

AR01 2015

Annual Return



Go online to file this information
www.gov.uk/companieshouse

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

☒ **What this form is for**
You may use this form to confirm
that the company information is
correct as at the date of this return
You must file an Annual Return at
least once every year

☒ **What this form is NOT for**
You cannot use this form to give
notice of changes to the company
officers, registered office address,
company type or information
relating to the company records

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A11

20/05/2016

#234

COMPANIES HOUSE

Part 1 Company details

The section must be completed by all companies

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

Company number 0 3 8 4 2 1 6 3

Company name in full ① Farrow & Ball Holdings Limited

① **Company name change**
If your company has recently
changed its name, please provide
the company name as at the date of
this return

A2 Return date

Please give the annual return made up date. The return date must not be a future
date. The annual return must be delivered within 28 days of the date given below

Date of this return ② ^d1 ^d5 ^m0 ^m9 ^y2 ^y0 ^y1 ^y5

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 ①

Classification code 1 7 0 1 0 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

① **Principal business activity**
You must provide a trade
classification code (SIC code 2007)
or a description of your company's
main business in this section

A full list of the trade classification
codes are available on our website
www.gov.uk/companieshouse

AR01 2015
Annual Return

A4

Company type¹

Please confirm your company type by ticking the appropriate box below (only one box must be ticked)

- ☐ Public limited company
☒ Private company limited by shares
☐ Private company limited by guarantee
☐ Private company limited by shares exempt under section 60
☐ Private company limited by guarantee exempt under section 60
☐ Private unlimited company with share capital
☐ Private unlimited company without share capital

1 Company type

If you are unsure of your company type, please check your latest certificate of incorporation or our website
www.gov.uk/companieshouse

A5

Registered office address²

Building name/number	33
Street	Uddens Trading Estate
Post town	Wimborne
County/Region	Dorset
Postcode	B H 2 1 7 N L

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 records⁴

Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6

- ☐ Register of members
☐ Register of directors
☐ Directors' service contracts
☐ Directors' indemnities
☐ Register of secretaries
☐ Records of resolutions etc
☐ Contracts relating to purchase of own shares
☐ Documents relating to redemption or purchase of own share out of capital by private company
☐ Register of debenture holders
☐ Report to members of outcome of investigation by public company into interests in its shares
☐ Register of interests in shares disclosed to public company
☐ Instruments creating charges and register of charges England and Wales or Northern Ireland
☐ Instruments creating charges and register of charges Scotland

4 Location of company records

If the company records are held at the registered office address, do not tick any of the boxes in this section

Certain records must be kept by every company while other records are only kept by certain company types where appropriate

If the records are not kept at the SAIL address, they must be available at the registered office

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this annual return

Part 2

Officers of the company

This section should include details of the company as at the made up date of this annual return. All details must agree with those previously notified to Companies House.

Corporate officers

- For a corporate secretary, go to **Section B1**
- For a corporate director, go to **Section C1**

Individual officers

- For a secretary who is an individual, go to **Section D1**
- For a director who is an individual, go to **Section E1** and also complete **Part 3**

Continuation pages

Please use a continuation page if you need to enter more officer details.

New appointments

You cannot use this form to appoint new officers to the company. To do this, please complete the appropriate form and submit it together with this annual return.

- AP01 - for directors who are individuals
- AP02 - for a corporate director
- AP03 - for secretaries who are individuals
- AP04 - for a corporate secretary

Change to officer details

You cannot use this form to change any officer details. To do this, please complete the appropriate form and submit it together with this annual return.

- CH01 - for changes to details of directors who are individuals
- CH02 - for changes to details of a corporate director
- CH03 - for changes to details of secretary who are individuals
- CH04 - for changes to details of a corporate secretary

AR01 2015
Annual Return

Corporate secretary

B1	Corporate secretary's details ^①	
	Please use this section for corporate secretaries of the company For a secretary who is an individual, complete Section D1-D2	
Corporate body/firm name		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
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.

Continuation pages
Please use a continuation page if you need to enter more officer details.

