

Share Incentive Plan

Please enter your company name and address Name of company	For HMRC use only Date of issue DD MM YYYY
Address	
	PAYE reference number
Postcode	ESSU scheme reference number
Postcode	A /

Share Incentive Plan approved under Schedule 2 Income Tax (Earnings and Pensions) Act 2003

Year ended 5 April 2013

You are required by law to send us a form 39 giving information about the operation of the scheme. You must make sure that your form 39 reaches us by the date specified in the form 39 notice issued to you. If this form 39 has been issued to you it must be returned within three months of the date of issue shown above.

Penalties may be chargeable where your form 39 is received late or is incomplete or inaccurate.

Explanatory notes are provided to help you complete this form. Please read them before completing this form and signing the declaration. If you have any questions about how to complete this form please contact the Employee Shares & Securities Unit 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 supplementary sheets, number and attach them to the completed form when you send it to us.

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 **0845 600 2622** or

+44 115 974 1250 if phoning from abroad.

Notes to help you complete this form. Please read these before continuing.

About this form

Paragraph 93 Schedule 2 Income Tax (Earnings and Pensions) Act 2003 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 plan. This form is provided for that purpose.

Under Paragraph 83 Schedule 2 ITEPA 2003, HMRC can withdraw approval of the plan 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

If the company is not fully listed on the London Stock Exhange Daily Official List, New York Stock Exchange or other recognised stock exchange (excluding Alternative Investment market (AIM)), prior agreement with HMRC Shares & Assets Valuation is required for the market valuation on awards of shares.

Individual reporting requirements

Even though awards and withdrawals of shares under the plan are included on this form, the individual may still need to declare the transaction on his or her tax return if PAYE has not been applied to the taxable income from the shares.

Further help

Further guidance on approved employee share schemes can be found on our website. 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.hmrc.gov.uk/charter

1 Shares awarded

Share Incentive Plan

Complete one row for each date on which shares were awarded or bought for employees and for each type of award or acquisition

Notes

Column 1 Date of award for free shares and matching shares

The award date is the date on which shares are appropriated to employees by the trustees.

Column 1 Date of acquisition for partnership shares

The acquisition date is a date, set by the trustees, which must be within 30 days of:

- in a plan with no accumulation period, the last date on which the partnership share money to be applied in acquiring shares was deducted,
- in a plan with an accumulation period, the end of the accumulation period.

Column 1 Date of acquisition for dividend shares

The acquisition date is a date, set by the trustees, which must be within 30 days of the date the trustees receive the dividend to be reinvested.

Column 2 Description of shares

Give the class and denomination of shares and the name of the company.

Column 3 Type of award

You must enter in this column one of the following letters A-F which describe the type of award or acquisition.

A Free shares without reference to performance

These are shares awarded without any reference to performance criteria (disregard columns 9 to 15).

B Free shares with method 1 performance criteria

- a) at least 20% of the award of shares must be without reference to performance
- b) the remaining shares must be awarded by reference to performance, and
- c) the highest number of shares within (b) awarded to an individual must not be more than four times the highest number of shares within (a) awarded to an individual (disregard columns 9 to 12).

C Free shares with method 2 performance criteria

- a) some or all of the shares must be awarded by reference to performance, and
- b) the awards of shares to members of the same performance unit must be on the same terms (that is varied only in accordance with level of pay, length of service or hours worked) (disregard columns 9 to 15).

D Partnership shares

These are shares bought for employees under the plan during the year. If, on any date, shares are bought of more than one class or denomination then complete a separate row (disregard column 9 and columns 12 to 15).

E Matching shares

These are shares awarded to employees for whom partnership shares are also acquired under the plan during the year. If, on any date, shares are awarded of more than one class or denomination then complete a separate row (disregard columns 7 to 11 and columns 13 to 15).

F Dividend shares

These are shares bought for employees with dividends arising on plan shares. If, on any date, shares are bought of more than one class or denomination then complete a separate row (disregard columns 7, 8 and 10 to 15).

