



Annual Return

Company Name: **BEHAVIOURAL INSIGHTS LTD**

Company Number: **08567792**



X5ANCH41

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Company Name: **BEHAVIOURAL INSIGHTS LTD**

Company Number: **08567792**

Date of this return: **13/06/2016**

Sic Codes: **72200**

Company Type: **Private company limited by shares**

Situation of **C/O NICKY KERR**

Registered Office: **52 GROSVENOR GARDENS LONDON  
UNITED KINGDOM SW1W 0AU**

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## Officers of the company

### Company Secretary 1

Type: **Person**  
Full Forename(s): **MISS NICOLA ALEXANDRA**  
Surname: **KERR**  
Service Address: **recorded as Company's registered office**

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### Company Director 1

Type: **Person**  
Full Forename(s): **MS JANET**  
Surname: **BAKER**  
Service Address: **recorded as Company's registered office**

Country/State: **UNITED KINGDOM**  
Usually Resident:  
Date of Birth: **\*\*/05/1963** Nationality: **BRITISH**  
Occupation: **CIVIL SERVANT**

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### Company Director 2

Type: **Person**  
Full Forename(s): **MS HELEN**  
Surname: **GOULDEN**  
Service Address: **recorded as Company's registered office**

Country/State: **UNITED KINGDOM**  
Usually Resident:  
Date of Birth: **\*\*/11/1972** Nationality: **BRITISH**  
Occupation: **BUSINESS  
EXECUTIVE**

## Company Director 3

Type: **Person**  
Full Forename(s): **MR DAVID SOLOMON**  
Surname: **HALPERN**  
Service Address: **recorded as Company's registered office**

Country/State **UNITED KINGDOM**  
Usually Resident:  
Date of Birth: **\*\*/06/1966** Nationality: **BRITISH**  
Occupation: **CHIEF  
EXECUTIVE**

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## Company Director 4

Type: **Person**  
Full Forename(s): **MR PETER DAVID**  
Surname: **HOLMES**  
Service Address: **recorded as Company's registered office**

Country/State **UNITED KINGDOM**  
Usually Resident:  
Date of Birth: **\*\*/08/1953** Nationality: **BRITISH**  
Occupation: **COMPANY  
DIRECTOR**

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## Company Director 5

Type: **Person**  
Full Forename(s): **MR OWAIN LEE**  
Surname: **SERVICE**  
Service Address: **recorded as Company's registered office**

Country/State **UNITED KINGDOM**  
Usually Resident:  
Date of Birth: **\*\*/03/1979** Nationality: **BRITISH**  
Occupation: **MANAGING  
DIRECTOR**

# Company Director 6

Type: **Person**  
Full Forename(s): **MR IAN HOWARD**  
Surname: **WEST**  
Service Address: **recorded as Company's registered office**

Country/State **UNITED KINGDOM**

Usually Resident:

Date of Birth: **\*\*/12/1973**

Nationality: **BRITISH**

Occupation: **FINANCE  
DIRECTOR**

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# Statement of Capital (Share Capital)

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|                         |                 |                          |             |
|-------------------------|-----------------|--------------------------|-------------|
| <b>Class of Shares:</b> | <b>A</b>        | Number allotted          | <b>3500</b> |
|                         | <b>ORDINARY</b> | Aggregate nominal value: | <b>35</b>   |
| Currency:               | <b>GBP</b>      |                          |             |

