

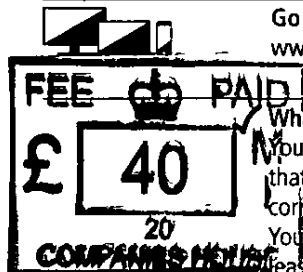
# AR01 2015

## Annual Return



Companies House

CARD T102 R2773



Go online to file this information  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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

### 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

### X What this form is NOT for

You cannot use this form to  
notice of changes to the com  
officers, registered office ad  
company type or informatio  
relating to the company rec

FRIDAY



LD3 \*L415DEK0\* #55  
COMPANIES HOUSE

## Part 1

### Company details

The section must be completed by all companies

→ Filling 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 8 2 3 4 4 6 0

Company name in full LOVE ME BEAUTY LIMITED

#### 1 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

Date of this return 0 1 1 0 2 0 1 5

#### 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 3

Classification code 1 7 3 1 1 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

#### 3 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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**A4**

### Company type<sup>1</sup>

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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**A5**

### Registered office address<sup>2</sup>

Building name/number	31A
Street	CORSHAM STREET
Post town	LONDON
County/Region	
Postcode	N 1 6 D R

#### 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)<sup>3</sup>

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 records<sup>4</sup>

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

## 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 <sup>①</sup>

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

Title*	
Full forename(s)	
Surname	
Former name(s) <sup>②</sup>	

#### 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 (including maiden or married names) which have been used for business purposes during the period of this return.

#### B2 Secretary's service address <sup>③</sup>

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

#### 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 secretary**

<b>C1</b>	<b>Corporate secretary's details <sup>①</sup></b>	<b>① Corporate secretary appointments</b> 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.  <b>Corporate secretary details</b> 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.
	Please use this section to list all the corporate secretaries of the company	
Corporate body/firm name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete <b>Section C3 only</b> → No Complete <b>Section C4 only</b>	
<b>C3</b>	<b>EEA companies <sup>②</sup></b>	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	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 <sup>③</sup>		
Registration number		
<b>C4</b>	<b>Non-EEA companies</b>	<b>④ Non-EEA</b> 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.
	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		
Governing law		
If applicable, where the company/firm is registered <sup>④</sup>		
If applicable, the registration number		

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Director

<b>D1</b>	<b>Director's details <sup>1</sup></b>	
	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)	OLIVER NICHOLAS	
Surname	GAUCI	
Former name(s) <sup>2</sup>		
Country/State of residence	UNITED KINGDOM	
Nationality	BRITISH	
Month/year of birth <sup>3</sup>	<div>X</div> <div>X</div> <div>m</div> <div>0</div> <div>m</div> <div>3</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>8</div> <div>y</div> <div>9</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 (including maiden or married names) which have been used for business purposes during the period of this return.

**3 Month and year of birth**  
Please provide month and year only.

<b>D2</b>	<b>Director's service address <sup>1</sup></b>	
Building name/number	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	
Country		

**1 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

<b>D1</b>	<b>Director's details <sup>1</sup></b>	<b>1 Director appointments</b> You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.  <b>Corporate details</b> Please use Section E1-E4 to enter corporate director details.  <b>Director details</b> 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.  <b>2 Former name(s)</b> Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return.  <b>3 Month and year of birth</b> Please provide month and year only.
	Please use this section to list all the directors of the company. <b>For a corporate director, complete Section E1-E4</b>	
Title*	MR	
Full forename(s)	SIMON	
Surname	PALETHORPE	
Former name(s) <sup>2</sup>		
Country/State of residence	UNITED KINGDOM	
Nationality	ENGLISH	
Month/year of birth <sup>3</sup>	X X    0 9    1 9    6 8	
Business occupation (if any)	COMPANY DIRECTOR	

<b>D2</b>	<b>Director's service address <sup>4</sup></b>	<b>4 Service address</b> 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.
Building name/number	42A	
Street	LINDEN GARDENS	
Post town	LONDON	
County/Region		
Postcode	W 2             4 E R	
Country	ENGLAND	

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**Director**

**D1**

**Director's details <sup>1</sup>**

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)	DANIEL
Surname	ROSENBERG
Former name(s) <sup>2</sup>	
Country/State of residence	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth <sup>3</sup>	X X    m0 m3    y1 y9 y8 y6
Business occupation (if any)	DIRECTOR

**<sup>1</sup> 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.

**<sup>2</sup> Former name(s)**

Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return.

