



**Companies House**  
— for the record —

**AR01** (ef)

**Annual Return**



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*Company Name:* **ASTRA TOPCO LIMITED**

*Company Number:* **07078823**

*Date of this return:* **17/11/2012**

*SIC codes:* **70100**

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

*Situation of Registered Office:* **2ND FLOOR  
LANCHESTER HOUSE TRAFALGAR PLACE  
BRIGHTON  
EAST SUSSEX  
BN1 4FU**

**Officers of the company**

## *Company Secretary 1*

Type: **Person**  
Full forename(s): **MR MICHAEL GERALD**

Surname: **MCLAREN**

Former names:

*Service Address recorded as Company's registered office*

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## *Company Director 1*

Type: **Person**  
Full forename(s): **ANDREW**

Surname: **BROWN**

Former names:

*Service Address recorded as Company's registered office*

Country/State Usually Resident: **ENGLAND**

Date of Birth: **10/07/1972**                      Nationality: **BRITISH**  
Occupation: **DIRECTOR**

## *Company Director* 2

*Type:* **Person**  
*Full forename(s):* **RODERICK NEIL**

*Surname:* **FLAVELL**

*Former names:*

*Service Address recorded as Company's registered office*

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

*Date of Birth:* **09/04/1958** *Nationality:* **BRITISH**

*Occupation:* **DIRECTOR**

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## *Company Director* 3

*Type:* **Person**  
*Full forename(s):* **SHEILA MAY**

*Surname:* **FLAVELL**

*Former names:*

*Service Address recorded as Company's registered office*

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

*Date of Birth:* **29/05/1956** *Nationality:* **BRITISH**

*Occupation:* **DIRECTOR**

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*Company Director* 4

*Type:* **Person**  
*Full forename(s):* **MR JOHN FREDERICK**

*Surname:* **HARTZ**

*Former names:*

*Service Address:* **C/O INFLEXION PRIVATE EQUITY 43 WELBECK STREET  
LONDON  
UNITED KINGDOM  
W1G 8DX**

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

*Date of Birth:* **20/06/1963** *Nationality:* **DANISH**  
*Occupation:* **NONE**

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*Company Director*    **5**

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

Surname:                                **MARTIN**

Former names:

*Service Address recorded as Company's registered office*

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

*Date of Birth:*    **26/04/1955**                                *Nationality:*    **BRITISH**

*Occupation:*    **DIRECTOR**

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*Company Director*    **6**

Type:                                **Person**  
Full forename(s):                **MR MICHAEL GERALD**

Surname:                                **MCLAREN**

Former names:

*Service Address recorded as Company's registered office*

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

*Date of Birth:*    **06/03/1961**                                *Nationality:*    **BRITISH**

*Occupation:*    **FINANCE DIRECTOR**

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*Company Director* 7

*Type:* **Person**

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

*Surname:* **SWANN**

*Former names:*

*Service Address:* **C/O INFLEXION PRIVATE EQUITY 43 WELBECK STREET  
LONDON  
UNITED KINGDOM  
W1G 8DX**

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

*Date of Birth:* **22/06/1967**

*Nationality:* **BRITISH**

*Occupation:* **NONE**

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY A</b>	<i>Number allotted</i>	<b>61500000</b>
		<i>Aggregate nominal value</i>	<b>615000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.01</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES.

<b>Class of shares</b>	<b>ORDINARY B</b>	<i>Number allotted</i>	<b>36454805</b>
		<i>Aggregate nominal value</i>	<b>364548.05</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.01</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES.

<b>Class of shares</b>	<b>ORDINARY C</b>	<i>Number allotted</i>	<b>2045195</b>
		<i>Aggregate nominal value</i>	<b>20451.95</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.01</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES.

<b>Class of shares</b>	<b>D SHARES</b>	<i>Number allotted</i>	<b>1839520</b>
		<i>Aggregate nominal value</i>	<b>18395.2</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.01</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

EACH SHARE IS ENTITLED TO ONE VOTE IN A SHOW OF HANDS AND A FRACTION OF A VOTE IN RELATION TO A SHARES IN A POLL. DISTRIBUTIONS PAYABLE AT 1/1000TH OF THE PER SHARE DIVIDEND / DISTRIBUTION.

<b>Class of shares</b>	<b>EXIT</b>	<i>Number allotted</i>	<b>8090921</b>
		<i>Aggregate nominal value</i>	<b>0.81</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.000001</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

EXIT SHARES ARE TREATED AS PARRI PASSU WITH ORDINARY SHARES. THE EXIT SHARES WILL RECEIVE THE LEVEL OF CAPITALISATION VALUE OVER A TARGET AMOUNT IN LINE WITH THE SHAREHOLDING AS IF THE A, B, C AND EXIT CONSISTITUTE ONE CLASS OF SHARE. UP TO THE TARGET AMOUNT THE EXIT SHARES WILL NOT RECEIVE A DISTRIBUTION.

