

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

BLUEPRINT

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☒ **What this form is for**
You may use this form to give notice
of consolidation, sub-division,
redemption of shares or
re-conversion of stock into shares.

☒ **What this form is NOT for**
You cannot use this form to
give notice of a conversion of share
into stock

THURSDAY



A11UR6Y2

A38

04/10/2012

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COMPANIES HOUSE

1 Company details

Company number 3 2 1 9 9 4 3

Company name in full Grosvenor Group Limited

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

All fields are mandatory unless
specified or indicated by *

2 Date of resolution

Date of resolution d 0 d 1 m 1 m 0 y 2 y 0 y 1 y 2

3 Consolidation

Please show the amendments to each class of share

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4 Sub-division

Please show the amendments to each class of share

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

5 Redemption

Please show the class number and nominal value of shares that have been redeemed
Only redeemable shares can be redeemed

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share
Non-voting, Zero Coupon Redeemable Preference ("B")	36,500,000	£1.00

SH02

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6 Re-conversion			
Please show the class number and nominal value of shares following re-conversion from stock			
New share structure			
Value of stock	Class of shares (E g Ordinary/Preference etc)	Number of issued shares	Nominal value of each share

Statement of capital

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form

7 Statement of capital (Share capital in pound sterling (£))				
Please complete the table below to show each share classes held in pound sterling				
If all your issued capital is in sterling, only complete Section 7 and then go to Section 10				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
12% NON CUMULATIVE IRREDEEMABLE PREFERENCE ("A")	1 00	0 00	5,684,877	£ 5,684,877 00
NON VOTING ORDINARY	1 00	0 00	45,479,016	£ 45,479,016 00
Non-voting, Zero Coupon Redeemable Preference ("B")	1 00	0 00	45,589,624	£ 45,589,624 00
ORDINARY	1 00	0 00	5,684,877	£ 5,684,877 00
Totals			102,438,394	£ 102,438,394 00

8 Statement of capital (Share capital in other currencies)				
Please complete the table below to show any class of shares held in other currencies.				
Please complete a separate table for each currency				
Currency				
Class of shares (E g Ordinary / Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value
Totals				

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share.

Continuation pages
Please use a Statement of Capital continuation page if necessary

③ Total number of issued shares in this class.

SH02

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9

Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	① Total aggregate nominal value Please list total aggregate values in different currencies separately for example £100 + €100 + \$10 etc
Total number of shares		
Total aggregate nominal value ①		

10

Statement of capital (Prescribed particulars of rights attached to shares) ②

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 7 and Section 8	② Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b. particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary
Class of share	£1 00 12% NON CUMULATIVE IRREDEEMABLE PREFERENCE ("A")	
Prescribed particulars	Voting rights limited to matters which vary privileges attached to them, priority rights to fixed, 12% non-cumulative, preference dividend and to capital distributions (including on winding up) ahead of holders of other shares, no redemption rights	
Class of share	£1 00 NON VOTING ORDINARY	
Prescribed particulars	Voting rights limited to matters which vary privileges attached to them, priority dividends after the 12% and redeemable prefs and return of capital (including on winding up) after preference shares, no redemption rights	
Class of share	£1 00 Non-voting, Zero Coupon Redeemable Preference ("B")	
Prescribed particulars	Voting rights limited to matters which vary rights, no dividend rights, priority right to return of capital after the 12% shares, redeemable following offer by the company, shares still in issue on 5th anniversary to become zero coupon shares	


SH02

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Class of share	£1 00 ORDINARY	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</p> <p>A separate table must be used for each class of share</p> <p>Please use a Statement of capital continuation page if necessary</p>
Prescribed particulars	Full voting rights, rights to dividends after the 12% and zero coupon shares and return of capital (including on winding up) after the 12%, redeemable and zero coupon shares, no redemption rights	
Class of share		
Prescribed particulars		

11

Signature

	I am signing this form on behalf of the company	
Signature	<p>Signature</p> <p>X  X</p>	<p>② Societas Europaea</p> <p>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>③ Person authorised</p> <p>Under either section 270 or 274 of the Companies Act 2006</p>
	<p>This form may be signed by</p> <p>Director ①, Secretary, Person authorised ①, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager</p>	

SH02

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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 J Ball/K Robinson

Company name Grosvenor Limited

Address 70 Grosvenor Street

Post town London W1K 3JP

Country/Region

Postcode

Country United Kingdom

DX

Telephone 020 7408 0988



Checklist

We may return 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 entered the date of resolution in Section 2
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6
- ☐ You have completed 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 NR Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk