

Please enter your company name and address

Name of company

Address

Postcode

Date issued *DD MM YYYY*

PAYE reference number

 /

ESSU scheme reference number

 A /

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

Year ended 5 April 2011

You are required by law to send me a form 39 giving me information about the operation of the Share Incentive Plan. You must make sure that your form 39 reaches me by the date specified in the form 39 notice issued to you. If this form was otherwise issued to you, then you should return the form within three months from 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 me. You should send the completed form to the address below.

George Rowing

Charity Assets and Residence
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 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 Exchange Daily Official List, New York Stock Exchange or other recognised stock exchange (excluding 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

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

16	17	18	19	20	21	22	23	24	25
Name of employee	National Insurance number	Employer	PAYE reference	Date shares ceased to be subject to the plan if within 3 years of date of award	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	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

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

<div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">26</div> <p>Date of the event</p> <div style="border: 1px solid black; height: 200px; width: 100%;"></div>	<div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">27</div> <p>Nature of the event</p> <div style="border: 1px solid black; height: 200px; width: 100%;"></div>
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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.

<div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">28</div> <p>Do awards made under the plan provide for forfeiture of free shares on leaving employment? (Yes/No)</p> <div style="border: 1px solid black; height: 150px; width: 100%;"></div>	<div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">29</div> <p>Do awards made under the plan provide for forfeiture of matching shares on leaving employment? (Yes/No)</p> <div style="border: 1px solid black; height: 150px; width: 100%;"></div>	<div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">30</div> <p>Where free shares are forfeited the total initial or adjusted value of free shares forfeited in the year</p> <div style="border: 1px solid black; height: 150px; width: 100%;"></div>	<div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">31</div> <p>Where matching shares are forfeited the total initial or adjusted value of matching shares forfeited in the year</p> <div style="border: 1px solid black; height: 150px; width: 100%;"></div>
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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.

<div data-bbox="651 236 703 268">32</div> <div data-bbox="651 300 1308 354">On withdrawal of partnership shares do awards made under the plan provide for forfeiture of matching shares? (Yes/No)</div> <div data-bbox="651 376 1364 746"></div>	<div data-bbox="1400 236 1451 268">33</div> <div data-bbox="1400 300 2123 327">What was the total initial or adjusted value of matching shares forfeited in the year?</div> <div data-bbox="1400 376 2114 746"></div>
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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 2011 if one of the letters A-E is entered in column 34. If not listed on any exchange then leave blank.

<div data-bbox="651 933 703 965">34</div> <div data-bbox="651 997 857 1024">Exchange where listed</div> <div data-bbox="651 1075 1120 1457"></div>	<div data-bbox="1151 933 1202 965">35</div> <div data-bbox="1151 997 1391 1024">Share price at 5 April 2011</div> <div data-bbox="1151 1075 1619 1457"></div>	<div data-bbox="1650 933 1702 965">36</div> <div data-bbox="1650 997 2085 1050">The number of shares remaining in the plan more than 5 years after award</div> <div data-bbox="1650 1075 2114 1457"></div>
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7 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
- throughout the year (or that part of it in which plan shares were awarded or held in the plan) the plan shares satisfied the requirements of Paragraph 25 Schedule 2 ITEPA 2003 – references to plan shares are to the shares that have been awarded or acquired by participants in accordance with the plan
- no alterations have been made to any key features of the plan which have not been approved by HMRC. A feature of the plan is a 'key feature' if it relates to a provision that is necessary in order to meet the requirements of Schedule 2 ITEPA 2003.

Name *(use capital letters)*

Position in company

Phone

Signature

Date *DD MM YYYY*

Email

Additional information