B2	Location of the registry of the corporate body or firm
	Is the corporate secretary registered within the European Economic Area (EEA)?
	<input type="checkbox"/> → Yes Complete Section B3 only <input type="checkbox"/> → No Complete Section B4 only

B3	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.gov.uk/companieshouse

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

B4	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 2015
Annual Return

Corporate director

C1	Corporate director's details ¹	
	Please use this section for corporate directors of the company For a director who is an individual, complete Section E1-E2 and Part 3	
Corporate body/firm name		<p>1 Corporate director appointments You cannot use this form to appoint a corporate director. To do this, please complete form AP02 and submit it together with this annual return.</p> <p>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.</p> <p>This information will appear on the public record.</p> <p>Continuation pages Please use a continuation page if you need to enter more officer details.</p>
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? <input type="checkbox"/> → Yes Complete Section C3 only <input type="checkbox"/> → 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		<p>2 EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse</p> <p>3 This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
Registration number		
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		<p>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.</p>
Governing law		
If applicable, where the company/firm is registered ⁴		
If applicable, the registration number		

AR01 2015
Annual Return

Secretary

D1 Secretary's details ^①	
	Please use this section for individual secretaries of the company For a corporate secretary, complete Section B1-B4
Title*	
Full forename(s)	Lyn
Surname	Daplyn
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 B1-B4 to enter corporate secretary details.

Secretary details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH03.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return.

Continuation pages
Please use a continuation page if you need to enter more officer details.

D2 Secretary'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 2015

Annual Return

Director

E1	Director's details ^①	
	Please use this section to list individual directors of the company For a corporate director, complete Section C1-C4	
Title*	Mr	
Full forename(s)	Neil James	
Surname	Anderson	
Former name(s) ^②		
Country/State of residence	Scotland	
Nationality	United Kingdom	
Month/year of birth ^③	<div> <div>X</div> <div>X</div> <div>m</div> <div>0</div> <div>m</div> <div>2</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>8</div> </div>	
Business occupation (if any)	Commercial 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 C1-C4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return.

③ Month and year of birth
Please provide month and year only. Provide full date of birth in Part 3 only.

Continuation pages
Please use a continuation page if you need to enter more officer details.

E2	Director's service address ^④	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
Country		

④ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

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AR01 2015

Annual Return

Director

E1 Director's details ¹	
Please use this section to list individual directors of the company For a corporate director, complete Section C1-C4	
Title*	
Full forename(s)	Lyn
Surname	Daplyn
Former name(s) ²	
Country/State of residence	United Kingdom
Nationality	British
Month/year of birth ³	X X ^m 0 ^m 8 ^y 1 ^y 9 ^y 6 ^y 7
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 C1-C4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

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

3 Month and year of birth
Please provide month and year only. Provide full date of birth in Part 3 only.

Continuation pages
Please use a continuation page if you need to enter more officer details.

E2 Director's service address ⁴	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

4 Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

AR01 2015

Annual Return

Director

E1 Director's details ¹													
Please use this section to list individual directors of the company For a corporate director, complete Section C1-C4													
Title*													
Full forename(s)	John												
Surname	Hacket												
Former name(s) ²													
Country/State of residence	United Kingdom												
Nationality	British												
Month/year of birth ³	X X <table border="1"><tr><td>m</td><td>1</td></tr><tr><td>m</td><td>0</td></tr></table> <table border="1"><tr><td>y</td><td>1</td></tr><tr><td>y</td><td>9</td></tr></table> <table border="1"><tr><td>y</td><td>5</td></tr><tr><td>y</td><td>9</td></tr></table>	m	1	m	0	y	1	y	9	y	5	y	9
m	1												
m	0												
y	1												
y	9												
y	5												
y	9												
Business occupation (if any)	Director												

1 Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section C1-C4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

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

3 Month and year of birth
Please provide month and year only. Provide full date of birth in Part 3 only.

Continuation pages
Please use a continuation page if you need to enter more officer details.

E2 Director's service address ⁴									
Building name/number	The Company's Registered Office								
Street									
Post town									
County/Region									
Postcode	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Country									

4 Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

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AR01 2015
Annual Return

Director

E1	Director's details ¹	
	Please use this section to list individual directors of the company. For a corporate director, complete Section C1-C4	
Title*	Mr	
Full forename(s)	Donald Brian	
Surname	Henshall	
Former name(s) ²		
Country/State of residence	England	
Nationality	UK	
Month/year of birth ³	<div> <div>X</div> <div>X</div> <div>0</div> <div>3</div> <div>1</div> <div>9</div> <div>6</div> <div>2</div> </div>	
Business occupation (if any)	Director	

1 Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section C1-C4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

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

3 Month and year of birth
Please provide month and year only. Provide full date of birth in Part 3 only.

Continuation pages
Please use a continuation page if you need to enter more officer details.

