) the amount paid up on each such "E" Share held by them, and</p> <p>(ii) second in paying the "D" Shareholders the amount paid on each "D" Shareholders the amount paid on each "D" Share held by them,</p> <p>(iii) third, in paying the "B" Shareholders the amount paid up or credited as paid up on each such share (including the premium (if any)), and</p> <p>(iv) fourth, in distributing the balance in accordance with the IRR Distribution Matrix</p>

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Annual Return

F4	Statement of capital (Voting rights)
Class of share	"E" Shares
Voting rights	<p>INCOME The "E" Shares will not entitle the holders thereof to any distribution of profits</p> <p>CAPITAL The "E" Shares will not entitle the holders thereof to participate in any distribution of the Company's assets on a reduction or return of capital by the Company or on a buy-back of shares by the Company</p> <p>VOTING "E" Shares will confer on the holders thereof the right to receive notice of, and to attend and vote at, general meetings of the Company</p> <p>REALISATION "E" Shares will not confer on the holders thereof the right to distributions of the proceeds of Realisation. In the event that the "A" Shareholders and the "C" Shareholders receive an amount which is less than the Return Target, the "E" Shares will automatically convert into Worthless Deferred Shares and shall have no further right to distributions of the proceeds of the Realisation</p>

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Annual Return

F4	Statement of capital (Voting rights)
Class of share	"E" Shares
Voting rights	<p>WINDING UP</p> <p>In the event of a winding up of the Company, the assets of the Company remaining after payment of its debts and liabilities and of the costs, charges and expenses of such winding up are to be applied in the manner and order of priority set out in paragraphs (a) to (c) below</p> <p>(a) first, the "A" Shareholders and the "C" Shareholders will receive a sum equal to all unpaid arrears or accruals of any dividend calculated down to and including the date of repayment followed by the amount paid up or credited as paid up on each such share (including the premium (if any)), and</p> <p>(b) second, the "A" Shareholders and the "C" Shareholders will receive the Return Target, distributed between the "A" Shareholders and the "C" Shareholders in the proportion which the amount up or credited as paid up (including any premium paid) on the "A" Shares bears to the amount paid up or credited as paid up (including any premium paid) on the "C" Shares,</p> <p>provided that, in the event that the "A" Shareholders and the "C" Shareholders receive an amount which is less than the Return Target, the "B" Shares will automatically convert into Worthless Deferred Shares and the holders of such Worthless Deferred Shares will have the right to receive, in priority to the payments to the "A" Shareholders and the "C" Shareholders referred to in paragraph (b) above, an aggregate sum of 1p, but will have no further right to participate in distributions from the Company</p> <p>(c) Once the "A" Shareholders and the "C" Shareholders have received the Return Target, the balance (if any) of the assets of the Company will be distributed as follows</p> <p>(i) first, in paying the "E" Shareholders the amount which is the higher of</p> <p>(1) 0.01% of the net value of the assets of the Company remaining for distribution to Members following the application of paragraphs (a) and (b), or</p> <p>(2) the amount paid up on each such "E" Share held by them, and</p> <p>(ii) second in paying the "D" Shareholders the amount paid on each "D" Share held by them,</p> <p>(iii) third, in paying the "B" Shareholders the amount paid up or credited as paid up on each such share (including the premium (if any)), and</p> <p>(vi) fourth, in distributing the balance in accordance with the IRR Distribution Matrix</p>