**<sup>3</sup> Month and year of birth**

Please provide month and year only.

**D2**

**Director's service address <sup>4</sup>**

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

**<sup>4</sup> 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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## Annual Return

### Director

<b>D1</b>	<b>Director's details <sup>①</sup></b>	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*		
Full forename(s)		
Surname		
Former name(s) <sup>②</sup>		
Country/State of residence		
Nationality		
Month/year of birth <sup>③</sup>	<div> <div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div> </div>	
Business occupation (if any)		

**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 (including maiden or married names) which have been used for business purposes during the period of this return.

**③ Month and year of birth**  
Please provide month and year only.

<b>D2</b>	<b>Director's service address <sup>④</sup></b>	
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
Country		

**④ 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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## Annual Return

### Director

<b>D1</b>	<b>Director's details <sup>①</sup></b>	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*		
Full forename(s)		
Surname		
Former name(s) <sup>②</sup>		
Country/State of residence		
Nationality		
Month/year of birth <sup>③</sup>	<div> <div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div> </div>	
Business occupation (if any)		

**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 (including maiden or married names) which have been used for business purposes during the period of this return.

**③ Month and year of birth**  
Please provide month and year only.

<b>D2</b>	<b>Director's service address <sup>④</sup></b>	
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
Country		

**④ 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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## Annual Return

### Director

<b>D1</b>	<b>Director's details <sup>①</sup></b>	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*		
Full forename(s)		
Surname		
Former name(s) <sup>②</sup>		
Country/State of residence		
Nationality		
Month/year of birth <sup>③</sup>	<div> <div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div> </div>	
Business occupation (if any)		

**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 (including maiden or married names) which have been used for business purposes during the period of this return.

**③ Month and year of birth**  
Please provide month and year only.

<b>D2</b>	<b>Director's service address <sup>①</sup></b>	
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
Country		

**① 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

<b>E1</b>	<b>Corporate director's details <sup>①</sup></b>		<b>① Corporate director appointments</b> 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.  <b>Corporate director details</b> 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.
	Please use this section to list all the corporate director's of the company		
Corporate body/firm name	MERCIA FUND MANAGEMENT (NOMINEES) LIMITED		
Building name/number	FORWARD HOUSE, 17		
Street	HIGH STREET		
Post town	HENLEY-IN-ARDEN		
County/Region	WARWICKSHIRE		
Postcode	B 9 5 5 A A		
Country	ENGLAND		
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete <b>Section E3 only</b> → No Complete <b>Section E4 only</b>		
<b>E3</b>	<b>EEA companies <sup>②</sup></b>		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	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 <sup>③</sup>	ENGLAND AND WALES		
Registration number	06813379		
<b>E4</b>	<b>Non-EEA companies</b>		<b>④ Non-EEA</b> 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.
	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			
Governing law			
If applicable, where the company/firm is registered <sup>④</sup>			
If applicable, the registration number			

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## Part 3 Statement of capital <sup>o</sup>

Does your company have share capital?

- Yes Complete the sections below and the following Part 4  
→ No Go to Part 5 (Signature)

<sup>o</sup> 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 <sup>2</sup>	Amount (if any) unpaid on each share <sup>2</sup>	Number of shares <sup>3</sup>	Aggregate nominal value <sup>4</sup>
ORDINARY	0 0001	NIL	100,000	£ 100 00
A ORDINARY	7 50	NIL	20,000	£ 20 00
A ORDINARY	8 75	NIL	11,428	£ 11 43
A ORDINARY	14 05	NIL	17,794	£ 17 79
<b>Totals</b>			149,222	£ 149 22

### 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 ③	Aggregate nominal value ④
Totals				

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 ③	Aggregate nominal value ④
Totals				

### F3 Totals

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

Total number of shares 149,222

Total aggregate nominal value <sup>4</sup> 149 22

<sup>4</sup> Total aggregate nominal value  
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

<sup>2</sup> Including both the nominal value and any share premium

<sup>3</sup> Number of shares issued multiplied by nominal value of each share

<sup>4</sup> Total number of issued shares in this class

**Continuation Pages**  
Please use a Statement of Capital continuation page if necessary

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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

