

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 2012

You are required by law to send me a form 34 giving me information about the operation of the scheme. You must make sure that your form 34 reaches me by the date specified in the form 34 notice issued to you. If this form 34 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 34 is received late, incomplete or inaccurate.

Please read the explanatory notes on page 2 before completing this form and signing the declaration. If you have any questions about how to complete 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 supplementary sheets. Please number each sheet and attach them to the completed form when you send it to me.

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

George Rowing

You should send the completed form to the address below.

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

Phone **0115 974 1250**

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

About this form

Paragraph 45 Schedule 3 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 scheme. This form is provided for that purpose.

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 (complete form 42)
- CSOP Schemes (complete form 35)
- Enterprise Management Incentives (complete 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 it does not have to be reported on this form.

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 Options granted

Complete this section if options were granted during the year ended 5 April 2012.

Notes

Column 4

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

- A** by reference to London Stock Exchange
- B** by reference to New York Stock Exchange or any other recognised stock exchange, excluding Alternative Investment Market (AIM)
- C** by reference to 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 <i>DD MM YYYY</i>	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

Note - A report is **only** required if the date of exercise was within three years of the date of grant and exercise occurred in one of the following circumstances (relevant event):

- 1 a change of control resulting from a general offer
- 2 a change of control resulting from a scheme of arrangement
- 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.

A report is **not** required if full details have previously been provided to ESSU at the time of the 'relevant event'.

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

3 Summary of activity for the year ended 5 April 2012

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 the declaration. If a liquidator has been appointed they should complete the declaration (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 supplementary sheets) 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