Prescribed particulars

**1. VOTING RIGHTS ONE (1) VOTE FOR EACH A ORDINARY SHARE HELD ON A SHOW OF HANDS OR A WRITTEN RESOLUTION OR ON A POLL. IF AN EVENT OF DEFAULT (AS DEFINED IN A RELEVANT AGREEMENT (BEING AN AGREEMENT ENTERED INTO ON THE 4 FEBRUARY TO WHICH AMONGST OTHERS THE COMPANY, THE B ORDINARY SHAREHOLDER AND THE BENEFICIAL OWNER OF THE A ORDINARY SHARES) OCCURS THE DEFAULTING SHAREHOLDER (AS DEFINED IN A RELEVANT AGREEMENT) SHALL NOT BE (I) ENTITLED TO RECEIVE NOTICE OF OR TO EXERCISE ITS RIGHT TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY; (II) AN ELIGIBLE MEMBER FOR THE PURPOSES OF EXECUTING WRITTEN RESOLUTIONS OF THE COMPANY; (III) REQUIRED TO GIVE ITS APPROVAL TO ANY CONSENT MATTER OTHER THAN IN RESPECT OF THE CONSENT MATTER RELATING TO THE APPOINTMENT OR REMOVAL OF ANY DIRECTOR OTHERWISE THAN IN ACCORDANCE WITH THE COMPANY'S ARTICLES AND ANY RELEVANT AGREEMENT. IF THE HOLDER OF THE A ORDINARY SHARES IS SUBJECT TO A CONFLICT MATTER (AS DEFINED IN A RELEVANT AGREEMENT), IT SHALL NOT BE REQUIRED TO GIVE ITS CONSENT TO ANY CONSENT MATTER. 2. PARTICIPATION IN A DISTRIBUTION ANY DIVIDEND DECLARED IN ACCORDANCE WITH THE TERMS OF A RELEVANT AGREEMENT SHALL BE DISTRIBUTED TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES ON A PRO RATA BASIS SAVE THAT: (I) NO DIVIDENDS MAY BE PAID TO B ORDINARY SHAREHOLDERS OR C ORDINARY SHAREHOLDERS WITHIN THREE YEARS FROM 4 FEBRUARY 2014 UNLESS SUCH DIVIDEND IS MADE IN CONTEMPLATION OF THE COMPANY BEING WOUND UP FOR ANY REASON OTHER THAN INSOLVENCY; (II) IF A SHAREHOLDER COMMITS AN EVENT OF DEFAULT (AS DEFINED IN THE RELEVANT AGREEMENT) THAT SHAREHOLDER'S ENTITLEMENT TO A DISTRIBUTION SHALL BE WITHHELD UNTIL THE EARLIER OF (A) THE REMEDY OF THE EVENT OF DEFAULT; (B) THE WAIVER BY THE NON-DEFAULTING SHAREHOLDER (AS DEFINED IN A RELEVANT AGREEMENT) AND (C) COMPLETION OF THE TRANSFER OF THE DEFAULTING SHAREHOLDER'S SHARES. 3. RIGHTS ON A RETURN OF CAPITAL ON A RETURN OF ASSETS ON A LIQUIDATION OR OTHERWISE (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY**

AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS SHALL BE APPLIED FIRST IN PAYING TO THE SHAREHOLDERS A SUM EQUAL TO THE NOMINAL AMOUNT OF EACH SHARE HELD BY THEM AND, SECONDLY THE BALANCE OF SUCH ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONGST THE SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH OF THEM RESPECTIVELY. 4. REDEMPTION. THE A ORDINARY SHARES ARE NOT REDEEMABLE.

|                         |                 |                          |             |
|-------------------------|-----------------|--------------------------|-------------|
| <b>Class of Shares:</b> | <b>B</b>        | Number allotted          | <b>3000</b> |
|                         | <b>ORDINARY</b> | Aggregate nominal value: | <b>30</b>   |
| Currency:               | <b>GBP</b>      |                          |             |

