



FILE COPY

**CERTIFICATE OF REGISTRATION
OF ORDER OF COURT
ON
CANCELLATION OF SHARE PREMIUM ACCOUNT**

Company No. 3412290

Whereas **HMV GROUP PLC**

having by Special Resolution cancelled its share premium account as confirmed by an Order of the High Court of Justice, Chancery Division

dated the **19th October 2011**

Now therefore I hereby certify that the said Order was registered pursuant to section 649 of the Companies Act, 2006, on the **19th October 2011**

Given at Companies House the **19th October 2011**

WEDNESDAY



LD1

L46Z9YIJ
19/10/2011
COMPANIES HOUSE

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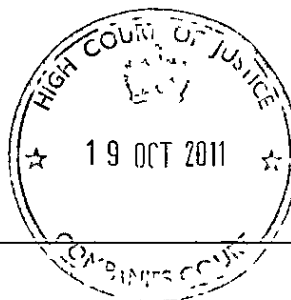
Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

SH19

Statement of capital



IRIS
LASERFORM

A fee is payable with this form.
Please see 'How to pay' on the last page

✓ What this form is for

You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement, or for a private or public limited company reducing its capital supported by a court order

✗ What this form is NOT for

You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

Company number 3 4 1 2 2 9 0

Company name in full HMV GROUP PLC

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

All fields are mandatory unless specified or indicated by *

Statement of capital

Section 2 (also **Section 3** and **Section 4** if appropriate) should reflect the company's share capital as reduced by the resolution

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

Please complete the table below to show any class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section 2** and then go to **Section 5**

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
ORDINARY	£0.01	£0.00	423587057	£ 4,235,870.57
				£
				£
				£
Totals			423587057	£ 4,235,870.57

3 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 ③
Totals					

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

Continuation pages

Please use a Statement of Capital continuation page if necessary

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Statement of capital



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				

- ① Including both the nominal value and any share premium
② Total number of issued shares in this class

- ③ Number of shares issued multiplied by nominal value of each share


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



4	Statement of capital (Totals)
	Please give the total number of shares and total aggregate nominal value of issued share capital
Total number of shares	423587057
Total aggregate ④ nominal value	£4,235,870.57
	④ Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

5	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 2 and Section 3 .
Class of share	0.01 ORDINARY
Prescribed particulars ⑤	EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES, EACH SHARE HAS EQUAL RIGHTS TO DIVIDENDS, EACH SHARE IS ENTITLED TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY.
	⑤ 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	
Prescribed particulars ⑤	 

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Statement of capital

Class of share		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 Please use a Statement of capital continuation page if necessary
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		

6	Signature	
	I am signing this form on behalf of the company	
Signature	Signature 	
	This form may be signed by Director 2 , Secretary, Person authorised 3 , 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 3 Person authorised Under either section 270 or 274 of the Companies Act 2006	



SH19

Statement of capital



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 **AYESHA CORRINE SINGH**

Company name **Simmons & Simmons LLP**

Address **CITYPOINT**

ONE ROPEMAKER STREET

Post town **LONDON**

County/Region

Postcode **E C 2 Y 9 S S**

Country

DX **DX Box No 12 Chancery Lane London**

Telephone **020 7628 2020**



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 completed the relevant sections of the statement of capital
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

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



How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House'



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 enquires@companieshouse.gov.uk

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



No 8623 of 2011

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

MR REGISTRAR BAISTER

19 October 2011

IN THE MATTER OF HMV GROUP

- and -

IN THE MATTER OF THE COMPANIES ACT 2006

ORDER

Simmons & Simmons LLP
CityPoint
One Ropemaker Street
London EC2Y 9SS

Tel +44 20 7628 2020

Ref 10162-31/GTD/GBB