Column 9 Dividend shares

Dividend reinvestment cannot be more than £1,500 for each participant. Any provision for dividend reinvestment outside the plan should not be included on this return.

1 Shares awarded continued

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Date of award or acquisition	Description of shares	Type of award	Market value per share on acquisition or award date	Total value of shares awarded/ acquired or dividends reinvested	Number of participants in this award or acquisition	For award types A, B, C and D (see box 3) the largest value of shares awarded to/ acquired by any one participant	For award types A, B, C, and D (see box 3) the number of the participants awarded/ acquiring largest value	For award type F the largest value of dividends reinvested by any one participant	For award type D the length of any accumulation period	For award type D indicate if share applications scaled down (Yes/No)	For award type E the ratio of matching shares to partnership shares (for example 2:1)	For award type B the % of shares awarded without reference to performance conditions	For award type B the value of the highest performance award made to an individual	For award type B the value of the highest non - performance award made to an individual

2 Shares ceasing to be subject to the plan

Notes

If free, matching or partnership shares ceased to be part of the plan before the third anniversary of the award then provide details in this section by completing columns 16 to 21. You should also complete column 25 if tax arises as a consequence of the event, otherwise leave blank.

If free or matching shares ceased to be part of the plan on or after the third anniversary and less than five years after the award then provide details in columns 16 to 19, 22 and 23. You should also complete column 25 if tax arises as a consequence of the event, otherwise leave blank.

If partnership shares ceased to be part of the plan on or after the third anniversary and less than 5 years after the award then provide details in columns 16 to 19, 22 and 24. You should also complete column 25 if tax arises as a consequence of the event, otherwise leave blank.

If there is more than one class or denomination of share in respect of any of the events then complete a separate row for each.

Free shares or matching shares that were forfeited, or dividend shares ceasing to be subject to the plan, should **not** be included in this section.

Column 25 If tax arises

A charge to Income Tax arises on the date on which the shares cease to be subject to the plan unless the participant has ceased employment by reason of:

- injury, disability or redundancy
- a transfer of employment to which the Transfer of Undertakings Regulations (TUPE) apply
- a company reorganisation under which the employer company loses its associated status
- retirement on or after the age specified in the plan
- death.

17	18	19	20	21	22	23	24	25
National Insurance number	Employer	PAYE reference	Date shares ceased to be subject to the plan if within 3 years of date of award DD MM YYYY	Free shares, matching shares and partnership shares. Total market value on date in column 20	Date shares ceased to be subject to the plan if between 3 and 5 years of date of award DD MM YYYY	Free shares and matching shares. Total market value on date in column 22 or, if less, on the award date	Partnership shares. Total market value on date in column 22 or if less the amount of partnership share money used to buy them	If tax arises, has PAYE/NICs been operated? Enter Yes if PAYE has been operated, enter No if tax is due but PAYE has not been operated. If no tax is due, leave blank
	National Insurance	National Insurance Employer	National Insurance Employer PAYE reference	National Insurance Employer PAYE reference Date shares ceased to be subject to the plan if within 3 years of date of award	National Insurance number PAYE reference Date shares ceased to be subject to the plan if within 3 years of date of award shares. Total market value on date in	National Insurance number Employer PAYE reference Date shares ceased to be subject to the plan if within 3 years of date of award DD MM YYYY Date shares ceased to matching shares and partnership shares. Total and 5 years of date of award on date in DD MM YYYY Date shares ceased to matching shares and partnership shares. Total on date in DD MM YYYY	National Insurance number PAYE reference Date shares ceased to be subject to the plan if within 3 years of date of award on date in Date shares ceased to be subject to the plan if within 3 years of date of award on date in DD MM YYYY Date shares ceased to be subject to the plan matching shares and matching shares. Total market value on date in DD MM YYYY on the award date	National Insurance number PAYE reference Date shares ceased to be subject to the plan if within 3 years of date of award DD MM YYYY Date shares ceased to be subject to the plan if within 3 years of date of award DD MM YYYY Market value On date in Column 20 Date shares ceased to be subject to the plan if between on date in column 22 or, if less, on the award date Partnership shares. Total market value on date in column 22 or, if less, on the award date On date in column 22 or, if less, on the award date On date in column 20