Prescribed particulars

1. VOTING RIGHTS ONE (1) VOTE FOR EACH B ORDINARY SHARE HELD ON A SHOW OF HANDS OR A WRITTEN RESOLUTION OR ON A POLL. IF AN EVENT OF DEFAULT (AS DEFINED IN A RELEVANT AGREEMENT (BEING AN AGREEMENT ENTERED INTO ON THE 4 FEBRUARY TO WHICH AMONGST OTHERS THE COMPANY, THE B ORDINARY SHAREHOLDER AND THE BENEFICIAL OWNER OF THE A ORDINARY SHARES) OCCURS THE DEFAULTING SHAREHOLDER (AS DEFINED IN A RELEVANT AGREEMENT) SHALL NOT BE (I) ENTITLED TO RECEIVE NOTICE OF OR TO EXERCISE ITS RIGHT TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY; (II) AN ELIGIBLE MEMBER FOR THE PURPOSES OF EXECUTING WRITTEN RESOLUTIONS OF THE COMPANY; (III) REQUIRED TO GIVE ITS APPROVAL TO ANY CONSENT MATTER OTHER THAN IN RESPECT OF THE CONSENT MATTER RELATING TO THE APPOINTMENT OR REMOVAL OF ANY DIRECTOR OTHERWISE THAN IN ACCORDANCE WITH THE COMPANY'S ARTICLES AND ANY RELEVANT AGREEMENT. IF THE HOLDER OF THE B ORDINARY SHARES IS SUBJECT TO A CONFLICT MATTER (AS DEFINED IN A RELEVANT AGREEMENT), IT SHALL NOT BE REQUIRED TO GIVE ITS CONSENT TO ANY CONSENT MATTER. 2. PARTICIPATION IN A DISTRIBUTION ANY DIVIDEND DECLARED IN ACCORDANCE WITH THE TERMS OF A RELEVANT AGREEMENT SHALL BE DISTRIBUTED TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES ON A PRO RATA BASIS SAVE THAT: (I) NO DIVIDENDS MAY BE PAID TO B ORDINARY SHAREHOLDERS OR C ORDINARY SHAREHOLDERS WITHIN THREE YEARS FROM 4 FEBRUARY 2014 UNLESS SUCH DIVIDEND IS MADE IN CONTEMPLATION OF THE COMPANY BEING WOUND UP FOR ANY REASON OTHER THAN INSOLVENCY; (II) IF A SHAREHOLDER COMMITS AN EVENT OF DEFAULT (AS DEFINED IN THE RELEVANT AGREEMENT) THAT SHAREHOLDER'S ENTITLEMENT TO A DISTRIBUTION SHALL BE WITHHELD UNTIL THE EARLIER OF (A) THE REMEDY OF THE EVENT OF DEFAULT; (B) THE WAIVER BY THE NON-DEFAULTING

SHAREHOLDER (AS DEFINED IN A RELEVANT AGREEMENT) AND (C) COMPLETION OF THE TRANSFER OF THE DEFAULTING SHAREHOLDER'S SHARES. 3. RIGHTS ON A RETURN OF CAPITAL ON A RETURN OF ASSETS ON A LIQUIDATION OR OTHERWISE (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS SHALL BE APPLIED FIRST IN PAYING TO THE MEMBERS A SUM EQUAL TO THE NOMINAL AMOUNT OF EACH SHARE HELD BY THEM AND, SECONDLY THE BALANCE OF SUCH ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONGST THE SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH OF THEM RESPECTIVELY. 4. REDEMPTION. THE B ORDINARY SHARES ARE NOT REDEEMABLE.

|                         |                 |                          |             |
|-------------------------|-----------------|--------------------------|-------------|
| <b>Class of Shares:</b> | <b>C</b>        | Number allotted          | <b>3500</b> |
|                         | <b>ORDINARY</b> | Aggregate nominal value: | <b>35</b>   |
| <b>Currency:</b>        | <b>GBP</b>      |                          |             |

Prescribed particulars

1. VOTING RIGHTS ONE (1) VOTE FOR EACH C ORDINARY SHARE HELD ON A SHOW OF HANDS OR A WRITTEN RESOLUTION OR ON A POLL. SAVE THAT: (I) ALL VOTING RIGHTS ATTACHED TO C ORDINARY SHARES HELD BY AN OUTGOING SHAREHOLDER (A C ORDINARY SHAREHOLDER WHO BECOMES A LEAVER (A LEAVER BEING A C ORDINARY SHAREHOLDER WHOSE CONTRACT OF EMPLOYMENT, CONSULTANCY OR DIRECTORSHIP WITH THE COMPANY, OR ANY SUBSIDIARY OF THE COMPANY TERMINATES FOR ANY REASON (OTHER THAN THE DEATH OF THE C ORDINARY SHAREHOLDER) AND HE DOESN'T CONTINUE AS AN EMPLOYEE OR CONSULTANT TO THE COMPANY OR ANY OF ITS SUBSIDIARIES)) SHALL AT THE TIME HE BECOMES A LEAVER BE SUSPENDED UNLESS THE BOARD NOTIFIES HIM OTHERWISE. (II) ALL VOTING RIGHTS ATTACHED TO C ORDINARY SHARES, IF ANY, SHALL BE SUSPENDED WHILE SUCH SHARES ARE HELD BY A DECEASED SHAREHOLDER'S PERSONAL REPRESENTATIVES OR THE BENEFICIARY OF HIS WILL UNLESS THE BOARD DECIDES OTHERWISE. (II) ALL VOTING RIGHTS ATTACHED TO C ORDINARY SHARES, IF ANY, SHALL BE SUSPENDED WHILE SUCH SHARES ARE HELD BY A TRUSTEE IN BANKRUPTCY UNLESS THE BOARD DECIDES OTHERWISE. 2. PARTICIPATION IN A DISTRIBUTION ANY DIVIDEND DECLARED IN ACCORDANCE WITH THE TERMS OF A RELEVANT AGREEMENT SHALL BE DISTRIBUTED TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES ON A PRO RATA BASIS SAVE THAT: (I) NO DIVIDENDS MAY BE PAID TO B ORDINARY SHAREHOLDERS OR C ORDINARY

