



Companies House

AR01 (ef)

Annual Return



Received for filing in Electronic Format on the: **13/04/2015**

X458J7DN

Company Name: **PENGUIN RANDOM HOUSE LIMITED**

Company Number: **00734421**

Date of this return: **31/03/2015**

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): **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: **28/06/1968** *Nationality:* **GERMAN**

Occupation: **CHIEF EXECUTIVE OFFICER**

Company Director **2**

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: **25/08/1962** *Nationality:* **BRITISH**

Occupation: **PUBLISHER**

Company Director **3**

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: **18/07/1971** *Nationality:* **GERMAN**

Occupation: **GENERAL COUNSEL**

Company Director 4

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

Surname: **HOFFMAN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **US CITIZEN**

Date of Birth: **20/05/1958** *Nationality:* **BRITISH**

Occupation: **LAWYER**

Company Director **5**

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: **10/10/1954** *Nationality:* **BRITISH**
Occupation: **FINANCE DIRECTOR**

Company Director **6**

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: **06/08/1965** *Nationality:* **GERMAN**

Occupation: **CHIEF EXECUTIVE OFFICER**

Company Director **7**

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

Surname: **REBUCK**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **10/02/1952** *Nationality:* **BRITISH**

Occupation: **PUBLISHER**

Company Director 8

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

Surname: **WILLIAMS**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **USA**

Date of Birth: **08/01/1974** Nationality: **BRITISH**

Occupation: **CHIEF FINANCIAL OFFICER**

Company Director 9

Type: **Person**
Full forename(s): **MRS BETTINA**

Surname: **WULF**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **GERMANY**

Date of Birth: **17/04/1962** Nationality: **GERMAN**

Occupation: **LEGAL COUNSEL**

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: **18/01/1963**

Nationality: **UNITED STATES**

Occupation: **MEDIA EXECUTIVE**

Statement of Capital (Share Capital)

Class of shares	A ORDINARY SHARES	<i>Number allotted</i>	40500000
		<i>Aggregate nominal value</i>	40500000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) THE A SHARES AND B SHARES SHALL 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 DECLARATION OF SUCH DIVIDEND AND 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) RETURN OF CAPITAL - 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 AND 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 SHAREHOLDER; AND ALL THE OTHER RIGHTS AS SET OUT IN THE ARTICLES OF ASSOCIATION AT THE DATE OF INCORPORATION.

Class of shares	B ORDINARY SHARES	<i>Number allotted</i>	34500000
		<i>Aggregate nominal value</i>	34500000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) THE A SHARES AND B SHARES SHALL 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 DECLARATION OF SUCH DIVIDEND AND 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) RETURN OF CAPITAL - 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 AND 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; AND ALL THE OTHER RIGHTS AS SET OUT IN THE ARTICLES OF ASSOCIATION.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	75000000
		<i>Total aggregate nominal value</i>	75000000

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 31/03/2015 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 : **40500000 A ORDINARY SHARES shares held as at the date of this return**
Name: **BERTELSMANN UK LIMITED**

Shareholding 2 : **34500000 B ORDINARY SHARES 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.