

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2126064

I hereby certify that

PARTFLARE LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

24TH APRIL 1987

A handwritten signature in cursive script, appearing to read 'D. M. Wilkie'.

D. M. WILKIE

an authorised officer

212600

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

GREEN MOON LIMITED

(As adopted by Special Resolution passed 12 June 1989)

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Table 'A' of the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to this Company.
2. The following clauses of Part 1 of the said Table 'A' shall not apply to this Company videlicet:- 23, 24, 46, 47, 64-69, 73-80, 94 and 95.

PRIVATE COMPANY

3. The Company is a private Company within the meaning of the Companies Act 1985.

SHARES

4. a) Save as hereinafter expressly authorised the Directors shall allot relevant securities (as defined in the Companies Act 1985) as authorised from time to time by the Company in general meeting in accordance with the provisions of Section 80 of the Companies Act 1985.
 - (b) During the period of five years commencing with the date of the adoption of these Articles of Association the Directors shall have authority to allot or otherwise dispose of any shares of the Company up to the total amount which shall remain unissued to such persons and for such consideration and upon such terms and conditions as they may determine.
5. (a) The authorised share capital of the company at the date of adoption of the Articles is £10,000 divided into 5,000 Preferred Ordinary shares of £1 each ('the Preferred Ordinary shares') and 5,000 'A' Ordinary shares of £1 each ('the Ordinary shares').
 - (b) In the Articles except where the context otherwise requires references to Preferred Ordinary shares and Ordinary shares shall be deemed to include shares of those respective classes created and/or issued after the date of adoption of the Articles and ranking pari passu in all respects (or in all respects save only as to the date from which such shares shall rank for dividend) with the shares of the relevant class then in issue.

COMPANIES HOUSE
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(c) The respective rights of the several classes of shares in the capital of the company as to income and capital are as follows:

(i) (a) The holders of the Preferred Ordinary shares shall be entitled in priority to any dividend payable to the holders of Ordinary shares to receive out of the profits available for distribution in respect of each financial year or other accounting period of the company such dividend or dividends not exceeding in aggregate the amount specified in (b) below as shall be declared in respect of them and such dividend shall be distributed rateably amongst the holders of Preferred Ordinary shares in issue according to the amounts for the time being paid up or credited as paid up thereon.

(b) The total dividends which may be declared on the Preferred Ordinary shares in respect of any financial accounting period and in accordance with (a) above shall not exceed in aggregate the sum of £50,000 and the sum referred to in this paragraph shall not include any tax credit given or any tax payable in respect of any dividend payable to the holders of Preferred Ordinary shares under this sub article (i).

(ii) On a return of capital or sale of the entire share capital (whether in a liquidation or otherwise) or a sale to which the provisions of Clause 15 applies:

(a) the holders of the Preferred Ordinary shares shall receive a proportion of the total consideration for all classes of shares and/or assets of the Company such proportion of the total consideration to be computed using the following formula:

$$\frac{P}{Q} \times R$$

where P = Turnover as stated in the audited statutory Profit and Loss Account of the Company the year ended 31 May 1989.

Q = Turnover as stated in the latest audited statutory Profit and Loss Account of Company adopted at a General Meeting of the Company. Where the latest audited statutory Profit and Loss Account does not represent the trading results for precisely one year then Q shall be computed as an annual equivalent based on the turnover stated in the statutory Profit and Loss Account.

R = Total consideration

That proportion of the total consideration attributable to the Preferred Ordinary shares shall be divided rateably among the holders of the Preferred Ordinary shares.

(b) the holders of the Ordinary shares shall receive a proportion of the total consideration for all classes of shares and/or assets of the Company such proportion of the total consideration to be computed using the following formula:

$$\frac{Q - P}{Q} \times R$$

where P, Q and R are as defined in c (ii) (a) above.

That part of the total consideration attributable to the Ordinary shares shall be divided rateably among the holders of the Ordinary shares.

6. It shall be a prerequisite of becoming a holder of Ordinary shares (where such a person does not hold any Preferred Ordinary shares) that such person shall hold office as a Director of the Company and that upon leaving such office, for any reason, the member shall be obliged to transfer the Ordinary shares to the holders of the Preferred Ordinary shares pro rata to their holding of the Preferred Ordinary shares at a price of £1 per Ordinary share.
7. Sections 89 and 90 of the Companies Act 1985 shall not apply to this Company.
8. The lien conferred by Clause 8 of the said Table 'A' shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.
9. Sections 159 and 160 of The Companies Act 1985 shall apply to this company and the company may therefore issue shares which are to be redeemed or liable to be redeemed at the option of the Company or the shareholder.
10. Sections 162, 170, 171 and 172 of the Companies Act 1985 shall apply to this Company.

TRANSFER OF SHARES

11. Save as provided in Clauses 14 and 17 hereof the directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

12. Any meeting of the directors at which the registration of a transfer in accordance with Clause 11 or an issue of any class of shares in accordance with Clause 4 hereof is to be considered shall only be valid for such business where Angela Christine Green or the person to whom her shares may have been transferred forms part of the requisite quorum for such meeting.
13. The voting power of directors at any such meeting as described in Clause 12 shall be in direct proportion to their respective combined holding of Preferred Ordinary shares and Ordinary shares at the commencement of the meeting.
14. At such time as Patricia Zoe Ann Moon or the transferee under Clause 17 (ii) hereof is desirous of transferring any number of shares within any class and/or Patricia Zoe Ann Moon (or her transferee) leaves office as a Director of the Company then the following provisions shall apply:

- (i) Patricia Zoe Ann Moon shall give notice to the directors of her intention to dispose of all or any of her holding of Preferred Ordinary shares and Ordinary shares. In the event that Patricia Zoe Ann Moon leaves office as a director of the Company she shall be deemed at the time she no longer holds such office to have given notice to the directors of her intention to dispose of all her holding of Preferred Ordinary shares and Ordinary shares and in all cases the transfer of such shares shall be made to Angela Christine Green or the person to whom her shares may have been transferred pursuant to Clause 17 (i) below.
- (ii) Upon receiving notice in accordance with Clause 14(i) hereof the directors shall instruct the Auditors of the Company to determine the consideration for those shares as the market value thereof at the date of the notice aforesaid and such valuation shall be made by reference to financial statements drawn up to the date of the notice aforesaid.

In calculating the market value of the Preferred Ordinary shares and the Ordinary shares being disposed of by Patricia Zoe Ann Moon (which if she shall have ceased to be a director of the Company shall be all her shares of whatsoever class in the Company) the Auditors of the Company shall inter alia take into account the following:

- (i) The contents of the Articles of Association of the Company;
- (ii) The relative number of Preferred Ordinary shares and Ordinary shares held by Patricia Zoe Ann Moon;
- (iii) The method of valuation usually used for valuing similar share holdings in companies in the same business and of the same size as the Company.



If either Patricia Zoe Ann Moon or Angela Christine Green (or the person to whom her shares in the Company shall have been transferred) shall object to the valuation of the Auditors of the Company then the question of valuation shall be referred to an expert who in the event of disagreement as to his appointment shall be appointed by the President for the time being of the Law Society and whose decision as to the valuation of the Preferred Ordinary shares and the Ordinary shares of Patricia Zoe Ann Moon being sold shall be binding on the parties. The fees of the expert shall be payable equally by Patricia Zoe Ann Moon and Angela Christine Green (or the person to whom her shares in the Company shall have been transferred).