E2	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.

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AR01 2015
Annual Return

Director

E1 Director's details ^①

Please use this section to list individual directors of the company
For a corporate director, complete Section C1-C4

Title*	Mrs
Full forename(s)	Josephine Sarah Elizabeth
Surname	Rance
Former name(s) ^②	
Country/State of residence	England
Nationality	British
Month/year of birth ^③	X X m 0 m 8 y 1 y 9 y 7 y 0
Business occupation (if any)	Marketing 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 C1-C4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return.

③ Month and year of birth
Please provide month and year only. Provide full date of birth in Part 3 only.

Continuation pages
Please use a continuation page if you need to enter more officer details.

E2 Director's service address ^④

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

④ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

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AR01 2015

Annual Return

Director

E1	Director's details ①	
	Please use this section to list individual directors of the company For a corporate director, complete Section C1-C4	
Title*		
Full forename(s)		
Surname		
Former name(s) ②		
Country/State of residence		
Nationality		
Month/year of birth ③	X X	m m y y y y
Business occupation (if any)		

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section C1-C4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes during the period of this return.

③ Month and year of birth
Please provide month and year only. Provide full date of birth in Part 3 only.

Continuation pages
Please use a continuation page if you need to enter more officer details.

E2	Director's service address ④	
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

④ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

AR01 2015
Annual Return

Part 4 Statement of capital¹

Does your company have share capital?

- ☒ → Yes Complete the sections below and the following Part 5
☐ → No Go to Part 6 (Signature)

¹ This should reflect the company's capital status at the made up date of this annual return

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
 If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
Deferred Ordinary	1 00	0 00	35110	£ 35,110 00
Ordinary	1 00	0 00	12042	£ 12,042 00
Ordinary B	0 001	0 00	1000	£ 1 00
Ordinary C	0 001	0 00	100	£ 0 10
Totals			48252	£ 47,153 10

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
 Please complete a separate table for each currency

Currency	EURO (€)			
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
Deferred Ordinary	1 57	0 00	35110	55,122 70
Ordinary	1 57	0 00	7475	11,735 75
Totals			42585	66,858 45

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
Totals			0	0 00

F3 Totals

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

Total number of shares 48,252 + 42,585
 Total aggregate nominal value ⁵ £47,153 10 + €66,858 45

⁵ Total aggregate nominal value
 Please list total aggregate values in different currencies separately For example £100 + € 100 + \$10 etc

² Including both the nominal value and any share premium

³ Number of shares issued multiplied by nominal value of each share

⁴ Total number of issued shares in this class

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

F4	Statement of capital (Voting rights)
Class of share	DEFERRED ORDINARY (EUR)
Voting rights	<p>(a) The Deferred Ordinary shares are non-voting</p> <p>(b) Each Deferred Ordinary share entitles the holder to participation in respect of distributions, first and in priority to Ordinary shares, of an amount equivalent to 10 per cent of the surplus profits of Farrow & Ball Limited for each year which remain after paying a dividend of £25,000 per annum on all the other classes of shares in the capital of Farrow & Ball Limited for the time being in issue, such distribution payable to the holders of Deferred Ordinary shares in proportion to the amount paid up on the Deferred Ordinary shares</p> <p>(c) Each Deferred Ordinary share entitles the holder to participation in the event of a return of capital on a liquidation (after the payment of the Company's liabilities) in the following order of priority firstly, to the holders of the Ordinary B shares up to the B Share Amount (provided that a Sale, disposal of a Controlling Interest or a Trade Sale has occurred), secondly to each holder of Ordinary C shares up to the C Share Amount (provided that a Sale or a Trade Sale has occurred), thirdly to each holder of Deferred Ordinary shares up to an amount equivalent to 10% of the surplus assets of Farrow & Ball Limited after providing for the repayment of the amount paid up on all the other shares in the capital of Farrow & Ball Limited for the time being in issue, and fourthly the balance of such assets (if any) shall be distributed amongst the holders of the Ordinary shares in proportion to the number of Ordinary shares held by them respectively</p> <p>(d) The Deferred Ordinary shares are non-redeemable</p>

