



Companies House
— for the record —

AR01 (ef)

Annual Return



Received for filing in Electronic Format on the: **26/07/2011**

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Company Name: **NOONAN TOPCO LIMITED**

Company Number: **06647559**

Date of this return: **15/07/2011**

SIC codes: **7415**

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

Situation of Registered Office: **25 BEDFORD STREET
LONDON
UNITED KINGDOM
WC2E 9ES**

Single Alternative Inspection Location (SAIL)

The address for an alternative location to the company's registered office for the inspection of registers is:

10 NORWICH STREET
LONDON
UNITED KINGDOM
EC4A 1BD

The following records have moved to the single alternative inspection location:

Register of members (section 114)
Register of directors (section 162)
Register of secretaries (section 275)
Records of resolutions and meetings (section 358)

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MS BIBI RAHIMA**

Surname: **ALLY**

Former names:

Service Address: **10 NORWICH STREET
LONDON
UNITED KINGDOM
EC4A 1BD**

Company Director **1**

Type: **Person**
Full forename(s): **MR FINTAN**

Surname: **CONNOLLY**

Former names:

Service Address: **84 GILTSPUR WOOD
KILLARNEY ROAD
BRAY
CO. WICKLOW
IRELAND**

Country/State Usually Resident: **IRELAND**

Date of Birth: **09/04/1965** *Nationality:* **IRISH**

Occupation: **SALES DIRECTOR**

Company Director **2**

Type: **Person**
Full forename(s): **MR DECLAN**

Surname: **DOYLE**

Former names:

Service Address: **10 O'DWYER ROAD
WALKINSTON
DUBLIN 12
IRELAND**

Country/State Usually Resident: **IRELAND**

Date of Birth: **02/02/1980** *Nationality:* **IRISH**
Occupation: **ACCOUNTANT**

Company Director **3**

Type: **Person**

Full forename(s): **MR GAVIN**

Surname: **LOUGHREY**

Former names:

Service Address: **34 ELTHIRON ROAD
LONDON
ENGLAND
SW6 4BW**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **19/07/1969** *Nationality:* **IRISH**

Occupation: **VENTURE CAPITALIST**

Company Director **4**

Type: **Person**

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

Surname: **O'DONOGHUE**

Former names:

Service Address: **22 SLEMISH ROAD
OFF NAVAN ROAD
DUBLIN 7
IRELAND**

Country/State Usually Resident: **IRELAND**

Date of Birth: **24/05/1959** *Nationality:* **IRISH**

Occupation: **CEO**

Company Director **5**

Type: **Person**

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

Surname: **ROWLAND**

Former names:

Service Address: **5 ALTHORP ROAD
WANDSWORTH COMMON
LONDON
UNITED KINGDOM
SW17 7ED**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **07/07/1979**

Nationality: **BRITISH**

Occupation: **ACCOUNTANT**

Company Director **6**

Type: **Person**

Full forename(s): **MR DOMINIC JAMES HAVILAND**

Surname: **SLADE**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **27/04/1971**

Nationality: **BRITISH**

Occupation: **VENTURE CAPITALIST**

Company Director 7

Type: **Person**

Full forename(s): **MS SUSAN MARY**

Surname: **WOODMAN**

Former names:

Service Address: **42 RAMSDEN ROAD
LONDON
UNITED KINGDOM
SW12 8QY**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **14/06/1953** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	12541620
		<i>Aggregate nominal value</i>	1254162
<i>Currency</i>	EUR	<i>Amount paid</i>	0.1
		<i>Amount unpaid</i>	0

Prescribed particulars

EVERY HOLDER OF ORDINARY SHARES (AN "ORDINARY SHAREHOLDER") HAS ONE VOTE FOR EVERY ORDINARY SHARE OF WHICH HE IS THE HOLDER EXCEPT, IF AT ANY TIME WHEN ANY REDEEMABLE ORDINARY SHARES OF £0.10 EACH IN THE CAPITAL OF CRANE MIDCO (GUERNSEY) LIMITED ARE OUTSTANDING, ALCHEMY AND ITS NOMINEES TOGETHER HOLD LESS THAN 80% OF THE ORDINARY SHARES IN ISSUE, THEN THE ORDINARY SHARES HELD BY ALCHEMY AND ITS NOMINEES SHALL TOGETHER BE ENTITLED TO EXERCISE 80% OF THE VOTES EXERCISABLE BY ORDINARY SHAREHOLDERS (AND, BETWEEN THEMSELVES, SUCH VOTES SHALL BE EXERCISABLE IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD) AND THE ORDINARY SHARES HELD BY THE OTHER ORDINARY SHAREHOLDERS SHALL TOGETHER BE ENTITLED TO EXERCISE 20% OF THE VOTES EXERCISABLE BY ORDINARY SHAREHOLDERS (AND, IN BETWEEN THEMSELVES, SUCH VOTES SHALL BE EXERCISABLE IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD). ALL DIVIDENDS SHALL BE DECLARED AND PAID ACCORDING TO THE AMOUNTS PAID UP ON THE SHARES ON WHICH THE DIVIDEND IS PAID. ALL DIVIDENDS SHALL BE APPORTIONED AND PAID PROPORTIONATELY TO THE AMOUNTS PAID UP ON THE SHARES DURING ANY PORTION OR PORTIONS OF THE PERIOD IN RESPECT OF WHICH THE DIVIDEND IS PAID. ON A RETURN OF CAPITAL ON WINDING UP, THE SURPLUS ASSETS OF THE COMPANY (IF ANY) REMAINING AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AMONGST THE MEMBERS IN PROPORTION TO THE NUMBERS OF SHARES HELD BY THEM RESPECTIVELY. ON A RETURN OF CAPITAL IN ALL OTHER CIRCUMSTANCES THE MEMBERS SHALL HAVE THE RIGHTS TO PARTICIPATE IN THE RETURN OF CAPITAL GIVEN TO THEM BY STATUTE. THE SHARES ARE NON-REDEEMABLE.