The consideration for the Preferred Ordinary shares and Ordinary Shares being disposed of shall be paid as follows:-

- a) 20% of the consideration on the transfer of such shares which shall take place 14 days after agreement as to the consideration or 14 days after determination by the expert.
- b) 40% on the 1st day of December following the 5th day of April falling after the date of the transfer.
- c) 10% on each of the following 1st day of December for the next four years.
- d) Interest to accrue on the balance immediately following the payment in accordance with b) above and such annual payment of interest to be made in accordance with c) above; such interest to be computed on a daily basis at the base rate declared from time to time by National Westminster Bank plc.

PROVIDED that if the Preferred Ordinary shares and the Ordinary shares acquired by Angela Christine Green (or the person to whom her shares in the Company may have been transferred) are disposed of by that person then the balance of the consideration payable to Patricia Zoe Ann Moon or the person to whom her shares have been transferred under Clause 17(ii) hereof shall be immediately due and payable.

15. If Angela Christine Green or the transferee under Clause 17 (i) below is desirous of selling such shares as shall result in Angela Christine Green or the transferee as aforesaid losing control of the Company then she shall procure that the Purchasers of her Preferred Ordinary shares and/or Ordinary shares shall also purchase the same proportion of the shareholding of Preferred Ordinary shares and/or Ordinary shares of the other shareholders of the Company as she is proposing to sell and the total consideration payable for the shares then transferred shall be distributed between the shareholders of the Company in accordance with Clause 5 (c) (ii) above.
16. The instrument of transfer of any share shall be executed by or on behalf of the transferor who subject to the provisions of Clause 17 below shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.



TRANSMISSION OF SHARES

17. In the event of the demise of a holder of Preferred Ordinary shares then Clause 11 hereof shall not apply to the transmission of any class of shares held by that person but the following provisions shall apply:
- (i) any transfer of shares resulting directly from the demise of Angela Christine Green (a) shall be in accordance with her will or arising from her intestacy and shall become effective at the expiry of thirty days from the demise of the said Angela Christine Green whether or not Probate or Letters of Administration shall have been granted and (b) the directors shall register the transfer of the shares and (c) the transferee shall be appointed as a director of the Company and the chairman of the board of directors and such appointment shall be permanent and shall not require the ratification of the Board.
 - (ii) any transfer of shares resulting directly from the demise of Patricia Zoe Ann Moon (a) shall be in accordance with her will or arising from her intestacy and shall become effective at the expiry of thirty days from the demise of the said Patricia Zoe Ann Moon whether or not Probate or Letters of Administration shall have been granted and (b) the directors shall register the transfer of the shares and (c) the transferee shall be appointed as a director of the Company and such appointment shall not require the ratification of the Board.

GENERAL MEETINGS

18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy or being a Corporation by its duly appointed representative. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
19. Subject to the provisions of the Companies Act 1985 a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being Corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.



SECRETARY

20. The Secretary of the Company shall be the person named as such in the statement delivered under Section 288 of the Companies Act 1985.

DIRECTORS

21. The number of Directors shall not be less than one nor more than seven.
22. The chairman of the board of directors at the date of the adoption of these Articles of Association is Angela Christine Green and the position shall be for life.
23. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.
24. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.
25. The Company may by Ordinary Resolution, of which Special Notice has been given in accordance with Section 379 of the Companies Act 1985, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
26. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Article 25 and without prejudice to the powers of the Directors under Article 24 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.
27. Subject to the provisions of the Companies Act 1985 insofar as the said provisions relate to a Private Limited Company a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.



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BELL POTTINGER PUBLIC RELATIONS LIMITED

Company number **02126064**

Registered office address

5th Floor Holborn Gate, 330 High Holborn, London, WC1V 7QD

Company status

Dissolved

Dissolved on

4 February 2014

Company type

Private limited Company

Incorporated on

24 April 1987

Accounts

Last accounts made up to **31 December 2011**

Annual return

Last annual return made up to **25 August 2013**

Nature of business (SIC)

- 82990 - Other business support service activities not elsewhere classified

Previous company names

Name	Period
QBO BELL POTTINGER LIMITED	28 Feb 2003 - 07 Apr 2006
BELL POTTINGER PUBLIC RELATIONS LIMITED	16 Jun 2000 - 28 Feb 2003
GREEN MOON LIMITED	12 Jun 1987 - 16 Jun 2000
PARTFLARE LIMITED	24 Apr 1987 - 12 Jun 1987

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Company number **02126064**

Date	Type	Description	View / Download
26 Sep 2013	AR01	Annual return made up to 25 August 2013 with full list of shareholders	(5 pages)
17 Jan 2013	AP03	Appointment of Thomas George Tolliss as a secretary	(3 pages)
17 Jan 2013	TM02	Termination of appointment of Natalie Barone as a secretary	(2 pages)
20 Nov 2012	TM01	Termination of appointment of John Leece as a director	(2 pages)
06 Sep 2012	AR01	Annual return made up to 25 August 2012 with full list of shareholders <ul style="list-style-type: none"> • ANNOTATION A second filed AR01 was registered on 17/10/2012. 	(17 pages)
17 Jul 2012	TM02	Termination of appointment of Robert Davison as a secretary	(1 page)
17 Jul 2012	MEM/ARTS	Memorandum and Articles of Association	(12 pages)
13 Jul 2012	AP03	Appointment of Natalie Barone as a secretary	(3 pages)
13 Jul 2012	AP01	Appointment of David Clive Beck as a director	(3 pages)
04 Aug 2011	AR01	Annual return made up to 1 August 2011 with full list of shareholders	(6 pages)
05 Nov 2010	AR01	Annual return made up to 25 August 2010 with full list of shareholders	(6 pages)
03 Sep 2009	363a	Return made up to 25/08/09; full list of members	(4 pages)
19 Sep 2008	363a	Return made up to 25/08/08; full list of members	(4 pages)
16 Oct 2007	288b	Director resigned	(1 page)
05 Sep 2007	363a	Return made up to 25/08/07; full list of members	(3 pages)
08 Sep 2006	363a	Return made up to 25/08/06; full list of members	(7 pages)
20 Apr 2006	288c	Director's particulars changed	(1 page)
30 Jan 2006	288b	Director resigned	(1 page)
20 Oct 2005	363a	Return made up to 25/08/05; full list of members	(7 pages)
20 Oct 2005	288c	Director's particulars changed	(1 page)
20 Sep 2004	363a	Return made up to 25/08/04; full list of members	(7 pages)
19 Aug 2004	288c	Director's particulars changed	(1 page)
14 Jan 2004	288a	New director appointed	(2 pages)
14 Jan 2004	288a	New director appointed	(2 pages)
19 Nov 2003	288b	Director resigned	(1 page)

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Company number **02126064**

Date	Type	Description	View / Download
12 Sep 2003	363a	Return made up to 25/08/03; full list of members	(6 pages)
06 Mar 2003	288a	New director appointed	(2 pages)
28 Jan 2003	288b	Director resigned	(1 page)
28 Jan 2003	288b	Director resigned	(1 page)
28 Jan 2003	288b	Director resigned	(1 page)
23 Oct 2002	288a	New director appointed	(2 pages)
18 Oct 2002	288a	New director appointed	(2 pages)
11 Sep 2002	363a	Return made up to 25/08/02; full list of members	(6 pages)
04 Sep 2002	288b	Director resigned	(1 page)
04 Dec 2001	288b	Director resigned	(1 page)
14 Sep 2001	363a	Return made up to 25/08/01; full list of members	(7 pages)
14 Mar 2001	288b	Director resigned	(1 page)
13 Sep 2000	363s	Return made up to 25/08/00; full list of members <ul style="list-style-type: none"> • 363(288) - Director's particulars changed 	(7 pages)
30 Aug 2000	288a	New director appointed	(2 pages)
19 Jan 2000	288a	New secretary appointed	(2 pages)
19 Jan 2000	288b	Director resigned	(1 page)