F4	Statement of capital (Voting rights)
Class of share	ORDINARY (EUR)
Voting rights	<p>(a) The Ordinary shares shall hold full rights in respect of voting and each shall entitle its holder to one vote per share</p> <p>(b) Each Ordinary share entitles the holder to participation in respect of distributions, second and subject to the distribution rights of the Deferred Ordinary Shares, with any such distribution payable to the holders of Ordinary shares on a pro rata basis to the number of Ordinary shares held by such holders</p> <p>(c) Each Ordinary share entitles the holder to participation in the event of a return of capital on a liquidation (after the payment of the Company's liabilities) in the following order of priority firstly, to the holders of the Ordinary B shares up to the B Share Amount (provided that a Sale, disposal of a Controlling Interest or a Trade Sale has occurred), secondly to each holder of Ordinary C shares up to the C Share Amount (provided that a Sale or a Trade Sale has occurred), thirdly to each holder of Deferred Ordinary shares up to an amount equivalent to 10% of the surplus assets of Farrow & Ball Limited after providing for the repayment of the amount paid up on all the other shares in the capital of Farrow & Ball Limited for the time being in issue, and fourthly the balance of such assets (if any) shall be distributed amongst the holders of the Ordinary shares in proportion to the number of Ordinary shares held by them respectively</p> <p>(d) The Ordinary shares are non-redeemable</p>

F4	Statement of capital (Voting rights)
Class of share	DEFERRED ORDINARY (GBP)
Voting rights	<p>(a) The Deferred Ordinary shares are non-voting</p> <p>(b) Each Deferred Ordinary share entitles the holder to participation in respect of distributions, first and in priority to Ordinary shares, of an amount equivalent to 10 per cent of the surplus profits of Farrow & Ball Limited for each year which remain after paying a dividend of £25,000 per annum on all the other classes of shares in the capital of Farrow & Ball Limited for the time being in issue, such distribution payable to the holders of Deferred Ordinary shares in proportion to the amount paid up on the Deferred Ordinary shares</p> <p>(c) Each Deferred Ordinary share entitles the holder to participation in the event of a return of capital on a liquidation (after the payment of the Company's liabilities) in the following order of priority firstly, to the holders of the Ordinary B shares up to the B Share Amount (provided that a Sale, disposal of a Controlling Interest or a Trade Sale has occurred), secondly to each holder of Ordinary C shares up to the C Share Amount (provided that a Sale or a Trade Sale has occurred), thirdly to each holder of Deferred Ordinary shares up to an amount equivalent to 10% of the surplus assets of Farrow & Ball Limited after providing for the repayment of the amount paid up on all the other shares in the capital of Farrow & Ball Limited for the time being in issue, and fourthly the balance of such assets (if any) shall be distributed amongst the holders of the Ordinary shares in proportion to the number of Ordinary shares held by them respectively</p> <p>(d) The Deferred Ordinary shares are non-redeemable</p>

F4	Statement of capital (Voting rights)
Class of share	ORDINARY (GBP)
Voting rights	<p>(a) The Ordinary shares shall hold full rights in respect of voting and each shall entitle its holder to one vote per share</p> <p>(b) Each Ordinary share entitles the holder to participation in respect of distributions, second and subject to the distribution rights of the Deferred Ordinary Shares, with any such distribution payable to the holders of Ordinary shares on a pro rata basis to the number of Ordinary shares held by such holders</p> <p>(c) Each Ordinary share entitles the holder to participation in the event of a return of capital on a liquidation (after the payment of the Company's liabilities) in the following order of priority firstly, to the holders of the Ordinary B shares up to the B Share Amount (provided that a Sale, disposal of a Controlling Interest or a Trade Sale has occurred), secondly to each holder of Ordinary C shares up to the C Share Amount (provided that a Sale or a Trade Sale has occurred), thirdly to each holder of Deferred Ordinary shares up to an amount equivalent to 10% of the surplus assets of Farrow & Ball Limited after providing for the repayment of the amount paid up on all the other shares in the capital of Farrow & Ball Limited for the time being in issue, and fourthly the balance of such assets (if any) shall be distributed amongst the holders of the Ordinary shares in proportion to the number of Ordinary shares held by them respectively</p> <p>(d) The Ordinary shares are non-redeemable</p>