ORDINARY

Voting rights

SEE CONTINUATION SHEETS

Class of share

A ORDINARY

Voting rights

SEE CONTINUATION SHEETS

Class of share

Voting rights

Class of share

Voting rights

## 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 <sup>❶</sup>

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

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 <sup>❷</sup>

- ☐ 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'

<sup>❶</sup> 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 recognized investment exchanges and regulated markets can be found at [www.fsa.gov.uk/register/exchanges.do](http://www.fsa.gov.uk/register/exchanges.do)

<sup>❷</sup> 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 <sup>❸</sup>

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)

<sup>❸</sup> This section only applies to companies answering 'No' in **Section G1**

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G3

**List of past and present shareholders<sup>1</sup>**

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

<sup>1</sup> 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
OLIVER NICHOLAS GAUCI	ORDINARY	95,000		/ /
MERCIA DIGITAL NOMINEES	A ORDINARY	5,714		/ /
LIMITED			-	/ /
MERCIA GROWTH NOMINEES	A ORDINARY	25,714		/ /
3 LIMITED				/ /
MERCIA GROWTH NOMINEES	A ORDINARY	17,794		/ /
4 LIMITED				/ /
DANIEL ROSENBERG	ORDINARY	5,000		/ /
				/ /
				/ /
				/ /
				/ /

AR01 2015  
Annual Return

**G4**

**Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return**

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

It should only be completed by companies that have answered 'Yes' to Question 1 in Section G1, and 'No' to Question 2 in Section G1

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

→ Go to Part 5 (Signature)

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

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

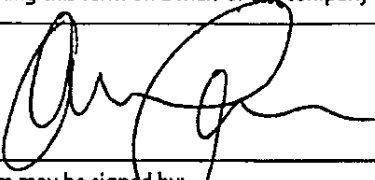
**Further shareholders**  
Please use a 'Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return' continuation page if necessary

[illegible]



**Part 5**

**Signature**

	This must be completed by all companies.		
	I am signing this form on behalf of the company		
Signature	Signature X	 -	X
	This form may be signed by: Director <sup>1</sup> , Secretary, Person authorised <sup>2</sup> , Charitable commission receiver and manager, CIC manager, Judicial factor		

**<sup>1</sup> 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.

**<sup>2</sup> Person authorised**  
Under either section 270 or 274 of the Companies Act 2006



Do not cover this barcode

# AR01 2015

## Annual Return



### 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

KPMG

Address

15 CANADA SQUARE

Post town

LONDON

County/Region

Postcode

E 1 4 5 G L

Country

UK

DX

Telephone

02076944607



### Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ 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 a paper 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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## 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
Voting rights	<p>1 The A Ordinary Shares and the Ordinary Shares shall rank equally in all respects save as set out below</p> <p>2 In the event of a return of assets on a liquidation or capital reduction or otherwise, the Liquidation Surplus shall be distributed as follows</p> <p>a First, each equity shareholder shall be entitled in respect of their equity shares to payment of an amount per equity share equal to the nominal value of that equity share or, if the Liquidation Surplus is insufficient to enable payment to each equity shareholder for all the equity shares held by them then such Liquidation Surplus shall be paid to the equity shareholders in proportion to the number of equity shares held by each of them, b Thereafter if there is any remaining Liquidation Surplus each equity shareholder shall be entitled in respect of their equity shares to payment of an amount per equity share equal to the individual premium or, if the remaining Liquidation Surplus is insufficient to enable payment of the individual premium to be made, then such remaining Liquidation Surplus shall be paid to the equity shareholders in proportion to the aggregate premium paid in respect of the equity shares held by them,</p> <p>c Thereafter if there is any remaining Liquidation Surplus each equity shareholder will be entitled in respect of their equity shares to payment of such amount per equity share (if any) as will ensure that after payment pursuant to paragraph 2(b) has been made all equity shareholders will have received (whether pursuant to this paragraph 2 or other distribution) the maximum return or, if the remaining Liquidation Surplus is insufficient to enable all equity shareholders to have received the maximum return then such remaining Liquidation Surplus shall be paid to the equity shareholders in such proportions as to ensure that as far as possible all equity shareholders will have received the maximum return after payment has been made pursuant to paragraph 2(b), and</p> <p>d Thereafter any balance shall be paid to the equity shareholders in proportion to the number of equity shares held by each of them</p> <p>3 In the event of an asset sale, the Company shall thereupon be wound up and the assets available distributed in accordance with paragraph 2</p> <p>4 In the event of a sale where the exit valuation is lower than or equal to the issued price paid by the holders of the A shares, the total of all and any consideration received (whether in cash or otherwise) in respect of the shares that are the subject of the sale shall be re-allocated between the sellers of such shares so as to ensure that the sale proceeds are distributed as follows</p> <p>a First in paying to the holders of the A shares any arrears</p> <p>b Second in paying to the holders of the A shares the issued price paid for the A shares, and</p> <p>c The balance (if any) of such assets shall be distributed amongst the holders of the Ordinary shares and the A shares pari passu as if the same constituted one class of share</p> <p>5 Immediately prior to an IPO where the exit valuation is lower than the issue price paid by the holders of the A shares, the Company shall (to the extent that it is able to do so), by way of bonus issue, allot to each holder of A shares by way of capitalisation of reserves such number of Ordinary shares (disregarding any fraction of a share) as shall have an aggregate price per share at which such Ordinary shares in the Company are to be offered for sale, placed or otherwise marketed pursuant to the IPO equal to the issue price of the A shares held (together with any arrears)</p> <p>6 Save with the consent of the Mercia Fund, the Company shall ensure that any and all premium(s) paid into the share premium account of the Company in respect of shares allotted after the date of adoption of the Articles (10th November 2014) shall be preserved in order to enable the Company to satisfy its obligations in paragraph 5 If the Company is not lawfully permitted to make a bonus issue pursuant to paragraph 5, it shall offer the holders of the A shares the right to subscribe for the number of Ordinary shares referred to in paragraph 5 at par</p>