19 Jan 2000	288b	Director resigned	(1 page)
19 Jan 2000	288b	Secretary resigned	(1 page)
19 Jan 2000	288a	New director appointed	(2 pages)
23 Sep 1999	363s	Return made up to 25/08/99; no change of members	(6 pages)
18 Feb 1999	288b	Director resigned	(1 page)
19 Jan 1999	288c	Director's particulars changed	(1 page)
05 Nov 1998	288c	Director's particulars changed This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
14 Sep 1998	363s	Return made up to 25/08/98; full list of members	(8 pages)
19 Sep 1997	363s	Return made up to 25/08/97; no change of members	(6 pages)

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Company number **02126064**

Date	Type	Description	View / Download
12 Sep 1997	288c	Director's particulars changed This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
16 Jun 1997	288b	Director resigned	(1 page)
29 Jan 1997	288a	New director appointed	(2 pages)
14 Jan 1997	288a	New director appointed	(2 pages)
08 Jan 1997	288b	Director resigned	(1 page)
12 Sep 1996	288	Director resigned	(1 page)
27 Aug 1996	288	Director resigned	(1 page)
27 Aug 1996	288	Director resigned	(1 page)
27 Aug 1996	363s	Return made up to 25/08/96; no change of members <ul style="list-style-type: none"> 363(288) - Secretary resigned;director resigned 	(8 pages)
19 Aug 1996	288	New director appointed	(2 pages)
14 May 1996	288	New director appointed	(1 page)
26 Sep 1995	363s	Return made up to 25/08/95; full list of members <ul style="list-style-type: none"> 363(288) - Director's particulars changed 363(287) - Registered office changed on 26/09/95 	(8 pages)
20 Mar 1995	288	Director resigned	(2 pages)
20 Mar 1995	288	New director appointed	(2 pages)
05 Oct	288	New secretary appointed;new director appointed	

1994		This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
05 Oct 1994	288	Secretary resigned This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
03 Sep 1994	363s	Return made up to 25/08/94; no change of members <ul style="list-style-type: none"> • 363(288) - Director's particulars changed • 363(353) - Location of register of members address changed <p>This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.</p>
03 Aug 1994	288	Director resigned This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
07 Nov 1993	288	New director appointed This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
19 Oct 1993	363s	Return made up to 01/09/93; full list of members <ul style="list-style-type: none"> • 363(287) - Registered office changed on 19/10/93 <p>This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.</p>
07 Jan 1993	288	New director appointed This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
22 Dec 1992	288	Director resigned This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
07 Oct 1992	363s	Return made up to 01/09/92; full list of members <ul style="list-style-type: none"> • 363(353) - Location of register of members address changed • 363(190) - Location of debenture register address changed <p>This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.</p>
17 Oct 1991	363b	Return made up to 01/09/91; no change of members This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.
19 Mar 1991	363a	Return made up to 01/09/90; no change of members This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.

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Date	Type	Description	View / Download
19 Feb 1990	288	Director resigned This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
07 Dec 1989	288	New director appointed This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
20 Oct 1989	363	Return made up to 01/09/89; full list of members This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
31 Aug 1989	MEM/ARTS	Memorandum and Articles of Association	(8 pages)
31 Aug 1989	288	Director's particulars changed This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
18 Jan 1989	363	Return made up to 16/08/88; full list of members This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
12 Dec 1988	288	Director resigned;new director appointed This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
19 Jul 1988	288	New director appointed This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
21 Jul 1987	MEM/ARTS	Memorandum and Articles of Association This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
29 May 1987	288	Secretary resigned;new secretary appointed;director resigned;new director appointed This document is currently unavailable, a copy can be ordered from the Contact Centre. Telephone +44 (0)303 1234 500. There is a £3.00 charge per document.	
24 Apr 1987	CERTINC	Certificate of Incorporation	(1 page)

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 Current officers

Apply filter

25 officers / 22 resignations

TOLLISS, Thomas George

Correspondence address **5th Floor, Holborn Gate, 330 High Holborn, London, WC1V 7QD**

Role **Secretary**

Appointed on **1 January 2013**

BECK, David Clive

Correspondence address **5th Floor, Holborn Gate, 330 High Holborn, London, WC1V 7QD**

Role **Director**

Date of birth **July 1962**

Appointed on **30 June 2012**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Co Director**

WILSON, David Thomas

Correspondence address **30 Wood Lodge Lane, West Wickham, Kent, BR4 9LZ**

Role **Director**

Date of birth **February 1966**

Appointed on **1 November 2003**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Managing Director**

BARONE, Natalie

Correspondence address **5th Floor Holborn Gate, 330 High Holborn, London, Greater London, United Kingdom, WC1V 7QD**

Role Resigned **Secretary**

Appointed on **30 June 2012**

Resigned on **1 January 2013**

DAVISON, Robert Edward

Correspondence address **23 Yeomans Close, Thorley Park, Bishops Stortford, Hertfordshire, CM23 4EU**

Role Resigned **Secretary**

Appointed on **30 December 1999**

Resigned on **30 June 2012**

MOON, Patricia Zoe Anne

Correspondence address **Great Oaks Goose Rye Road, Worplesdon, Guildford, Surrey, GU3 3RQ**

Role Resigned **Secretary**

Resigned on **20 August 1996**

SMITH, Mark William

Correspondence address **The Coach House, Garston Park Ivy Mill Lane, Godstone, Surrey, RH9 8NE**

Role Resigned **Secretary**

Appointed on **8 September 1994**

Resigned on **30 December 1999**

BLAKEBOROUGH, Louise

Correspondence address **The Barn Headley Mill Farm, Standford Lane, Standford, Hampshire, GU35 8RU**

Role Resigned **Director**

Date of birth **November 1955**

Appointed on **1 May 1996**

Resigned on **15 February 1999**

Nationality **British**

Occupation **Director**

CARR, Jo

Correspondence address **57 Castelnau, Barnes, London, SW13 9RT**

Role Resigned **Director**

Date of birth **September 1968**

Appointed on **1 November 2003**

Resigned on **12 January 2006**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Deputy Managing Director**

COHEN, Shimon David

Correspondence address **3 Ladywell Court, 22 East Heath Road, London, NW3 1AH**

Role Resigned **Director**

Date of birth **May 1960**

Appointed on **5 June 2000**

Resigned on **20 December 2002**

Nationality **British**

Occupation **Company Director**

FRIEND, Suzanne Nicole

Correspondence address **Flat F, 74 Green Croft Gardens, London, NW6**

Role Resigned **Director**

Date of birth **November 1961**

Resigned on **8 March 2001**

Nationality **British**

Occupation **Company Director**

GILSON, Cara Elizabeth

Correspondence address **8 Forthbridge Road, London, SW11 5NY**

Role Resigned **Director**

Date of birth **September 1959**

Appointed on **1 January 1993**

Resigned on **15 July 1994**

Nationality **British**

Occupation **Public Relations Consultant**

GREEN, Angela Christine

Correspondence address **Kings Mill House, South Nutfield, Surrey, RH1 5NG**

Role Resigned **Director**

Date of birth **May 1949**

Resigned on **31 December 1996**

Nationality **British**

Occupation **P R Consultant**

KELLY, Suzanne Louise

Correspondence address **Flat 8, 31 Great Ormond Street, London, WC1N 3HZ**

Role Resigned **Director**

Date of birth **February 1962**

Appointed on **16 March 1995**

Resigned on **30 December 1999**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Director**