Class of shares	ORDINARY	<i>Number allotted</i>	321580
		<i>Aggregate nominal value</i>	32158
<i>Currency</i>	EUR	<i>Amount paid</i>	0
		<i>Amount unpaid</i>	0.1

Prescribed particulars

EVERY HOLDER OF ORDINARY SHARES (AN "ORDINARY SHAREHOLDER") HAS ONE VOTE FOR EVERY ORDINARY SHARE OF WHICH HE IS THE HOLDER EXCEPT, IF AT ANY TIME WHEN ANY REDEEMABLE ORDINARY SHARES OF €0.10 EACH IN THE CAPITAL OF CRANE MIDCO (GUERNSEY) LIMITED ARE OUTSTANDING, ALCHEMY AND ITS NOMINEES TOGETHER HOLD LESS THAN 80% OF THE ORDINARY SHARES IN ISSUE, THEN THE ORDINARY SHARES HELD BY ALCHEMY AND ITS NOMINEES SHALL TOGETHER BE ENTITLED TO EXERCISE 80% OF THE VOTES EXERCISABLE BY ORDINARY SHAREHOLDERS (AND, BETWEEN THEMSELVES, SUCH VOTES SHALL BE EXERCISABLE IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD) AND THE ORDINARY SHARES HELD BY THE OTHER ORDINARY SHAREHOLDERS SHALL TOGETHER BE ENTITLED TO EXERCISE 20% OF THE VOTES EXERCISABLE BY ORDINARY SHAREHOLDERS (AND, IN BETWEEN THEMSELVES, SUCH VOTES SHALL BE EXERCISABLE IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD). ALL DIVIDENDS SHALL BE DECLARED AND PAID ACCORDING TO THE AMOUNTS PAID UP ON THE SHARES ON WHICH THE DIVIDEND IS PAID. ALL DIVIDENDS SHALL BE APPORTIONED AND PAID PROPORTIONATELY TO THE AMOUNTS PAID UP ON THE SHARES DURING ANY PORTION OR PORTIONS OF THE PERIOD IN RESPECT OF WHICH THE DIVIDEND IS PAID. ON A RETURN OF CAPITAL ON WINDING UP, THE SURPLUS ASSETS OF THE COMPANY (IF ANY) REMAINING AFTER PAYMENT OF THE COMPANY'S LIABILITIES SHALL BE DISTRIBUTED AMONGST THE MEMBERS IN PROPORTION TO THE NUMBERS OF SHARES HELD BY THEM RESPECTIVELY. ON A RETURN OF CAPITAL IN ALL OTHER CIRCUMSTANCES THE MEMBERS SHALL HAVE THE RIGHTS TO PARTICIPATE IN THE RETURN OF CAPITAL GIVEN TO THEM BY STATUTE. THE SHARES ARE NON-REDEEMABLE.

Statement of Capital (Totals)

<i>Currency</i>	EUR	<i>Total number of shares</i>	12863200
		<i>Total aggregate nominal value</i>	1286320

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 15/07/2011 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for a private or non-traded public company are shown below

Shareholding 1 : 10290560 ORDINARY shares held as at 2011-07-15

Name: ALCHEMY PARTNERS NOMINEES LIMITED

Shareholding 2 : 128630 ORDINARY shares held as at 2011-07-15

Name: MR LIAM CASEY

Shareholding 3 : 128630 ORDINARY shares held as at 2011-07-15

Name: MR PAUL CASEY

Shareholding 4 : 450212 ORDINARY shares held as at 2011-07-15

Name: MR FINTAN CONNOLLY

Shareholding 5 : 450212 ORDINARY shares held as at 2011-07-15

Name: MR DECLAN DOYLE

Shareholding 6 : 128640 ORDINARY shares held as at 2011-07-15

Name: MR BRENDAN KEOGH

Shareholding 7 : 321580 ORDINARY shares held as at 2011-07-15

Name: MR JOHN MACINNES

Shareholding 8 : 128630 ORDINARY shares held as at 2011-07-15

Name: MS MARIAN MCGUINNESS

Shareholding 9 : 0 ORDINARY shares held as at 2011-07-15

Name: MR JOHN MIDDLETON

Shareholding 10 : 836106 ORDINARY shares held as at 2011-07-15

Name: MR JOHN O'DONOGHUE

Authorisation

Authenticated

This form was authorised by one of the following:

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