F4	Statement of capital (Voting rights)
Class of share	ORDINARY B (GBP)
Voting rights	<p>(a) The Ordinary B shares are non-voting</p> <p>(b) Each Ordinary B share shall not entitle its holder receive any dividend or other distribution of the Company or to any right to participate in the profits of the Company</p> <p>(c) Each Ordinary B share entitles the holder to participation in the event of a return of capital on a liquidation (after the payment of the Company's liabilities) in the following order of priority firstly, to the holders of the Ordinary B shares up to the B Share Amount (provided that a Sale, disposal of a Controlling Interest or a Trade Sale has occurred), secondly to each holder of Ordinary C shares up to the C Share Amount (provided that a Sale or a Trade Sale has occurred), thirdly to each holder of Deferred Ordinary shares up to an amount equivalent to 10% of the surplus assets of Farrow & Ball Limited after providing for the repayment of the amount paid up on all the other shares in the capital of Farrow & Ball Limited for the time being in issue, and fourthly the balance of such assets (if any) shall be distributed amongst the holders of the Ordinary shares in proportion to the number of Ordinary shares held by them respectively</p> <p>(d) The Ordinary B shares are non-redeemable</p>

F4	Statement of capital (Voting rights)
Class of share	ORDINARY C (GBP)
Voting rights	<p>(a) The Ordinary C shares are non-voting</p> <p>(b) Each Ordinary C share shall not entitle its holder receive any dividend or other distribution of the Company or to any right to participate in the profits of the Company</p> <p>(c) Each Ordinary C share entitles the holder to participation in the event of a return of capital on a liquidation (after the payment of the Company's liabilities) in the following order of priority firstly, to the holders of the Ordinary B shares up to the B Share Amount (provided that a Sale, disposal of a Controlling Interest or a Trade Sale has occurred), secondly to each holder of Ordinary C shares up to the C Share Amount (provided that a Sale or a Trade Sale has occurred), thirdly to each holder of Deferred Ordinary shares up to an amount equivalent to 10% of the surplus assets of Farrow & Ball Limited after providing for the repayment of the amount paid up on all the other shares in the capital of Farrow & Ball Limited for the time being in issue, and fourthly the balance of such assets (if any) shall be distributed amongst the holders of the Ordinary shares in proportion to the number of Ordinary shares held by them respectively</p> <p>(d) The Ordinary C shares are non-redeemable</p>

AR01 2015
Annual Return

PLEASE SEE CONTINUATION PAGES 1-6

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	DEFERRED ORDINARY (EUR)
----------------	-------------------------

Voting rights	See Continuation Page
---------------	-----------------------

Class of share	ORDINARY (EUR)
----------------	----------------

Voting rights	See Continuation Page
---------------	-----------------------

Class of share	DEFERRED ORDINARY (GBP)
----------------	-------------------------

Voting rights	See Continuation Page
---------------	-----------------------

Class of share	ORDINARY (GBP)
----------------	----------------

Voting rights	See Continuation Page
---------------	-----------------------

Part 5 Shareholders

Does your company have share capital?

- ☒ → Yes go to **Section G1** 'Companies with share capital'
☐ → No Go to **Part 6 (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 ❶

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

Question 2

Please only refer to Question 2 below if you have answered 'Yes' to Question 1. If you answered 'No', please go to Section G2 'Past and present shareholders'

Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies? Please tick the appropriate box below ❷

- ☐ 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 6 (Signature)**

❶ 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

❷ 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 ❸

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 6 (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 6 (Signature)**

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

AR01 2015
Annual Return

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
FB RAPHAEL 2 LIMITED	Deferred Ordinary (EUR)	0	35110	1 4 / 0 9 / 2 0 1 5
FB RAPHAEL 2 LIMITED09	Deferred Ordinary (GBP)	0	35110	1 4 / 0 9 / 2 0 1 5
FB RAPHAEL 2 LIMITED	Ordinary (EUR)	0	7475	1 4 / 0 9 / 2 0 1 5
FB RAPHAEL 2 LIMITED	Ordinary (GBP)	0	12042	1 4 / 0 9 / 2 0 1 5
FB RAPHAEL 2 LIMITED	Ordinary B (GBP)	0	1000	1 4 / 0 9 / 2 0 1 5
FB RAPHAEL 2 LIMITED	Ordinary C (GBP)	0	100	1 4 / 0 9 / 2 0 1 5
FB CALLUNA LIMITED	Deferred Ordinary (EUR)	35110		/ /
FB CALLUNA LIMITED	Deferred Ordinary (GBP)	35110		/ /
FB CALLUNA LIMITED	Ordinary (EUR)	7475		/ /
FB CALLUNA LIMITED	Ordinary (GBP)	12042		/ /
FB CALLUNA LIMITED	Ordinary B (GBP)	1000		/ /
FB CALLUNA LIMITED	Ordinary C (GBP)	100		/ /

