



Companies House

AR01 (ef)

Annual Return



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Company Name: PENGUIN RANDOM HOUSE LIMITED

Company Number: 00734421

Date of this return: 31/03/2016

SIC codes: 58110

Company Type: Private company limited by shares

Situation of Registered Office: 80 STRAND
LONDON
WC2R 0RL

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MRS HELENA CAROLINE**

Surname: **PEACOCK**

Former names:

Service Address: **28 LANCASTER GROVE
LONDON
NW3 4PB**

Company Director 1

Type: **Person**
Full forename(s): **MILENA**

Surname: **ALBERTI-PEREZ**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **USA**

Date of Birth: ****/04/1973** *Nationality:* **UNITED STATES**

Occupation: **FINANCE DIRECTOR**

Company Director 2

Type: **Person**
Full forename(s): **MARKUS FRANZ-JOSEPH**

Surname: **DOHLE**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED STATES OF AMERICA**

Date of Birth: ****/06/1968** *Nationality:* **GERMAN**

Occupation: **CHIEF EXECUTIVE OFFICER**

Company Director 3

Type: **Person**
Full forename(s): **JOHN JOSEPH**

Surname: **FALLON**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/08/1962** *Nationality:* **BRITISH**

Occupation: **PUBLISHER**

Company Director **4**

Type: **Person**
Full forename(s): **DR THOMAS ANDREAS**

Surname: **GOTZ**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **GERMANY**

Date of Birth: ****/07/1971** *Nationality:* **GERMAN**

Occupation: **GENERAL COUNSEL**

Company Director **5**

Type: **Person**
Full forename(s): **MR PHILIP JOSEPH**

Surname: **HOFFMAN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED STATES OF AMERICA**

Date of Birth: ****/05/1958** *Nationality:* **AMERICAN**

Occupation: **LAWYER**

Company Director **6**

Type: **Person**
Full forename(s): **MR JOHN CROWTHER**

Surname: **MAKINSON**

Former names:

Service Address: **6 YORK BUILDINGS**
 LONDON
 WC2N 6JN

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/10/1954** *Nationality:* **BRITISH**
Occupation: **FINANCE DIRECTOR**

Company Director 7

Type: **Person**
Full forename(s): **THOMAS HERMANN**

Surname: **RABE**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **GERMANY**

Date of Birth: ****/08/1965** Nationality: **GERMAN**

Occupation: **CHIEF EXECUTIVE OFFICER**

Company Director 8

Type: **Person**
Full forename(s): **GAIL**

Surname: **REBUCK**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/02/1952** Nationality: **BRITISH**

Occupation: **PUBLISHER**

Company Director 9

Type: **Person**
Full forename(s): MR EMMANUEL

Surname: ROMAN

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: **/08/1963 *Nationality:* FRENCH

Occupation: CEO

Company Director 10

Type: **Person**
Full forename(s): LAUREN JANE

Surname: ZALAZNICK

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: UNITED STATES OF AMERICA

Date of Birth: **/01/1963 *Nationality:* UNITED STATES

Occupation: MEDIA EXECUTIVE

Statement of Capital (Share Capital)

Class of shares	'A' ORDINARY	<i>Number allotted</i>	40554000
		<i>Aggregate nominal value</i>	40554000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1.65
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) A SHARES AND B SHARES VOTE AS A SINGLE CLASS. FROM AND INCLUDING 1 JULY 2013 TO BUT EXCLUDING 1 JULY 2018, EACH A SHAREHOLDER SHALL HAVE 2,438 VOTES PER A SHARE HELD BY IT AND FROM AND INCLUDING 1 JULY 2018 EACH A SHAREHOLDER SHALL HAVE ONE VOTE PER A SHARE HELD BY IT. (B) FROM AND INCLUDING 1 JULY 2013 TO BUT EXCLUDING 1 JULY 2018, 53% OF ANY DIVIDEND SHALL BE DISTRIBUTED IN AGGREGATE TO THE A SHAREHOLDER(S) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A SHARES AS AT THE DATE OF DECLARATION OF SUCH DIVIDEND. FROM AND INCLUDING 1 JULY 2018 54% OF ANY DIVIDEND SHALL BE DISTRIBUTED IN AGGREGATE TO THE A SHAREHOLDER(S) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A SHARES AS AT THE DATE OF DECLARATION OF SUCH DIVIDEND. (C) FROM AND INCLUDING 1 JULY 2013 TO BUT EXCLUDING 1 JULY 2018, 53% OF CAPITAL TO BE RETURNED TO THE A SHAREHOLDER(S) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A SHARES. FROM AND INCLUDING 1 JULY 2018, 54% OF CAPITAL TO BE RETURNED TO THE A SHAREHOLDER(S) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A SHARES. (D) NO SHARES HAVE BEEN ISSUED SUBJECT TO REDEMPTION BY THE COMPANY OR THE SHAREHOLDERS; ALL OTHER RIGHTS AS SET OUT IN THE ARTICLES OF ASSOCIATION.

Class of shares	'B' ORDINARY	<i>Number allotted</i>	34546000
		<i>Aggregate nominal value</i>	34546000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1.02
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) A SHARES AND B SHARES VOTE AS A SINGLE CLASS. FROM AND INCLUDING 1 JULY 2013 TO BUT EXCLUDING 1 JULY 2018, EACH B SHAREHOLDER SHALL HAVE 2,538 VOTES PER B SHARE HELD BY IT AND FROM AND INCLUDING 1 JULY 2018 EACH B SHAREHOLDER SHALL HAVE ONE VOTE PER B SHARE HELD BY IT. (B) FROM AND INCLUDING 1 JULY 2013 TO BUT EXCLUDING 1 JULY 2018, 47% OF ANY DIVIDEND SHALL BE DISTRIBUTED IN AGGREGATE TO THE B SHAREHOLDER(S) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B SHARES AS AT THE DATE OF DECLARATION OF SUCH DIVIDEND. FROM AND INCLUDING 1 JULY 2018, 46% OF ANY DIVIDEND SHALL BE DISTRIBUTED IN AGGREGATE TO THE B SHAREHOLDER(S) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B SHARES AS AT THE DATE OF DECLARATION OF SUCH DIVIDEND. (C) FROM AND INCLUDING 1 JULY 2013 TO BUT EXCLUDING 1 JULY 2018, 47% OF CAPITAL TO BE RETURNED TO THE B SHAREHOLDER(S) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B SHARES. FROM AND INCLUDING 1 JULY 2018, 46% OF CAPITAL TO BE RETURNED TO THE B SHAREHOLDER(S) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF B SHARES. (D) NO SHARES HAVE BEEN ISSUED SUBJECT TO REDEMPTION BY THE COMPANY OR THE SHAREHOLDERS; ALL OTHER RIGHTS AS SET OUT IN THE ARTICLES OF ASSOCIATION.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	75100000
		<i>Total aggregate nominal value</i>	75100000

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 31/03/2016 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

Shareholding 1 : **40554000 'A' ORDINARY shares held as at the date of this return**
Name: **BERTELSMANN UK LIMITED**

Shareholding 2 : **34546000 'B' ORDINARY shares held as at the date of this return**
Name: **PEARSON PRH HOLDINGS LIMITED**

Authorisation

Authenticated

This form was authorised by one of the following:

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