SHAREHOLDERS WITHIN THREE YEARS FROM 4 FEBRUARY 2014 UNLESS SUCH DIVIDEND IS MADE IN CONTEMPLATION OF THE COMPANY BEING WOUND UP FOR ANY REASON OTHER THAN INSOLVENCY; (II) IF A SHAREHOLDER COMMITS AN EVENT OF DEFAULT (AS DEFINED IN THE RELEVANT AGREEMENT) THAT SHAREHOLDER'S ENTITLEMENT TO A DISTRIBUTION SHALL BE WITHHELD UNTIL THE EARLIER OF (A) THE REMEDY OF THE EVENT OF DEFAULT; (B) THE WAIVER BY THE NON-DEFAULTING SHAREHOLDER (AS DEFINED IN A RELEVANT AGREEMENT) AND (C) COMPLETION OF THE TRANSFER OF THE DEFAULTING SHAREHOLDER'S SHARES. 3. RIGHTS ON A RETURN OF CAPITAL ON A RETURN OF ASSETS ON A LIQUIDATION OR OTHERWISE (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS SHALL BE APPLIED FIRST IN PAYING TO THE SHAREHOLDERS A SUM EQUAL TO THE NOMINAL AMOUNT OF EACH SHARE HELD BY THEM AND, SECONDLY THE BALANCE OF SUCH ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONGST THE SHAREHOLDERS PRO RATA TO THE NUMBER OF SHARES HELD BY EACH OF THEM RESPECTIVELY. 4. REDEMPTION. THE C ORDINARY SHARES ARE NOT REDEEMABLE.

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## Statement of Capital (Totals)

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|           |            |                                |              |
|-----------|------------|--------------------------------|--------------|
| Currency: | <b>GBP</b> | Total number of shares:        | <b>10000</b> |
|           |            | Total aggregate nominal value: | <b>100</b>   |
|           |            | Total aggregate amount unpaid: | <b>0</b>     |



## Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders as at 13th June 2016 or that had ceased to be shareholders since the made up date of the previous Annual Return.

A full list of shareholders for a private or non-traded public company are shown below.

- Shareholding 1: **3500 A ORDINARY shares held as at the date of this return**  
Name: **THE SOLICITOR FOR THE AFFAIRS OF HER MAJESTY'S TREASURY  
(AS NOMINEE FOR THE MINISTER FOR THE CABINET OFFICE)**
- Shareholding 2: **3000 B ORDINARY shares held as at the date of this return**  
Name: **NESTA**
- Shareholding 3: **2250 C ORDINARY shares held as at the date of this return**  
Name: **BEHAVIOURAL INSIGHTS TRUSTEE COMPANY LTD AS TRUSTEE OF  
THE COMPANY'S EMPLOYEE BENEFITS TRUST**
- Shareholding 4: **750 C ORDINARY shares held as at the date of this return**  
Name: **DAVID SOLOMON HALPERN**
- Shareholding 5: **500 C ORDINARY shares held as at the date of this return**  
Name: **OWAIN LEE SERVICE**

# Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,  
Judicial Factor

