

SH01

Return of allotment of shares



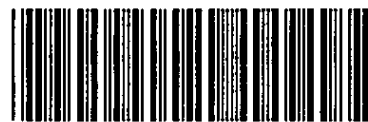
Companies House

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **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 subscriber
on formation of the company or
for an allotment of a new class of
shares by an unlimited company

FRIDAY



LD1 13/12/2013 #8
COMPANIES HOUSE

1 Company details

Company number **3219943**

Company name in full **GROSVENOR GROUP LIMITED**

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

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date

d	1	d	2	m	1	m	2	y	2	y	0	y	1	y	3
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

To Date

d		d		m		m		y		y		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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ²	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
Tracker	pound sterling	125,067,294	£1	£0	£0

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)

Bonus shares

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Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

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 redeemable preference ("A")	£1	£0	5,684,877	£ 5,684,877
Non voting ordinary	£1	£0	45,479,016	£ 45,479,016
Non voting zero coupon redeemable preference ("B")	£1	£0	21,589,624	£ 21,589,624
Ordinary	£1	£0	5,684,877	£ 5,684,877
Totals				£

5 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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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 ③
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate nominal value ④

④ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

② E g Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

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

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

- ① Including both the nominal value and any share premium
- ② Total number of issued shares in this class
- ③ E.g. Number of shares issued multiplied by nominal value of each share

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

	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 4 and Section 5	
Class of share	12% non cumulative irredeemable preference ("A")	
Prescribed particulars ①	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	non voting ordinary	
Prescribed particulars ①	voting rights limited to matters which vary privileges attached to them, priority dividends after the 12% and redeemable prefs and return of capital (on a winding up) after preference shares, no redemption rights	
Class of share	non voting zero coupon redeemable preference ("B")	
Prescribed particulars ①	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	

① 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

Continuation page

Please use a Statement of Capital continuation page if necessary

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Signature

I am signing this form on behalf of the company

Signature

Signature

X  X

This form may be signed by
 Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver,
 Receiver, Receiver manager, CIC manager

② Societas Europaea

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

② Person authorised

Under either section 270 or 274 of the Companies Act 2006

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

Class of share	Ordinary	
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	

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7- Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Tracker
Prescribed particulars	<p>As regards income, regardless of the rights attaching to any other class of shares of the company the profits which the company determines to distribute in any financial year shall be applied first in paying to the holders of the Tracker Shares a dividend of an amount equal to the amount of any dividend or other distribution which the company has itself received in respect of the shares it holds in Grosvenor Estate Finance Company ("GEFC") or which it has received by reference to the profits of GEFC</p> <p>As regards capital on a return of assets on liquidation of the company, regardless of the rights attaching to any other class of shares of the company the assets of the company available for distribution among the members shall be applied first in transferring to the holders of the Tracker Shares the shares in GEFC (or, if applicable, an amount equal to the net proceeds of sale of such shares)</p> <p>On a sale, demerger or other transfer of the company's shares in GEFC, or a return of assets on liquidation of GEFC, regardless of the rights attaching to any other class of shares of the company, the holders of the Tracker Shares shall be entitled to receive by way of dividend or return of capital either (i) an amount equal to the sum received by the company as a result of (or by reference to) such sale, demerger, transfer or liquidation or (ii) where the same involves non-cash consideration or non-cash proceeds, such non-cash consideration or proceeds</p> <p>As regards voting, the Tracker Shares shall not entitle the holders to receive notice of or attend, speak or vote at any General Meeting by virtue of their holding thereof save to the extent that the subject matter of the meeting or the resolution or resolutions to be passed at the meeting relates to the company's interest in GEFC Where the holders are so entitled to vote the Tracker Shares taken together shall, regardless of the rights attached to other shares in the capital of the company, carry 75 per cent of the votes capable of being cast on any resolution which relates to the company's interest in GEFC (and in relation to any such resolution each individual Tracker Share shall carry such number of votes as may be calculated by dividing the number of votes required to constitute 75 per cent of the votes capable of being cast on the relevant resolution by the number of Tracker Shares in the capital of the Company)</p> <p>No redemption rights</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 Judith Ball

Company name GROSVENOR

Address 70 GROSVENOR ST

Post town LONDON

County/Region

Postcode W1K 3JP

Country UK

DX

Telephone 02074080988

**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 appropriate 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.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