KLAHN, Elizabeth Anne Charlotte

Correspondence address **18 Chestnut Grove, New Malden, Surrey, KT3 3JN**

Role Resigned **Director**

Date of birth **April 1949**

Appointed on **14 January 1997**

Resigned on **31 October 2001**

Nationality **British**

Occupation **Public Relations**

LAMING, Susan Elizabeth

Correspondence address **30a Hambalt Road, London, SW4 9EF**

Role Resigned **Director**

Date of birth **October 1960**

Appointed on **1 November 1993**

Resigned on **6 March 1995**

Nationality **British**

Occupation **Public Relations Consultant**

LEECE, John Henry

Correspondence address **12 Mayfield Road, Wimbledon, London, SW19 3NF**

Role Resigned **Director**

Date of birth **January 1958**

Appointed on **22 July 2002**

Resigned on **31 October 2012**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Finance Director**

MOON, Patricia Zoe Anne

Correspondence address **Great Oaks Goose Rye Road, Worplesdon, Guildford, Surrey, GU3 3RQ**

Role Resigned **Director**

Date of birth **February 1950**

Resigned on **19 September 2007**

Nationality **British**

Occupation **Director**

MORRIS, Trevor John

Correspondence address **67 Montholme Road, London, SW11 6HX**

Role Resigned **Director**

Date of birth **July 1955**

Appointed on **24 February 2003**

Resigned on **3 November 2003**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Public Relations Director/Cons**

SEABRIGHT, Mark Douglas

Correspondence address **14 Gilbert House, 44 Trinity Church Road, London, SW13 8EG**

Role Resigned **Director**

Date of birth **May 1960**

Appointed on **30 December 1999**

Resigned on **22 July 2002**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Accountant**

SHARP, Fiona Mary

Correspondence address **61 Heath Gardens, Twickenham, Middlesex, TW1 4LY**

Role Resigned **Director**

Date of birth **September 1968**

Appointed on **11 October 2002**

Resigned on **20 December 2002**

Nationality **British**

Occupation **Accountant**

SIMPSON, Joanne

Correspondence address **71 Littleton Street, Earlsfield, London, SW18 3SZ**

Role Resigned **Director**

Date of birth **February 1967**

Appointed on **1 January 1997**

Resigned on **20 December 2002**

Nationality **British**

Occupation **P R Consultant**

SKELTON, Caryl Ann

Correspondence address **40 Gloucester Place Mews, London, W1H 3PL**

Role Resigned **Director**

Date of birth **February 1945**

Resigned on **15 December 1992**

Nationality **British**

Occupation **Company Director**

SMITH, Mark William

Correspondence address **The Coach House, Garston Park Ivy Mill Lane, Godstone, Surrey, RH9 8NE**

Role Resigned **Director**

Date of birth **May 1955**

Appointed on **8 September 1994**

Resigned on **30 December 1999**

Nationality **British**

Occupation **Director**

TAYLOR-LOWEN, Jane Langley

Correspondence address **393 Fulham Palace Road, London, SW6 6JA**

Role Resigned **Director**

Date of birth **January 1967**

Appointed on **22 July 1996**

Resigned on **23 May 1997**

Nationality **British**

Occupation **Company Director**

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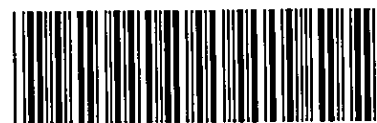
Company Registration No. 2126064

Bell Pottinger Public Relations Limited

Report and Financial Statements

31 December 2011

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COMPANIES HOUSE

Bell Pottinger Public Relations Limited

Report and financial statements 2011

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Bell Pottinger Public Relations Limited

Officers and professional advisers

Directors

D Beck (appointed 30/06/12)

J H Leece

D Wilson

Secretary

N Barone (appointed 30/06/12)

R E Davison (resigned 30/06/12)

Registered Office

5th floor, Holborn Gate

330 High Holborn

London

WC1V 7QD

Bankers

During the period

National Westminster Bank Plc

1 Princes Street

London

EC2R 8PA

From 1 July 2012

Barclays Bank

Soho Square Branch

PO Box 4WA, 27 Soho Square

London, W1D 3QR

Solicitors

During the period

Slaughter and May

1 Bunhill Row

London

EC1Y 8YY

From 1 July 2012

Ashurst LLP

Broadwalk House

5 Appold Street

London

EC2A 2HA

Auditor

Deloitte LLP

London

Bell Pottinger Public Relations Limited

Directors' Report

The directors present their annual report and the audited financial statements of the company for the year ended 31 December 2011

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption

Review of business and future developments

The company is principally engaged in acting as public relations advisers and consultants and it is the intention of the directors that it should continue to be so

Subsequent Events

On 30 June 2012 the entire share capital of the company was acquired from Bell Pottinger Communications Ltd by BPP Communications Ltd, a company incorporated in the United Kingdom and registered in England and Wales

It is not envisaged that there will be any significant changes to the trade or activity of the company

John Leece, David Beck and David Wilson are directors of Bell Pottinger Public Relations Ltd and are shareholders of BPP Communications and as such the disposal is noted as a related party transaction

Results and dividends

The company's profit and loss account is set out on page 9 and shows a profit after taxation for the year of £985,085 (2010- £601,015) Dividends of £900,000 were paid in 2011 (2010 - £625,000)

Directors

The directors who served throughout the year, unless otherwise noted are set out on page 3

Risk management

The company's financial instruments comprise cash and various items such as trade debtors and trade creditors that arise directly from its operations

It is, and has been throughout the period under review the company's policy that no trade in financial instruments shall be undertaken

The main risks arising from the company's financial instruments are credit risk, interest rate risk and liquidity risk. The policy for managing these risks, is reviewed and agreed by the parent undertaking

Credit risk

The company's credit risk is primarily attributable to its trade debtors. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows

Interest rate risk

From 1 July 2012, cash deposits and loan drawdowns are pooled under BPP Communications Ltd banking facility, which will bear any interest due at variable rates

Liquidity risk

The company operates under BPP Communications Ltd banking facility, which includes a £2,000,000 working capital facility. £1,000,000 of this facility is available as an overdraft with balance of £1,000,000 being undrawn at 30 September 2012

Bell Pottinger Public Relations Limited

Directors' Report (continued)

Client retention

The company competes for clients in a highly competitive industry. The company manages this risk by providing added value services to its clients and by maintaining strong client relationships.

Fair values of financial assets and financial liabilities

At 31 December 2011 there was no material difference between the fair value of financial assets and financial liabilities and their book value.

All monetary assets and liabilities are denominated in the same currency as the functional currency of the operations involved.

Employee issues

Retention of key employees is considered to be a key priority.

Creditor payment terms

The company's policy on suppliers is that they will be paid in accordance with agreed terms and conditions of trade on a regular basis.

The number of days outstanding between receipt of invoices and date of payment, calculated by reference to the average amount owed to trade creditors as a proportion of the amounts invoiced by suppliers during the year, was 49 days in aggregate (2010– 37 days).

Going concern

The directors have prepared cash flow forecasts which indicate that the company has adequate resources to continue in operational existence for the foreseeable future.