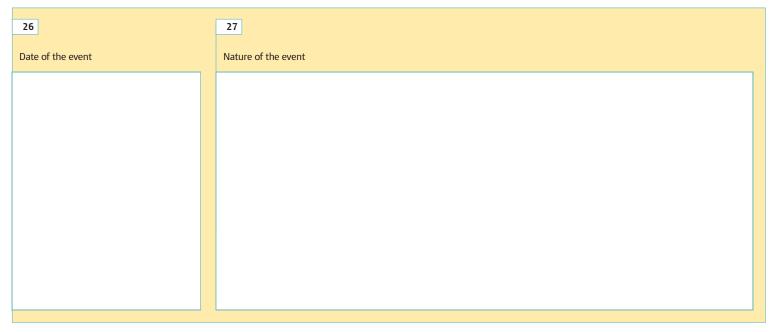
3 Capital reorganisations and/or reconstruction

Notes

Column 27 Nature of the event

If the company has been subject to a capital reorganisation and/or reconstruction, enter one of the following letters A to G to indicate the nature of the event.

- A Bonus issue
- B Rights issue
- C Alterations of rights attaching to a share class
- **D** Conversion of securities including exchanges
- **E** Company amalgamations and takeovers
- **F** Reduction or reorganisation of share capital
- G Other, please enter the nature of the reorganisation on page 8 under 'Additional information'



4 Summary of forfeiture in the event of cessation of employment within 3 years of award

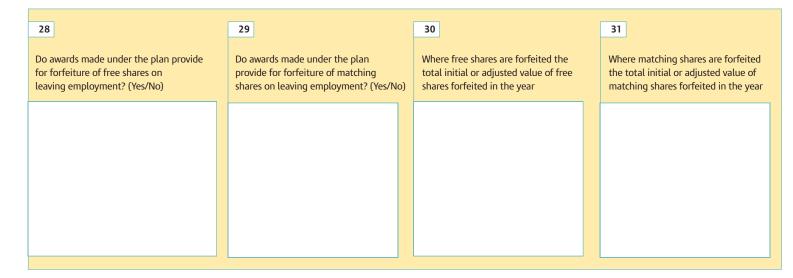
Notes

Column 28

If the answer to this is Yes then an entry is required in column 30.

Column 29

If the answer to this is Yes then an entry is required in column 31.



5 Withdrawal of partnership shares within 3 years of award

Note

Column 32

If the answer to this is Yes and there have been withdrawals, an entry is required in column 33.

32	33
On withdrawal of partnership shares do awards made under the plan provide for forfeiture of matching shares? (Yes/No)	What was the total initial or adjusted value of matching shares forfeited in the year?

6 Market value and details of shares remaining

Notes

Column 34 The exchange

Enter one of the following letters A to E if the plan shares are listed on an exchange or F if the shares are not listed.

- A London Stock Exchange Official List
- **B** AIM
- **C** New York Stock Exchange
- **D** NASDAQ
- **E** Any other exchange
- F Not listed

Column 35 Share price

Enter the share price at 5 April 2013 if one of the letters A-E is entered in column 34. If not listed on any exchange then leave blank.

34	35	36
Exchange where listed	Share price at 5 April 2013	The number of shares remaining in the plan more than 5 years after award

7 Declaration		
should complete the declaration (\$108(1) and (3) To the best of my knowledge and belief: the information I have given on this return (and of throughout the year (or that part of it in which perferences to plan shares are to the shares that	MA 1970). on any supplementary sheets) is correct and complete lan shares were awarded or held in the plan) the plan share been awarded or acquired by participants in accords of the plan which have not been approved by HMRC.	hould complete the declaration. If a liquidator has been appointed they hares satisfied the requirements of Paragraph 25 Schedule 2 ITEPA 2003 rdance with the plan A feature of the plan is a 'key feature' if it relates to a provision that is
Name <i>Use capital letters</i>	Position in company	Phone
Signature	Date DD MM YYYY	Email
Additional information		