



SH01

## Return of allotment of shares



Companies House



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☒ **What this form is for**  
You may use this form to give notice of shares allotted following incorporation.

☐ **What this form is NOT for**  
You cannot use this form to give notice of shares taken by a company on formation of the company or for an allotment of a new class of shares by an unlimited company.

THURSDAY



\*A9ZK23GI\*  
A05 04/03/2021 #289  
COMPANIES HOUSE

**1 Company details**

Company number 01000608

Company name in full Management Consulting Group PLC

→ **Filling in this form**  
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by \*

**2 Allotment dates**

From Date 25/02/2021

To Date d/d m/m y/y

**1 Allotment date**  
If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

**3 Shares allotted**

Please give details of the shares allotted, including bonus shares.  
(Please use a continuation page if necessary.)

**2 Currency**  
If currency details are not completed we will assume currency is in pound sterling.

Currency <sup>2</sup>	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	Non-redeemable preference	1,941,919,335	0.0023	0.0023	0.0000

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

**Continuation page**  
Please use a continuation page if necessary.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

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## Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

**Complete a separate table for each currency (if appropriate).** For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
<b>Currency table A</b>				
GBP	Ordinary	1,516,528,424	15,165,284.24	
GBP	Non-redeemable preference	1,941,919,335	4,466,402	
<b>Totals</b>		3,458,447,759	19,631,686.24	0

<b>Currency table B</b>				
<b>Totals</b>				

<b>Currency table C</b>				
<b>Totals</b>				


<b>Totals (including continuation pages)</b>		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		3,458,447,759	19,631,686.24	0

❶ Please list total aggregate values in different currencies separately.  
For example: £100 + €100 + \$10 etc.

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<b>5</b>	<b>Statement of capital (prescribed particulars of rights attached to shares)</b>	
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4.	<p><b>Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation page</b> Please use a Statement of Capital continuation page if necessary.</p>
Class of share	Ordinary	
Prescribed particulars ①	<p>A) On a show of hands every ordinary shareholder shall have one vote and on a poll every ordinary shareholder shall have one vote for every ordinary share of which they are the holder.</p> <p>B) Each ordinary shareholder is entitled to receive payment of dividends in proportion to the amount paid up on his shares. The class of non-redeemable preference shares shall have a preferential right to receive dividends in priority to the ordinary shares, until such time as dividends equal in value to the subscription value of the non-redeemable preference shares have been paid by the company.</p>	
Class of share	Non-Redeemable Preference	
Prescribed particulars ①	<p>A) The non-redeemable preference shares carry voting rights equivalent to those of ordinary shares (one vote per share).</p> <p>B) The non-redeemable preference shares rank pari passu amongst each other and have a preferential right to receive dividends over the rights attaching to ordinary shares until such time as dividends equal in value to the subscription value of the non-redeemable preference shares have been paid by the company. Following such occurrence, the non-redeemable preference shares will rank equally with the ordinary shares with respect to dividend entitlements.</p>	
Class of share		
Prescribed particulars ①		

<b>6</b>	<b>Signature</b>	
	I am signing this form on behalf of the company.	
Signature	<p>Signature</p> <p>X  X</p>	<p><b>Societas Europaea</b> If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.</p> <p><b>Person authorised</b> Under either section 270 or 274 of the Companies Act 2006.</p>
	<p>This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars	<p>(C) Following a sale of all or substantially all of the assets of the company, the proceeds of such sale available for distribution, or, on a capital reduction or a return of capital (including on a liquidation or winding up) the assets of the company (insofar as they remain, following the payment of any liabilities), shall be applied as follows:</p> <p>(i) first, an amount equal to the aggregate par value of the non-redeemable preference shares minus the aggregate amount of any dividends or distributions made or paid to non-redeemable preference shareholders pari passu amongst non-redeemable preference shares and in priority to ordinary shares, shall first be paid to the holders of the preference shares;</p> <p>(ii) secondly, an amount equal to the aggregate par value of a non-redeemable preference share shall be paid to the holders of the ordinary shares in respect of each ordinary share they hold; and</p> <p>(iii) thirdly, any remaining balance shall be paid on a pro rata basis to the all shareholders, with the non-redeemable preference shares ranking parri passu with the ordinary shares for such purposes.</p> <p>D) The ordinary shares are not issued as redeemable, and are not redeemable (other than pursuant to chapter 5 of part 18 of the Companies Act 2006).</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Non-redeemable preference	
Prescribed particulars	<p>(C) Following a sale of all or substantially all of the assets of the company, the proceeds of such sale available for distribution, or, on a capital reduction or a return of capital (including on a liquidation or winding up) the assets of the company (insofar as they remain, following the payment of any liabilities), shall be applied as follows:</p> <p>(i) first, an amount equal to the aggregate par value of the non-redeemable preference shares minus the aggregate amount of any dividends or distributions made or paid to non-redeemable preference shareholders <i>pari passu</i> amongst non-redeemable preference shares and in priority to ordinary shares, shall first be paid to the holders of the preference shares;</p> <p>(ii) secondly, an amount equal to the aggregate par value of a non-redeemable preference share shall be paid to the holders of the ordinary shares in respect of each ordinary share they hold; and</p> <p>(iii) thirdly, any remaining balance shall be paid on a <i>pro rata</i> basis to the all shareholders, with the non-redeemable preference shares ranking <i>pari passu</i> with the ordinary shares for such purposes.</p> <p>D) The non-redeemable preference shares are not issued as redeemable, and are not redeemable (other than pursuant to chapter 5 of part 18 of the Companies Act 2006).</p>	

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Tom Quincey
Company name	Baker & McKenzie LLP
Address	100 New Bridge Street
Post town	London
County/Region	
Postcode	E C 4 V 6 J A
Country	United Kingdom
DX	
Telephone	+44 (0) 207 919 1000

**Checklist**

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

**Further information**

For further information please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)



Companies House

**COMPANY NAME: MANAGEMENT CONSULTING GROUP PLC**

**COMPANY NUMBER: 01000608**

**A second filed SH01 was registered on 04/08/2021.**