The directors have concluded, based on the cash flow forecasts, that it is appropriate to prepare the accounts on a going concern basis. See note 1 for further detail.

Auditor

Each of the persons who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Approved by the Board of Directors
and signed on behalf of the Board



J H Leece
Director

27 Sept 2012

Bell Pottinger Public Relations Limited

Directors' responsibilities statement

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report to the members of Bell Pottinger Public Relations Limited

We have audited the financial statements of Bell Pottinger Public Relations Limited for the year ended 31 December 2011 which comprise the profit and loss account, the reconciliation of movements in shareholders' funds, the balance sheet and the related notes 1 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on matters prescribed in the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Bell Pottinger Public Relations Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report

Sarah Shillingford

Sarah Shillingford (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

28th September 2012

Bell Pottinger Public Relations Limited

Profit and loss account Year ended 31 December 2011

	Notes	2011 £	2010 £
Turnover	1, 2	6,722,198	5,200,631
Cost of sales		(1,283,535)	(748,464)
Gross profit		<u>5,438,663</u>	<u>4,452,167</u>
Administrative expenses		(4,080,293)	(3,585,122)
Operating profit	3, 4	<u>1,358,370</u>	<u>867,045</u>
Profit on ordinary activities before taxation		<u>1,358,370</u>	<u>867,045</u>
Tax charge on profit on ordinary activities	5	(373,285)	(266,030)
Profit on ordinary activities after taxation		<u><u>985,085</u></u>	<u><u>601,015</u></u>

All activities relate to continuing operations

There were no recognised gains or losses except as disclosed in the profit and loss account in either the current or the preceding years. Accordingly a statement of total recognised gains and losses is not presented

Bell Pottinger Public Relations Limited

Reconciliation of movements in shareholders' funds Year ended 31 December 2011

		2011 £	2010 £
Profit for the financial year		985,085	601,015
Dividends paid	6	(900,000)	(625,000)
Credit to share based payment reserve		15,213	21,054
		<hr/>	<hr/>
Net increase/(decrease) in shareholders' funds		100,298	(2,931)
Opening shareholders' funds		149,961	152,892
		<hr/>	<hr/>
Closing shareholders' funds		250,259	149,961
		<hr/> <hr/>	<hr/> <hr/>

Bell Pottinger Public Relations Limited

Balance sheet 31 December 2011

	Notes	2011 £	2010 £
Fixed assets			
Tangible assets	7	66,464	39,240
Current assets			
Work in progress		23,022	20,165
Debtors	8	1,250,713	1,069,255
Cash at bank and in hand		521,192	416,626
		1,794,927	1,506,046
Creditors: amounts falling due within one year	9	(1,611,132)	(1,395,325)
Net current assets		183,795	110,721
Total assets less current liabilities		250,259	149,961
Net assets		250,259	149,961
Capital and reserves			
Called up share capital	10	5,100	5,100
Share premium account		1,800	1,800
Share based payment reserve	11, 16	109,048	93,835
Profit and loss account	11	134,311	49,226
Shareholders' funds		250,259	149,961

The financial statements of Bell Pottinger Public Relations Limited, registered number 2126064 were approved by the Board of Directors on 27 Sept 2012

Signed on behalf of the Board of Directors



J H Leece
Director

Bell Pottinger Public Relations Limited

Notes to the financial statements Year ended 31 December 2011

1. Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards. The particular accounting policies adopted by the directors are described below. They have all been applied consistently throughout the year and the preceding year.

Accounting convention

The financial statements are prepared under the historical cost convention.

Going Concern

The Directors have prepared forecasts which indicate that the company has adequate resources to continue in operational existence for the foreseeable future, being not less than the 12 months following the date of signing the financial statements. In preparing these forecasts the directors have taken into account the current uncertain economic climate and the following key factors:

- The net assets/net current assets position of the company at the balance sheet date,
- The rate of growth of the UK economy on the company's business during the economic recovery,
- Key client account renewals,
- The level of committed and variable costs, and
- Current new business targets compared to levels achieved in previous years.

The company was sold on 30 June 2012 and the new parent company is BPP Communications Ltd as discussed in the Directors Report. The company operates under BPP Communications Ltd banking facility which includes a £2,000,000 working capital facility and, as described in note 13, has given an unlimited cross guarantee in favour of its bankers.

The Directors have concluded, based on these cash flow forecasts that it is appropriate to prepare the accounts on a going concern basis.

Turnover

Turnover represents amounts receivable from clients, exclusive of value added tax, in respect of charges for fees, rechargeable expenses and commission. All turnover relates to the principal activity of the company, public relations, which takes place principally within the United Kingdom. Revenue is recognised when charges are made to clients. Fees are recognised over the period of the relevant assignments or agreements.

Fixed assets

Fixed assets are stated at cost less depreciation and any provision for impairment.

Depreciation is provided in equal instalments over the estimated useful lives of the assets using the following annual rates:

Short-term leasehold improvements	-	20%
Motor vehicles	-	16 ² / ₃ %
Fixtures, fittings and equipment (including computer equipment)	-	25%

Work in progress

Work in progress is stated at the lower of invoiced cost and net realisable value, net of payments received on account. Cost represents work supplied from outside the group awaiting billing to clients at the year end.

Pension costs

The company makes contributions to the group's defined contribution pension scheme. The assets of the scheme are held separately from those of the company and the group in an independently administered fund. The pension cost is the amount of contributions payable by the company to the fund in the accounting period.

Bell Pottinger Public Relations Limited

Notes to the financial statements Year ended 31 December 2011

1 Accounting policies (continued)

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Cash flow statement

The company's cash flows are included in the consolidated group cash flow statement of Chime Communications plc, the company's ultimate parent undertaking as at 31 December 2011, whose consolidated financial statements are publicly available. Consequently, the company is exempt under the terms of Financial Reporting Standard No 1 (revised) 'Cash flow statements' from publishing a cash flow statement.

Share-based payments

The company has applied the requirements of FRS 20 Share-based Payments. In accordance with the transitional provisions, FRS 20 has been applied to all grants of equity instruments after 7 November 2002 that were invested as of 1 January 2005.

Chime Communications plc ("Chime"), issued equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the company's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

Fair value is measured for all schemes with market-based conditions by use of the Monte Carlo model. For all other schemes, fair value is measured by use of the Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

A liability equal to the portion of the goods or services received is recognised at the current fair value determined at each balance sheet date for cash-settled share-based payments.

Employees had the ability to purchase the company's ordinary Chime shares at 80% of the current market value. The company records an expense, based on its estimate of the 20% discount related to shares expected to vest on a straight-line basis over the vesting period.

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by the company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities and includes no obligation to deliver cash or other financial assets.

Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rate.

