



Companies House

AR01 (ef)

Annual Return



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Received for filing in Electronic Format on the: **24/11/2014**

Company Name: **CQS MANAGEMENT LIMITED**

Company Number: **03691917**

Date of this return: **19/11/2014**

SIC codes: **82990**

Company Type: **Private company limited by shares**

Situation of Registered Office: **5TH FLOOR 33 CHESTER STREET
LONDON
SW1X 7BL**

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MS APRIL LAUREN**

Surname: **SWAIN**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): **SIR MICHAEL**

Surname: **HINTZE**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **27/07/1953** Nationality: **AUSTRALIAN**
Occupation: **CHIEF INVESTMENT OFFICER**

Company Director 2

Type: **Person**
Full forename(s): **MR KEVIN LESLIE**

Surname: **JONES**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **JERSEY, CHANNEL ISLANDS**

Date of Birth: **05/07/1966** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

Company Director 3

Type: **Person**
Full forename(s): **SIR MICHAEL**

Surname: **PEAT**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **16/11/1949** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	155201
		<i>Aggregate nominal value</i>	155201
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

FULL RIGHTS OF ORDINARY SHARES, INCLUDING THE RIGHT TO VOTE AND RECEIVE DIVIDENDS.

Class of shares	PREFERENCE	<i>Number allotted</i>	190000
		<i>Aggregate nominal value</i>	190000
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

(A) PREFERENCE SHARES SHALL CONFER UPON THE HOLDERS THEREOF THE FOLLOWING RIGHTS AND PRIVILEGES: DIVIDENDS (A) THE HOLDERS OF PREFERENCE SHARES ARE ENTITLED TO BE PAID IN RESPECT OF EACH FINANCIAL YEAR OF THE COMPANY OUT OF PROFITS AVAILABLE FOR DISTRIBUTION AND FROM TIME TO TIME RESOLVED TO BE DISTRIBUTED A FIXED NON-CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE (EXCLUDING THE AMOUNT OF ANY ASSOCIATED TAX CREDIT) OF ONE MONTH LIBOR (AS AT THE DATE THE DIVIDEND IS DECLARED) OR SUCH GREATER AMOUNT AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS ON THE NOMINAL AMOUNT OF EACH OF THE PREFERENCE SHARES (THE "PREFERENTIAL DIVIDEND") (B) THE PREFERENTIAL DIVIDEND IS PAYABLE ANNUALLY IN ARREARS ON 31 DECEMBER (OR IF NOT A BUSINESS DAY, ON THE NEXT BUSINESS DAY) (THE "FIXED DIVIDEND DATE") IN RESPECT OF THE TWELVE MONTH PERIOD ENDING ON THAT DATE (EXCEPT THAT THE FIRST PREFERENTIAL DIVIDEND IS PAYABLE ON 31 DECEMBER IN RESPECT OF THE PERIOD STARTING ON THE DAY AFTER THE DATE OF FIRST ALLOTMENT OF THE PREFERENCE SHARES AND ENDING ON THAT DATE. (C) THE PREFERENTIAL DIVIDEND IS PAYABLE IN PRIORITY TO A PAYMENT OF A DIVIDEND TO THE HOLDERS OF ANY OTHER CLASS OF SHARE. (D) THE PREFERENCE SHARES DO NOT CONFER A FURTHER RIGHT TO PARTICIPATE IN THE COMPANY PROFITS. REDEMPTIONS THE PREFERENCE SHARES SHALL NOT BE LIABLE TO BE REDEEMED. RETURN OF CAPITAL (A) ON A RETURN OF CAPITAL ON A WINDING UP OR OTHERWISE (OTHER THAN ON CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE COMPANY'S ASSETS AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE APPLIED IN REPAYING TO THE HOLDER OF EACH PREFERENCE SHARE THE FOLLOWING AMOUNTS IN PRIORITY TO A REPAYMENT TO THE HOLDERS OF ANY OTHER CLASS OF SHARE: (I) THE AMOUNT OF ACCRUALS OF THE PREFERENTIAL DIVIDEND RELATING TO THE PREFERENCE SHARES, TO BE CALCULATED DOWN TO AND INCLUDING THE DATE OF COMMENCEMENT OF THE WINDING UP (IN THE CASE OF A WINDING UP) OR THE RETURN OF CAPITAL (IN ANOTHER CASE), TO BE PAYABLE WHETHER OR NOT THE PREFERENTIAL DIVIDEND HAS BEEN DECLARED OR EARNED; AND (II) THE NOMINAL AMOUNT OF THE PREFERENCE SHARE. (B) THE PREFERENCE SHARES DO NOT CONFER A FURTHER RIGHT TO PARTICIPATE IN THE COMPANY'S ASSETS AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS. VOTING AND MEETINGS (A) THE HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF ALL GENERAL MEETINGS OF THE COMPANY. THE HOLDERS OF PREFERENCE SHARES ARE NOT ENTITLED TO ATTEND OR VOTE AT A GENERAL MEETING UNLESS: (I) AT THE DATE OF THE NOTICE CONVENING THE MEETING AT LEAST SIX MONTHS HAVE ELAPSED AFTER A FIXED DIVIDEND DATE AND THE DIVIDEND PAYABLE ON THAT FIXED DIVIDEND DATE HAS NOT BEEN PAID AND FOR THIS PURPOSE A DIVIDEND IS DEEMED PAYABLE ON THE RELEVANT FIXED DIVIDEND DATE WHETHER OR NOT DECLARED; OR (II) THE BUSINESS OF THE MEETING INCLUDES CONSIDERATION OF A RESOLUTION OF (I) HE MAY VOTE IN RESPECT OF ANY RESOLUTION CONSIDERED AT THE MEETING AND, IF A HOLDER IS ENTITLED TO ATTEND AND VOTE AS A RESULT OF (II) HE MAY VOTE ONLY IN RESPECT OF THE RESOLUTION REFERRED TO IN (II) ONLY. (B) ON A SHOW OF HANDS, EACH HOLDER PRESENT IN PERSON (OR BEING A CORPORATION) BY A REPRESENTATIVE HAS ONE VOTE. ON A POLL EACH HOLDER PRESENT IN PERSON OR BY PROXY OR (BEING A BODY CORPORATE) BY A REPRESENTATIVE, IS ENTITLED TO EXERCISE ONE VOTE FOR EACH PREFERENCE SHARE HE HOLDS. (B) THE RIGHTS CONFERRED UPON THE HOLDERS OF PREFERENCE SHARES SHALL BE DEEMED TO BE VARIED BY: (I) THE REDUCTION OF THE CAPITAL PAID UP ON ANY OF THOSE SHARES; (II) THE CREATION OF FURTHER SHARES RANKING IN PRIORITY TO THEM FOR THE PAYMENT OF THE DIVIDEND OR CAPITAL; OR (III) ANY AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY OR THESE ARTICLES; BUT SHALL NOT BE DEEMED TO BE VARIED BY THE CREATION OR ISSUE OF FURTHER SHARES RANKING SUBSEQUENT TO THEM.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	345201
		<i>Total aggregate nominal value</i>	345201

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 19/11/2014 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 : **150000 PREFERENCE shares held as at the date of this return**
Name: **CQS CAYMAN LIMITED PARTNERSHIP**

Shareholding 2 : **155201 ORDINARY shares held as at the date of this return**
Name: **CQS LUXEMBOURG GLOBAL SARL**

Shareholding 3 : **40000 PREFERENCE shares held as at the date of this return**
Name: **CQS FINANCE SA**

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.