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## Statement of Capital (Totals)

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<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>109930441</b>
		<i>Total aggregate nominal value</i>	<b>1018396.01</b>

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## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 17/11/2012 or that had ceased to be shareholders since the made up date of the previous Annual Return

*A full list of shareholders for the company are shown below*

*Shareholding 1* : **36900000 ORDINARY A shares held as at the date of this return**  
*Name:* **INFLEXION 2006 GENERAL PARTNER LIMITED**

*Shareholding 2* : **24600000 ORDINARY A shares held as at the date of this return**  
*Name:* **INFLEXION CO-INVESTMENT LIMITED**

*Shareholding 3* : **6235902 ORDINARY B shares held as at the date of this return**  
*Name:* **ANDREW BROWN**

*Shareholding 4* : **1477359 EXIT shares held as at the date of this return**



*Name:*                    **ANDREW BROWN**

*Shareholding 5*        : **18040266 ORDINARY B shares held as at the date of this return**  
*Name:*                    **RODERICK FLAVELL**

*Shareholding 6*        : **4353908 EXIT shares held as at the date of this return**  
*Name:*                    **RODERICK FLAVELL**

*Shareholding 7*        : **7174306 ORDINARY B shares held as at the date of this return**  
*Name:*                    **SHEILA FLAVELL**

*Shareholding 8*        : **1706035 EXIT shares held as at the date of this return**  
*Name:*                    **SHEILA FLAVELL**

*Shareholding 9*        : **3252469 ORDINARY B shares held as at the date of this return**  
*Name:*                    **IVAN MARTIN**

*Shareholding 10*       : **85217 ORDINARY C shares held as at the date of this return**  
*Name:*                    **LEE BALLANCORE**

*Shareholding 11*       : **349390 ORDINARY C shares held as at the date of this return**  
*Name:*                    **STEVE BUXTON**

*Shareholding 12*       : **85211 ORDINARY C shares held as at the date of this return**  
*Name:*                    **CATHERINE CHEEK**

*Shareholding 13*       : **170436 ORDINARY C shares held as at the date of this return**  
*Name:*                    **HENRY DUDDY**

*Shareholding 14*       : **213036 ORDINARY C shares held as at the date of this return**  
*Name:*                    **BEN PATTISON**

*Shareholding 15*       : **42604 ORDINARY C shares held as at the date of this return**  
*Name:*                    **ALISTAIR RUTHERFORD**

*Shareholding 16*       : **400525 ORDINARY C shares held as at the date of this return**  
*Name:*                    **JON TAPLIN**

*Shareholding 17*       : **400516 ORDINARY C shares held as at the date of this return**  
*Name:*                    **HEIDI TAYLOR**

*Shareholding 18*       : **298260 ORDINARY C shares held as at the date of this return**  
*Name:*                    **NIK THORNELEY**

*Shareholding 19*       : **1839520 D SHARES shares held as at the date of this return**

*Name:* IVAN MARTIN

*Shareholding 20* : 317621 ORDINARY B shares held as at the date of this return

*Name:* KLEINWORT BENSON JERSEY TRUSTEES LIMITED

*Name:* SHEILA FLAVELL

*Shareholding 21* : 184540 EXIT shares held as at the date of this return

*Name:* SHEILA FLAVELL

*Shareholding 22* : 317621 ORDINARY B shares held as at the date of this return

*Name:* KLEINWORT BENSON JERSEY TRUSTEES LIMITED

*Name:* ANDREW BROWN

*Shareholding 23* : 184540 EXIT shares held as at the date of this return

*Name:* ANDREW BROWN

*Shareholding 24* : 317620 ORDINARY B shares held as at the date of this return

*Name:* KLEINWORT BENSON JERSEY TRUSTEES LIMITED

*Name:* FLAVELL RODERICK

*Shareholding 25* : 184539 EXIT shares held as at the date of this return

*Name:* FLAVELL RODERICK

*Shareholding 26* : 500000 ORDINARY B shares held as at the date of this return

*Name:* KLEINWORT BENSON JERSEY TRUSTEES LIMITED

*Name:* MICHAEL MCLAREN

*Shareholding 27* : 0 ORDINARY B shares held as at the date of this return

166667 shares transferred on 2012-08-28

166666 shares transferred on 2012-08-28

166667 shares transferred on 2012-08-28

*Name:* KLEINWORT BENSON JERSEY TRUSTEES LIMITED

*Name:* PAUL JOBBINS

*Shareholding 28* : 50000 ORDINARY B shares held as at the date of this return

*Name:* ANGUS MALCOLM

*Shareholding 29* : 50000 ORDINARY B shares held as at the date of this return

*Name:* PAUL GATES

*Shareholding 30* : 40000 ORDINARY B shares held as at the date of this return  
*Name:* URSULA LINE

*Shareholding 31* : 30000 ORDINARY B shares held as at the date of this return  
*Name:* PHILIP WEST

*Shareholding 32* : 30000 ORDINARY B shares held as at the date of this return  
*Name:* KATHRYN SADLER

*Shareholding 33* : 20000 ORDINARY B shares held as at the date of this return  
*Name:* HENRY DUDDY

*Shareholding 34* : 17000 ORDINARY B shares held as at the date of this return  
*Name:* NEIL HOLLAND

*Shareholding 35* : 15000 ORDINARY B shares held as at the date of this return  
*Name:* HEIDI TAYLOR

*Shareholding 36* : 0 ORDINARY B shares held as at the date of this return  
3334 shares transferred on 2011-12-04  
3333 shares transferred on 2011-12-04  
3333 shares transferred on 2011-12-04  
*Name:* MICHELLE BROWNRIGG

*Shareholding 37* : 10000 ORDINARY B shares held as at the date of this return  
*Name:* ALISTAIR RUTHERFORD

*Shareholding 38* : 0 ORDINARY B shares held as at the date of this return  
3333 shares transferred on 2012-11-16  
3333 shares transferred on 2012-11-16  
3334 shares transferred on 2012-11-16  
*Name:* NICHOLAS ALLEN

*Shareholding 39* : 10000 ORDINARY B shares held as at the date of this return  
*Name:* MADELEINE FIELD

*Shareholding 40* : 10000 ORDINARY B shares held as at the date of this return  
*Name:* NABILA SALEM

*Shareholding 41* : 10000 ORDINARY B shares held as at the date of this return  
*Name:* ALEX BLEVINS

*Shareholding 42* : 7000 ORDINARY B shares held as at the date of this return

Name: PAUL AMES

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## *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

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