Bell Pottinger Public Relations Limited

Notes to the financial statements Year ended 31 December 2011

2. Business and geographical segments

In the opinion of the directors all turnover is derived from a single class of business

The following table provides an analysis of the company's turnover by geographical market, based on the billing location of the client

	Turnover by geographical market	
	2011 £	2010 £
United Kingdom	4,079,569	2,795,250
Europe, Middle East and Africa	2,251,507	1,712,008
USA and rest of the world	391,122	693,373
	<u>6,722,198</u>	<u>5,200,631</u>

3 Directors' emoluments and employee remuneration

	2011 £	2010 £
The emoluments of the directors were		
Aggregate emoluments excluding pension contributions	291,109	267,359
Pension contributions	22,850	21,183
	<u>313,959</u>	<u>288,542</u>
The aggregate emoluments of the highest paid director were		
Aggregate emoluments excluding pension contributions	291,109	267,359
Pension contributions	22,850	21,183
	<u>313,959</u>	<u>288,542</u>

One director has retirement benefits accruing under money purchase pension schemes (2010 – one)

J H Leece's remuneration was borne by Bell Pottinger Communications Limited

No directors (2010 – none) exercised share options in Chime Communications plc during the year

	2011 £	2010 £
Employee costs, including those of the directors, were as follows		
Wages and salaries	2,299,817	1,926,831
Social security costs	303,584	242,888
Other pension costs	111,139	72,192
Costs of share options granted to directors and employees	15,213	21,054
	<u>2,729,753</u>	<u>2,262,965</u>

The average number of persons employed during the year was 37 (2010 – 29) One person (2010 – 1) was employed in an administrative capacity and 36 people (2010 – 28) as PR consultants

Bell Pottinger Public Relations Limited

Notes to the financial statements Year ended 31 December 2011

4. Operating profit

	2011 £	2010 £
Operating profit is stated after charging		
Depreciation of owned tangible fixed assets	22,640	14,659
Fees payable to the company's auditor		
– audit of the company's annual accounts	12,500	14,125
– tax services	4,800	5,500
Loss on foreign exchange transactions	2,882	11,266
	<u>22,640</u>	<u>14,659</u>

5. Tax charge on profit on ordinary activities

Analysis of tax charge on ordinary activities

	2011 £	2010 £
Current taxation		
Corporation tax at 26.5% (2010 – 28%)	369,519	257,024
Adjustment in respect of prior years	-	4,890
	<u>369,519</u>	<u>261,914</u>
Deferred taxation		
Origination and reversal of timing differences	3,766	3,508
Adjustment in respect of prior years	-	608
	<u>3,766</u>	<u>4,116</u>
	<u>373,285</u>	<u>266,030</u>

The tax assessed for the year is higher than that resulting from applying the standard rate of corporation tax in the UK of 26.5% (2010 – 28%). The differences are explained below

Factors affecting tax charge

	2011 %	2010 %
Standard tax rate for period as a percentage of profits	26.5	28.0
Effects of		
Expenses not deductible for tax purposes	0.8	1.9
Capital allowances in excess of depreciation	(0.1)	(0.3)
Other deferred tax movements	(0.2)	-
Prior period adjustments	-	0.5
Deferred tax rate reduction	0.2	0.1
	<u>27.2</u>	<u>30.2</u>
Current tax rate for year as a percentage of profits	<u>27.2</u>	<u>30.2</u>

Bell Pottinger Public Relations Limited

Notes to the financial statements Year ended 31 December 2011

5. Tax charge on profit on ordinary activities (continued)

Future changes to tax legislation

The Finance Act 2011 was substantively enacted on 29 March 2011 and included legislation to reduce the main rate of corporation tax from 27% to 26% from 1 April 2011. Further reductions to the main rate are proposed to reduce the rate by 1% per annum to 23% by 1 April 2014 and are expected to be enacted separately each year. For the year ended 31 December 2011, as the further reduction in statutory rate by 1% has been substantively enacted, deferred tax has been recognised on the balance sheet at 25%.

6. Dividends paid

	2011 £	2010 £
Dividends paid (£9,000 per ordinary share - 2010 £6,250 per ordinary share)	<u>900,000</u>	<u>625,000</u>

7. Tangible fixed assets

	Leasehold £	Fixtures, fittings and equipment £	Computer equipment £	Total £
Cost				
At 1 January 2011	13,165	78,251	245,374	336,790
Additions	-	4,673	45,191	49,864
Disposals		(28,612)	(229,315)	(257,927)
At 31 December 2011	<u>13,165</u>	<u>54,312</u>	<u>61,250</u>	<u>128,727</u>
Accumulated depreciation				
At 1 January 2011	6,896	55,928	234,726	297,550
Charge for the year	2,633	10,255	9,752	22,640
Disposals		(28,612)	(229,315)	(257,927)
At 31 December 2011	<u>9,529</u>	<u>37,571</u>	<u>15,163</u>	<u>62,263</u>
Net book value				
At 31 December 2011	<u>3,636</u>	<u>16,741</u>	<u>46,087</u>	<u>66,464</u>
At 31 December 2010	<u>6,269</u>	<u>22,322</u>	<u>10,649</u>	<u>39,240</u>

Bell Pottinger Public Relations Limited

Notes to the financial statements Year ended 31 December 2011

8 Debtors

	2011 £	2010 £
Trade debtors	996,890	538,201
Amounts owed by group undertakings	139,034	428,514
Deferred tax asset	26,078	29,844
Other debtors	2,547	3,496
Prepayments and accrued income	86,164	69,200
	<u>1,250,713</u>	<u>1,069,255</u>

An analysis of the deferred tax asset is given below

Deferred tax asset movement

	2011 £	2010 £
At 1 January 2011	29,844	33,960
Charge to profit and loss account	(3,766)	(4,116)
At 31 December 2011	<u>26,078</u>	<u>29,844</u>

Analysis of deferred tax asset

	2011 £	2010 £
Capital allowances in excess of depreciation	12,060	13,496
Share based payments	14,018	16,348
	<u>26,078</u>	<u>29,844</u>

9. Creditors: amounts falling due within one year

	2011 £	2010 £
Trade creditors	205,608	124,167
Amounts owed to group undertakings	-	196,773
Corporation tax	369,519	257,024
Other tax and social security	259,374	149,099
Other creditors	36,287	8,606
Accruals and deferred income	740,344	659,656
	<u>1,611,132</u>	<u>1,395,325</u>

Bell Pottinger Public Relations Limited

Notes to the financial statements Year ended 31 December 2011

10. Share capital

	2011 £	2010 £
Authorised		
5,000 preferred shares of £1 each - non equity shares	5,000	5,000
5,000 'A' ordinary shares of £1 each - equity shares	5,000	5,000
	<u>10,000</u>	<u>10,000</u>
Allotted, called up and fully paid		
5,000 preferred shares of £1 each - non equity shares	5,000	5,000
100 'A' ordinary shares of £1 each - equity shares	100	100
	<u>5,100</u>	<u>5,100</u>

The rights attaching to the preferred shares are as follows

- entitlement in priority to any dividend payable to the ordinary shares in respect of the first £50,000 of dividends paid in respect of any financial accounting period, and
- a proportion, calculated by reference to the growth in turnover of the company in the year of the transaction relative to the year ended 31 May 1989, of the proceeds of a sale of the entire share capital of the company or a return of capital as set out in the Articles of Association

The ordinary shares have the residue of rights

The preferred shareholders have waived the right to receive dividends

On 30 June 2012 all shares were acquired by BPP Communications Ltd

11 Statement of movements on reserves

	Share-based payments reserve £	Profit and loss account £
At 1 January 2011	93,835	49,226
Profit for the year	-	985,085
Dividends paid	-	(900,000)
Credit in relation to share-based payments	15,213	-
At 31 December 2011	<u>109,048</u>	<u>134,311</u>

12. Pension scheme

The company makes contributions to the group's defined contribution scheme. The assets of the scheme are held separately from those of the company and the group and the scheme is independently administered. The amount charged in the profit and loss account for the year ended 31 December 2011 amounted to £111,139 (2010 – £72,192). No contributions (2010 – nil) were made to the personal pension schemes of employees.

