



Companies House

**AR01** (ef)

**Annual Return**



Received for filing in Electronic Format on the: **24/06/2015**

**X4A8E4RF**

*Company Name:* **SMARTFOCUS HOLDINGS LIMITED**

*Company Number:* **07588241**

*Date of this return:* **24/06/2015**

*SIC codes:* **62090**

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

*Situation of Registered Office:* **LYNTON HOUSE 7-12 TAVISTOCK SQUARE  
LONDON  
WC1H 9LT**

## Single Alternative Inspection Location (SAIL)

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

**2 LAMBS PASSAGE  
LONDON  
EC1Y 8BB**

*There are no records kept at the above address*

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### Officers of the company

#### *Company Secretary 1*

*Type:* **Person**  
*Full forename(s):* **MR IAN ROY**

*Surname:* **COLE**

*Former names:*

*Service Address recorded as Company's registered office*

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*Company Director* 1

Type: **Person**  
Full forename(s): **ANDRE MICHEL**

Surname: **BOISVERT**

Former names:

*Service Address recorded as Company's registered office*

Country/State Usually Resident: **USA**

Date of Birth: **23/09/1953** Nationality: **CANADIAN**

Occupation: **CONSULTANT**

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*Company Director* 2

Type: **Person**  
Full forename(s): **MR IAN ROY**

Surname: **COLE**

Former names:

*Service Address recorded as Company's registered office*

Country/State Usually Resident: **ENGLAND**

Date of Birth: **08/03/1962** Nationality: **UK**

Occupation: **CHIEF FINANCIAL OFFICER**

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*Company Director*    **3**

*Type:*                                **Person**

*Full forename(s):*                **MR MICHAEL THOMAS**

*Surname:*                         **EVERETT**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:*    **USA**

*Date of Birth:*    **04/04/1949**                                *Nationality:*    **AMERICAN**

*Occupation:*    **RETIRED FINANCE EXECUTIVE**

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*Company Director* 4

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

*Surname:* GARFINKEL

*Former names:*

*Service Address:* C/O FRANCISCO PARTNERS  
207 SLOANE STREET  
LONDON  
ENGLAND  
SW1X 9QX

*Country/State Usually Resident:* CALIFORNIA USA

*Date of Birth:* 19/06/1966 *Nationality:* AMERICAN

*Occupation:* INVESTOR

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*Company Director*    **5**

*Type:*                            **Person**

*Full forename(s):*            **MR NICHOLAS PETER**

*Surname:*                      **HEYS**

*Former names:*

*Service Address:*            **LYNTON HOUSE  
7-12 TAVISTOCK SQUARE  
LONDON  
UK  
WC1H 9LT**

*Country/State Usually Resident:*    **FRANCE**

*Date of Birth:*    **09/08/1964**

*Nationality:*    **BRITISH**

*Occupation:*    **ENTREPRENEUR**

*Company Director*    **6**

*Type:*                                **Person**

*Full forename(s):*                **MR ROBERT UMAR**

*Surname:*                         **MULLEN**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:*    **IRELAND**

*Date of Birth:*    **03/12/1964**

*Nationality:*    **BRITISH**

*Occupation:*    **CEO**

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*Company Director* 7

*Type:* **Person**

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

*Surname:* **SHAH**

*Former names:*

*Service Address:* **C/O FRANCISCO PARTNERS  
207 SLOANE STREET  
LONDON  
ENGLAND  
SW1X 9QX**

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

*Date of Birth:* **12/04/1979**

*Nationality:* **BRITISH**

*Occupation:* **INVESTOR**



## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>130711059</b>
		<i>Aggregate nominal value</i>	<b>130711059</b>
<i>Currency</i>	<b>EUR</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON A WINDING UP; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

<b>Class of shares</b>	<b>PREFERRED ORDINARY</b>	<i>Number allotted</i>	<b>12574868</b>
		<i>Aggregate nominal value</i>	<b>12574868</b>
<i>Currency</i>	<b>EUR</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS WHICH RANK EQUALLY WITH THE ORDINARY SHARES (NOT ON AN "AS CONVERTED" BASIS), FULL DIVIDEND RIGHTS WHICH RANK EQUALLY WITH THE ORDINARY SHARES EXCEPT THAT THE SHARES HAVE PREFERENTIAL RIGHTS TO ANY DIVIDEND TO BE PAID DIRECTLY OR INDIRECTLY OUT OF THE PROCEEDS OF THE SALE OR DISPOSAL OF ALL OR SUBSTANTIALLY ALL OF THE COMPANY'S ASSETS AND UNDERTAKING AND PREFERENTIAL CAPITAL DISTRIBUTION RIGHTS ON A WINDING UP; THEY CONFER RIGHTS OF REDEMPTION TO THE HOLDER IN CONNECTION WITH THE ADMISSION OF THE COMPANY'S SHARES TO TRADING ON ANY MARKET OPERATED BY THE LONDON STOCK EXCHANGE IN LONDON, OR BY NYSE GROUP OR NASDAQ IN NEW YORK, IN ORDER TO RAISE (WHETHER BY ALLOTMENT OF NEW SHARES OR THE SALE OF EXISTING SHARES) AT LEAST \$50 MILLION BEFORE EXPENSES (OR ITS EQUIVALENT IN EURO OR STERLING AT THEN PREVAILING SPOT RATES OF EXCHANGE). THE SHARES SHALL CONVERT INTO ORDINARY SHARES IN CERTAIN CIRCUMSTANCES AT A CONVERSION RATIO WHICH MAY ADJUST ON THE OCCURRENCE OF CERTAIN EVENTS.

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## Statement of Capital (Totals)

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<i>Currency</i>	<b>EUR</b>	<i>Total number of shares</i>	<b>143285927</b>
		<i>Total aggregate nominal value</i>	<b>143285927</b>

## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 24/06/2015 or that had ceased to be shareholders since the made up date of the previous Annual Return

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

<i>Shareholding 1</i> <i>Name:</i>	<b>: 99776843 ORDINARY shares held as at the date of this return</b> <b>FR-EMV SARL</b>
<i>Shareholding 2</i> <i>Name:</i>	<b>: 3625116 ORDINARY shares held as at the date of this return</b> <b>3 GREEN</b>
<i>Shareholding 3</i> <i>Name:</i>	<b>: 1423927 ORDINARY shares held as at the date of this return</b> <b>GUY PORRE</b>
<i>Shareholding 4</i> <i>Name:</i>	<b>: 14406901 ORDINARY shares held as at the date of this return</b> <b>CONVERSION CAPITAL</b>
<i>Shareholding 5</i> <i>Name:</i>	<b>: 6173439 ORDINARY shares held as at the date of this return</b> <b>SOPHROSYNE CAPITAL</b>
<i>Shareholding 6</i> <i>Name:</i>	<b>: 255380 ORDINARY shares held as at the date of this return</b> <b>JOHN SADOWSKY</b>
<i>Shareholding 7</i> <i>Name:</i>	<b>: 53122 ORDINARY shares held as at the date of this return</b> <b>ANDRE BOISVERT</b>
<i>Shareholding 8</i> <i>Name:</i>	<b>: 77999 ORDINARY shares held as at the date of this return</b> <b>MICHAEL EVERETT</b>
<i>Shareholding 9</i> <i>Name:</i>	<b>: 12574868 PREFERRED ORDINARY shares held as at the date of this return</b> <b>IZURIUM CAPITAL PARTNERS</b>
<i>Shareholding 10</i> <i>Name:</i>	<b>: 2125732 ORDINARY shares held as at the date of this return</b> <b>FRANCISCO PARTNERS II LP</b>
<i>Shareholding 11</i> <i>Name:</i>	<b>: 29206 ORDINARY shares held as at the date of this return</b> <b>FRANCISCO PARTNERS PARALLEL II LP</b>
<i>Shareholding 12</i> <i>Name:</i>	<b>: 169833 ORDINARY shares held as at the date of this return</b> <b>NEIL HAMILTON</b>
<i>Shareholding 13</i>	<b>: 169833 ORDINARY shares held as at the date of this return</b>

*Name:*                    **STUART SWIFT**

*Shareholding 14*    : **251133 ORDINARY shares held as at the date of this return**

*Name:*                    **PLECTRON TRUST COMPANY LIMITED**

*Shareholding 15*    : **172595 ORDINARY shares held as at the date of this return**

*Name:*                    **CGX HOLDINGS LIMITED**

*Shareholding 16*    : **2000000 ORDINARY shares held as at the date of this return**

*Name:*                    **IZURIUM CAPITAL PARTNERS**

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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.