AR01 2015
Annual Return

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

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


☐ → Go to Part 6 (Signature)

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

[illegible]

Part 6

Signature

	This must be completed by all companies	
	I am signing this form on behalf of the company	
Signature	<div>Signature</div> <div>X  X</div>	<p>❶ 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</p> <p>❷ Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
	This form may be signed by Director ❶ , Secretary, Person authorised ❷ , Charity commission receiver and manager, CIC manager, Judicial factor	



Do not cover this barcode

AR01 2015

Annual Return



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Linzi Mutter

Company name Latham & Watkins

Ref 056131-0001

Address 99 Bishopsgate

Post town London

County/Region

Postcode E C 2 M 3 X F

Country UK

DX

Telephone 020 7710 1000



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☒ The company name and number match the information held on the public Register
- ☒ You have completed your principal business activity
- ☒ You have not used this form to make changes to the registered office address
- ☒ You have not used this form to make changes to secretary and director details
- ☒ You have provided the full date of birth for all individual directors in Part 3
- ☒ You have fully completed the Statement of capital (if applicable)
- ☒ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record



How to pay

A fee of £40 is payable to Companies House in respect of a paper Annual Return

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

RP01

Replacement of document not meeting requirements for proper delivery



Companies House

☒ **What this form is for**
You can only use this form to file a replacement of a document that was previously delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 and was either not properly delivered or contained unnecessary material

☒ **What this form is NOT for**
You cannot use this form to change information in a previously filed document, or to replace a document delivered under Section 25 of the Companies Act 2006 - Company Charges

For further information, please refer to our guidance at

A11

20/05/2016

#233

COMPANIES HOUSE

1 Company details

Company number 03842163

Company name in full Farrow & Ball Holdings Limited

→ Filling in this form
Please complete in typescript or in bold black capitals

2 Description of the original document

Document type AR01 - Annual Return made up to 15/09/2015

Date of registration of the original document d1 d2 m1 m0 y2 y0 y1 y5

① Description of the original document
Please enter the document type (e.g. articles of association) and any distinguishing information if more than one document of that type was filed on the same day

3 Signature

A replacement document must only be filed where (i) a document has previously been delivered and either (ii) that document was not properly delivered or (iii) that document contained unnecessary material

Please sign either Section 3a or Section 3b

3a The company to which the original document relates

Please complete this section if you are signing on behalf of the company to which the original document relates

I am signing this form on behalf of the company

Signature

Signature

X

X

This form may be signed by
Director^②, Secretary, Person authorised^③, Permanent representative on behalf of an overseas company, Liquidator, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager, Judicial factor

② 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

③ Person authorised
Under either section 270 or 274 of the Companies Act 2006

RP01

Replacement of document not meeting requirements for proper delivery

3b

The person who delivered the original document

Please complete this section if you are the person who delivered the original document

Signature

Signature

X

X

4

Notes

Please note

If you are applying for, or have been granted, exemption under Section 243 of the Companies Act 2006 and the document(s) you are replacing contain(s) your usual residential address, please post this form along with the replacement document to the address below

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE

RP01

Replacement of document not meeting requirements for proper delivery

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 **Linzi Mutter**

Company name **Latham & Watkins**

Ref **056131-0001**

Address **99 Bishopsgate**

Post town **London**

County/Region

Postcode **E C 2 M 3 X F**

Country **UK**

DX

Telephone **020 7710 1000**

Checklist

Please make sure you have remembered the following:

- ☒ You have fully completed Section 2 'Description of the original document'
- ☒ The correct person has signed the form in either Section 3a or Section 3b
- ☒ If you are replacing a document where you have previously paid a fee, do not send a fee along with this form
- ☒ You have enclosed the replacement document
- ☒ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you **must** also deliver with this form and the replacement document a PR03 form 'Consent for paper filing'

Important information

Please note that all information on this form will appear on the public record

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

Section 243 exemption

If you are applying for, or have been granted, a section 243 exemption, please post this form along with the replacement document to the different postal address below

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

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