Bell Pottinger Public Relations Limited

Notes to the financial statements Year ended 31 December 2011

13. Contingent liabilities

At 31 December 2011 the company, together with the ultimate parent company at that date and certain other companies in the Chime Communications plc group, had given an unlimited cross guarantee in favour of its bankers

From 30 June 2012 the company, together with the ultimate parent company and certain other group companies has given an unlimited cross guarantee in favour of its bankers

14. Controlling parties

At 31 December 2011 the company's ultimate parent undertaking and its ultimate controlling party are Chime Communications plc which is incorporated in the United Kingdom and registered in England and Wales. Copies of its financial statements are available from Companies House, Crown Way, Maindy, Cardiff CF14 3UZ. The company's immediate parent undertaking and its immediate controlling party are Bell Pottinger Communications Limited, incorporated in the United Kingdom and registered in England and Wales. Chime Communications plc is the smallest and largest group to consolidate these financial statements.

Following its acquisition on 30th June 2012 the company's immediate and ultimate parent undertaking and its ultimate controlling party are BPP Communications Ltd which is incorporated in the United Kingdom and registered in England and Wales.

15. Related party transactions

Trading transactions

During the year the company entered into the following transactions with related parties

	Revenue and other income		Purchases and other operating costs		Amounts owed by related parties		Amounts owed to related parties	
	2011	2010	2011	2010	2011	2010	2011	2010
	£	£	£	£	£	£	£	£
Associates								
Branded Moments of Truth Limited	35,565	174	69,905	69,293	-	-	17,065	8,807
Rare Corporate Design Limited	1,533	1,563	38,447	7,925	-	-	12,574	2,912
Other								
Bell Pottinger Middle East FZ LLC	83,351	55,857	4,040	-	177,209	77,645	-	-
Bell Pottinger Bahrain S P C	-	-	-	-	-	205	-	-
Pelham Bell Pottinger Limited	85,678	27,000	10,050	23,700	8,190	14,002	-	-
Pelham Bell Pottinger Asia Pte Ltd	-	-	-	-	-	5,500	-	-
Fast Track Sports Media Consultancy Espana SL	-	-	-	-	-	-	-	-
	<u>206,127</u>	<u>84,594</u>	<u>122,442</u>	<u>100,918</u>	<u>185,399</u>	<u>97,352</u>	<u>29,639</u>	<u>11,719</u>

Branded Moments of Truth Limited and Rare Corporate Design Limited are associate companies of Chime Communications plc

The other companies listed above were related parties of the company because they were partially owned subsidiaries of Chime Communications plc, the parent company during the year. The proportion of ordinary shares held by Chime Communications plc in these companies was as follows:

Bell Pottinger Middle East FZ-LLC	70%
Bell Pottinger Bahrain S P C	70%
Pelham Bell Pottinger Limited	60%
Pelham Bell Pottinger Asia Pte Ltd	53%

Bell Pottinger Public Relations Limited

Notes to the financial statements Year ended 31 December 2011

Fast Track Sports Media Consultancy Espana S L 52%

Services were provided to related parties at the group's usual list prices. Purchases were made at market price.

The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No provisions have been made for doubtful debts in respect of the amounts owed by related parties.

The company has taken advantage of the exemption granted under paragraph 3(c) of FRS 8 'Related parties disclosures' and has not disclosed details of transactions with other wholly owned group companies.

16. Share based payments

The employees of the company participated in four share plans operated by the Chime Communications plc, an executive share option scheme, an employee savings related scheme (SAYE), a deferred share scheme and a Co-Investment Plan.

The company recognised total expenses of £15,213 relating to equity settled share based payment transactions (2010 £21,054).

Executive Share Option Scheme

The exercise price of the options granted under the executive share option scheme is equal to the market value of the shares at the time when the options are granted. The vesting period is generally three years but if they are special options it is five years. If the options remain unexercised after a period of 10 years from the date of grant, the options expire. Furthermore, options are forfeited if the employee leaves the Chime Group before the options vest. All executive options granted from November 1997 (other than special executive options) are subject to performance criteria as set out in the report to the shareholders on directors' remuneration.

SAYE Scheme

Employees of the company participated in the employee savings related scheme (SAYE) run by Chime Communications plc. The exercise price of the options granted under the employee savings related scheme is 80% of the market value at the date of offer. The vesting period is five years, if the options remain unexercised six months after this date, the options expire. Furthermore, the options are forfeited if the employee leaves the Chime Group before the options vest.

	2011		2010	
	Options	Weighted average exercise price (£)	Options	Weighted average exercise price (£)
Outstanding at beginning of year	80,497	1,255	78,485	1,474
Granted during the year	-	-	4,012	1,550
Exercised during the year	-	-	-	-
Lapsed during the year	(4,012)	1,550	(2,000)	10,450
Outstanding at the end of the year	<u>76,485</u>	<u>1,239</u>	<u>80,497</u>	<u>1,255</u>
Number of options exercisable at end of the period	49,500		49,500	
Weighted average contractual life of share options outstanding	927 days		1,317 days	

Options outstanding at year end have exercise prices between £0.675 and £1.975.

Bell Pottinger Public Relations Limited

Notes to the financial statements Year ended 31 December 2011

New options were granted during the year (2010 - 12 May) The expected fair value of the options granted in the prior year was £1,240

The fair value of the options was calculated using the Black-Scholes model

Bell Pottinger Public Relations Limited

Notes to the financial statements Year ended 31 December 2011

16. Share based payments (continued)

In valuing the options the following assumptions were used

	2011 £	2010 £
Weighted average share price	£2 640	£1 938
Weighted average exercise price	£2 150	£1 550
Expected volatility	53.00%	51.00%
Expected life	5.7 years	5.6 years
Risk-free rate	0.50%	0.50%
Dividend yield	2.29%	3.96%

Expected volatility was determined by calculating the historical volatility of the Group's share price over the previous two years

Deferred Share Scheme

Under the deferred share scheme, restricted shares are awarded to employees at no cost to the employee. The vesting period is fixed at the grant date by the Remuneration Committee. Currently there are grants over vesting periods of two, three and four years from the date of award. If the employee leaves the Chime Group before vesting then the restricted shares are forfeited. The employee receives the dividend on the shares during the vesting period.

	Deferred shares	
	2011 £	2010 £
Outstanding at beginning of year	37,173	43,173
Granted during the year	-	-
Lapsed during the year	(10,000)	(6,000)
Outstanding at the end of the year	27,173	37,173
Share price at date of award £	-	-
Weighted average share price at date of release	2 690	1 890

The remaining contractual life of deferred shares outstanding at the end of the year is 182 days (2010: 440 days)

Bell Pottinger Public Relations Limited

Notes to the financial statements Year ended 31 December 2011

16. Share based payments (continued)

Co-Investment Plan

The matching shares awarded under the Chime Co-Investment Plan are awarded to employees at nil cost. The vesting period is 4 years. If the employee leaves the Group before vesting then the matching shares are forfeited. If the employee disposes of any of their committed shares then the matching shares awarded would be reduced accordingly. The matching shares awarded are subject to performance criteria relating to the Chime Communications plc Group. Further information on the scheme is included in the financial statements of Chime Communications plc.

	Co-investment plan	
	2011	2010
	£	£
Outstanding at beginning of year	26,455	-
Granted during the year	65,155	26,455
Outstanding at the end of the year	91,160	26,455

The estimated fair value of the matching shares awarded in the year is £104,116 (2010: £36,189). The remaining contractual life is 849 days (2010: 904 days).

17. Subsequent events

On 30 June 2012 the entire share capital of the company was acquired from Bell Pottinger Communications Ltd by BPP Communications Ltd, a company incorporated in the United Kingdom and registered in England and Wales.