# AR01 - continuation page

## Annual Return

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

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Class of share	ORDINARY
Voting rights	<p><b>Definitions</b></p> <p>A Shares means the A Ordinary shares of £0.01 each in the capital of the Company,</p> <p>Arrears means all arrears, accruals and deficiencies of any dividend or other sums payable in respect of the relevant Share whether or not earned or declared and irrespective of whether or not the Company has had, at any time, sufficient distributable profits to pay such dividend or sums, together with all the interest and other amounts payable thereon,</p> <p>Individual Premium means in respect of a Equity Share, the premium paid in respect of that Equity Share,</p> <p>Investment Fund means a fund, partnership, company, syndicate or other entity whose principal business is to make investments and whose business is managed by an Investment Manager,</p> <p>Investment Manager means a person whose principal business is to make, manage or advise upon investments,</p> <p>IPO means the listing of the entire share capital or Ordinary Share Capital of the Company to trading on a public market or stock exchange,</p> <p>Issue Price means in relation to any Share, the amount paid up or credited as paid up on it (including the full amount of any premium at which such Share was issued whether or not such premium is applied for any purpose after that),</p> <p>Liquidation Surplus means on a return of assets on a liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities,</p> <p>Maximum Return means the maximum value of the cumulative amount paid per Equity Share that any one of the Equity Shareholders would have received following payment under paragraphs 2(a) and 2(b),</p> <p>Ordinary Shares means ordinary shares of £0.01 each in the capital of the Company,</p> <p>Sale The transfer (whether through a single transaction or a series of transactions) of Shares as a result of which any person (or persons connected with each other, or persons acting in concert with each other (within the meaning given in the City Code on Takeovers and Mergers as in force at the date of the transfer)) would hold or acquire beneficial ownership of or over that number of shares in the Company which in aggregate confers more than 50% of the voting rights normally exercisable at general meetings of the Company,</p> <p>The Mercia Fund means MERCIA GROWTH NOMINEES 3 LIMITED (company number 08886535) and MERCIA DIGITAL NOMINEES LIMITED (company number 09197595), in each case whose registered office is at Forward House, 17 High Street, Henley-In-Arden, Warwickshire, B95 5AA, acting by their manager Mercia Fund Management Limited (company number 06973399) whose registered office is at Forward House, 17 High Street, Henley-In-Arden, Warwickshire, B95 5AA and any other Investment Fund which is managed by the Investment Manager of Mercia Growth Nominees 3 Limited or Mercia Digital Nominees Limited and any holding company of Mercia Fund Management Limited or any such other Investment Manager and wholly owned subsidiary of any such holding company in each case from time to time and which is a holder of Shares</p>

# AR01 - continuation page

## Annual Return

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