

Please enter your company name and address

Name of company

Address

Postcode

HMRC use only

Date issued DD MM YYYY

 /

PAYE reference number

 /

ESSU scheme reference number

 S R S /

SAYE option scheme approved under Schedule 3 Income Tax (Earnings and Pensions) Act 2003

Year ended 5 April 2014

You are required by law to send us a form 34 giving us information about the operation of the scheme.

You must make sure that it reaches us by the date given on the form 34 notice we sent to you.

If we have issued form 34 to you, you must return it to us within 3 months of the date of issue shown above.

We may charge penalties if we do not receive the return on time, or it is incomplete or wrong.

Please read the explanatory notes on page 2 before filling in this form and signing the declaration.

If you have any questions about how to fill in this form please contact Employee Shares & Securities Unit (ESSU) at the address opposite or phone us on the number shown.

If there is not enough space in any part of this form, please give further details on additional sheets of paper. Please number each additional sheet and attach them to the completed form when you send it to us.

If there have been no reportable events during the year please go directly to the end of this form and fill in the declaration.

You should send the completed form to the address below.

Specialist Personal Tax
Employee Shares & Securities Unit
Nottingham Team
1st Floor, FitzRoy House
Castle Meadow Road
NOTTINGHAM
NG2 1BD

Phone **0300 123 1079**

Notes to help you fill in this form Please read these before continuing

About this form

Paragraph 45 Schedule 3 Income Tax (Earnings and Pensions) Act 2003 (ITEPA) enables an officer of HM Revenue & Customs (HMRC) to ask any person to give any information that is considered necessary in relation to the operation of the scheme. This is the purpose of this form.

Under Paragraph 42(2)(b) Schedule 3 ITEPA 2003, HMRC can withdraw approval of the scheme because of the company's failure to give the information required.

Under Section 98(1) TMA 1970, penalties may be imposed if there is a failure to provide the information requested, or if that information is inaccurate or not provided within the required time limit.

Notes for the company

This form should only be used to return details of options granted or exercised under this scheme. Please do not include on this form details of share options granted or exercised under:

- unapproved schemes or arrangements (fill in form 42)
- CSOP schemes (fill in form 35)
- Enterprise Management Incentives (fill in form EMI40)

Cessation of the scheme

If this scheme has ceased and there are no options still outstanding, please tick the 'Yes' box in section 4.

Provision of additional scheme information

Information about:

- exchange of options
 - amendments to scheme rules
 - variation of share capital
- should have been notified to ESSU during the year so you do not have to report it on this form.

More help

For more guidance on approved employee share schemes, go to www.hmrc.gov.uk/shareschemes

Your rights and obligations

Your Charter explains what you can expect from us and what we expect from you. For more information, go to www.gov.uk/hmrc/your-charter

1 Options granted

Fill in this section if options were granted during the year ended 5 April 2014.

Notes

Column 3

Unrestricted market value is the market value of a share ignoring any restrictions. If there are no restrictions it will be the Actual Market Value.

Column 4

Enter the appropriate letter to show how the market value was determined by reference to:

- A** the London Stock Exchange
- B** the New York Stock Exchange or any other recognised stock exchange, excluding the Alternative Investment Market (AIM)
- C** Shares & Assets Valuation

If none of the above, leave blank.

1	2	3	4	5
Company Registration Number (CRN) of company over whose share options were granted (if non-UK company, leave blank)	Date of grant DD MM YYYY	Unrestricted market value used to determine exercise price	How was the market value determined?	Exercise price per share

2 Options and replacement options exercised and chargeable to Income Tax

A report is **only** required if the date of exercise was within 3 years of the date of grant and exercise (see note 1) occurred in one of the following circumstances (relevant event) and if ESSU did not have full details at the time of the relevant event.

- 1 Change of control as a result of a general offer for all issued shares or for a class of shares subject to option 2 - **see note 2**
- 2 Change of control resulting from a court-sanctioned compromise or arrangement - **see note 2**
- 3 A winding up
- 4 A sale out of the group of the employing company where the option holder continues to be employed by the same employer (in certain circumstances) - **see note 3**
- 5 Sale of business (in certain circumstances) - **see note 4**

Column 13

Unrestricted market value of a share ignoring any restrictions. If there are no restrictions it will be the Actual Market Value.

6 Name of employee	7 National Insurance number	8 Employer	9 PAYE reference	10 Date shares were acquired DD MM YYYY	11 Exercise price per share	12 Number of shares acquired	13 Unrestricted market value of a share on date shares were acquired

Note 1 - Exercise must be in accordance with the provisions of SAYE scheme and at a time when the scheme is approved. Also the avoidance of tax or NICs must not be one of the main purposes (or the main purpose) of any arrangements under which the option was granted or exercised.

Note 2 - Unless (after 17 July 2013) it was a certain type of cash takeover which met the conditions of section 519 (3A to 3J) of ITEPA inclusive (employee receives only cash in exchange for the shares and rollover was not possible and other anti-avoidance provisions are satisfied).

Note 3 - After 17 July 2013, no return is required if the employer ceases to be associated with the scheme company as a result of a change control.

Note 4 - After 17 July 2013 no return is required if the sale is a transfer of employment within the meaning of Transfer of Undertakings (Protection of Employment) Regulations.

3 Summary of activity for the year ended 5 April 2014

Note - Please provide the information asked for in all of the columns. If there is no activity to report in a particular column enter the figure '0' in that column.

14	15	16	17	18	19	20	21	22	23	24
Total number of directors and employees to whom options were granted	Total number of contracts where the 7 year bonus is included	Total number of contracts where the 5 year bonus is included	Total number of contracts where the 3 year bonus is included	Total number of contracts where no bonus is included	Number of participants who exercised options (including replacement options)	Number of participants who ceased to take part in the scheme	If shares are listed on any recognised exchange, the market value on last date options were exercised	Total number of shares for which options were granted (other than replacement options)	Total number of shares issued or transferred on the exercise of options (including replacement options)	Total amount paid by the participants for these shares

4 Cessation of scheme

Note - A scheme has ceased if no options remain and no new options can be granted.

Has the scheme ceased? Yes No (Tick one box)

5 Declaration

Note - The Taxes Acts require that the company secretary, or the person acting as the company secretary, should complete this declaration. If a liquidator has been appointed they should complete the declaration (see S108(1) and (3) TMA 1970).

To the best of my knowledge and belief:

- the information I have given on this return (and on any additional sheets of paper) is correct and complete
- unless otherwise stated, the options were granted, exercised and shares were issued or transferred under the terms of the scheme which at the time was approved by HMRC

Name (use capital letters)

Position in company

Phone

Signature

Date DD MM YYYY

Email