It is not envisaged that there will be any significant changes to the trade or activity of the company.

AR01

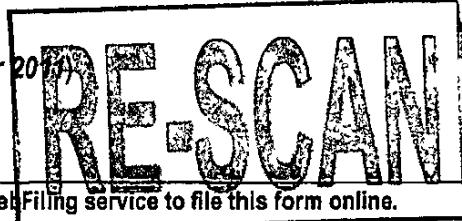
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BLUEPRINT

2000

Annual Return

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



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

You can use the Web Filing service to file this form online. 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, company type or information relating to the company.

TUESDAY



LD5 04/09/2012 #18
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: 2 1 2 6 0 6 4

Company name in full: BELL POTTINGER PUBLIC RELATIONS LIMITED

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: 2 5 / 10 8 / 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	8	2	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

63 6-9-12

AR01

Annual Return

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

A4

Company type ①

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 address ②

Building name/number	5TH FLOOR
Street	HOLBORN GATE 330 HIGH HOLBORN
Post town	LONDON
County/Region	
Postcode	W C 1 V 7 Q D

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 records ④

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

AR01

Annual Return

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

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*	
Full forename(s)	NATALIE
Surname	BARONE
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	5TH FLOOR HOLBORN GATE
Street	330 HIGH HOLBORN
Post town	LONDON
County/Region	GREATER LONDON
Postcode	W C 1 V 7 Q D
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

AR01

Annual Return

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

Corporate secretary

C1 Corporate secretary's details ¹

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

¹ 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.

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 ²

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 ³

Registration number

² EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

³ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

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

Governing law

If applicable, where the company/firm is registered ⁴

If applicable, the registration number

⁴ 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.

AR01

Annual Return

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

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)	DAVID CLIVE																
Surname	BECK																
Former name(s) ^②																	
Country/State of residence	England																
Nationality	BRITISH																
Date of birth	<table border="1"><tr><td>d</td><td>2</td><td>d</td><td>8</td><td>m</td><td>0</td><td>m</td><td>7</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>2</td></tr></table>	d	2	d	8	m	0	m	7	y	1	y	9	y	6	y	2
d	2	d	8	m	0	m	7	y	1	y	9	y	6	y	2		
Business occupation (if any)	CO 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	The Company's Registered Office
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.

AR01

Annual Return

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

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*																	
Full forename(s)	JOHN HENRY																
Surname	LEECE																
Former name(s) ^②																	
Country/State of residence	England																
Nationality	BRITISH																
Date of birth	<table border="1"><tr><td>d</td><td>2</td><td>d</td><td>1</td><td>m</td><td>0</td><td>m</td><td>1</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>5</td><td>y</td><td>8</td></tr></table>	d	2	d	1	m	0	m	1	y	1	y	9	y	5	y	8
d	2	d	1	m	0	m	1	y	1	y	9	y	5	y	8		
Business occupation (if any)	FINANCE 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 ^①

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
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.

AR01 - continuation page

Annual Return

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

Director

D1	Director's details ①		<p>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.</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>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.</p>																
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.																			
Title*																			
Full forename(s)	DAVID																		
Surname	WILSON																		
Former name(s) ②																			
Country/State of residence	United Kingdom																		
Nationality	BRITISH																		
Date of birth	<table border="1"> <tr> <td>d</td><td>2</td><td>d</td><td>3</td> <td>m</td><td>0</td><td>m</td><td>2</td> <td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>6</td> </tr> </table>			d	2	d	3	m	0	m	2	y	1	y	9	y	6	y	6
d	2	d		3	m	0	m	2	y	1	y	9	y	6	y	6			
Business occupation (if any)	MANAGING DIRECTOR																		

D2	Director's service address ③		<p>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.</p> <p>This information will appear on the public record.</p>								
Building name/number	30										
Street	WOOD LODGE LANE										
Post town	WEST WICKHAM										
County/Region	KENT										
Postcode	<table border="1"> <tr> <td>B</td><td>R</td><td>4</td><td></td><td>9</td><td>L</td><td>Z</td><td></td> </tr> </table>			B	R	4		9	L	Z	
B	R	4			9	L	Z				
Country	United Kingdom										

AR01

Annual Return

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

Corporate director

E1 Corporate director's details

Please use this section to list all the corporate director's of the company

Corporate body/firm name

Building name/number

Street

Post town

County/Region

Postcode

Country

Corporate director appointments
You cannot use this form to appoint a corporate director. To do this, please complete form APO2 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.

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

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

Registration number

EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

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

Governing law

If applicable, where the company/firm is registered

If applicable, the registration number

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.

AR01

Annual Return

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

Part 3

Statement of capital

Does your company have share capital?

→ Yes Complete the sections below and the following Part 4

→ No Go to Part 5 (Signature).

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

Table with 5 columns: Class of shares, Amount paid up on each share, Amount (if any) unpaid on each share, Number of shares, Aggregate nominal value. Includes rows for 'A' ORDINARY and PREFERRED ORDINARY shares.

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

Table with 5 columns: Class of shares, Amount paid up on each share, Amount (if any) unpaid on each share, Number of shares, Aggregate nominal value. Includes a Currency header row.

Table with 5 columns: Class of shares, Amount paid up on each share, Amount (if any) unpaid on each share, Number of shares, Aggregate nominal value. Includes a Currency header row.

F3 Totals

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

Table with 2 columns: Label (Total number of shares, Total aggregate nominal value) and Value.

Total aggregate nominal value. Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc

Including both the nominal value and any share premium

Number of shares issued multiplied by nominal value of each share

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

Total number of issued shares in this class

AR01

Annual Return

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

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

£1.00 'A' ORDINARY

Voting rights

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights, they do not confer any rights of redemption.

Class of share

£1 00 PREFERRED ORDINARY

Voting rights

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

Class of share

Voting rights

Class of share

Voting rights

AR01

Annual Return

(For returns 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 ①

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?(3) Please tick the appropriate box below ②

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)**

① 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

② 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 ③

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)**.

③ This section only applies to companies answering 'No' in Section G1

AR01

Annual Return

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

G3

List of past and present shareholders

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

● 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
BELL POTTINGER COMMUNICATIONS LIMITED	£1.00 'A' ORDINARY	100			/ /
MARK WILLIAM SMITH	£1.00 'A' ORDINARY	0	1	16 / 05 / 2012	
					/ /
					/ /
					/ /
					/ /
					/ /
					/ /
					/ /
					/ /
					/ /
					/ /
					/ /

AR01

Annual Return

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

G3

List of past and present shareholders ¹

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

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
BELL POTTINGER COMMUNICATIONS LIMITED	£1.00 PREFERRED ORDINARY	5,000			/ /
					/ /
					/ /
					/ /
					/ /
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					/ /
					/ /
					/ /
					/ /
					/ /
					/ /

AR01

Annual Return

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

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 Secretary ~~Person authorised~~ Charity commission receiver and manager, CIC manager, Judicial factor

1 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

2 Person authorised

Under either section 270 or 274 of the Companies Act 2006

AR01

Annual Return

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



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

T G Tolliss

Address

14 Curzon Street

Mayfair

Post town

London W1J 5HN

County/Region

Postcode

Country

United Kingdom

DX

Telephone



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



Companies House
— for the record —

COMPANY NAME: BELL POTTINGER PUBLIC RELATIONS
LIMITED

COMPANY NUMBER: 02126064

A second filed AR01 was registered on 17/10/2012.