



Companies House

**AR01** (ef)

**Annual Return**



Received for filing in Electronic Format on the: **08/05/2015**

**X46Z8ZU3**

*Company Name:* **ODEON AND UCI CINEMAS GROUP LIMITED**

*Company Number:* **05194610**

*Date of this return:* **25/03/2015**

*SIC codes:* **70100**

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

*Situation of Registered Office:* **ST ALBANS HOUSE 57-59 HAYMARKET  
LONDON  
UNITED KINGDOM  
SW1Y 4QX**

**Officers of the company**

## *Company Secretary 1*

*Type:* **Person**  
*Full forename(s):* **MRS KIRSTEN**

*Surname:* **LAWTON**

*Former names:*

*Service Address:* **54 WHITCOMB STREET  
LONDON  
UNITED KINGDOM  
WC2H 7DN**

*Company Director*    ***1***

*Type:*                                **Person**

*Full forename(s):*                **MR PAUL MICHAEL**

*Surname:*                                **DONOVAN**

*Former names:*

*Service Address:*                        **ST ALBANS HOUSE 57-59 HAYMARKET  
LONDON  
ENGLAND AND WALES  
UNITED KINGDOM  
SW1Y 4QX**

*Country/State Usually Resident:*    **ENGLAND**

*Date of Birth:*    **28/06/1958**                                *Nationality:*    **BRITISH**

*Occupation:*    **CHIEF EXECUTIVE**

## *Company Director* 2

*Type:* **Person**  
*Full forename(s):* **MR IAN ANDREW**

*Surname:* **SHEPHERD**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **30/04/1969** *Nationality:* **BRITISH**

*Occupation:* **COMPANY DIRECTOR**

---

## *Company Director* 3

*Type:* **Person**  
*Full forename(s):* **MR MARK JONATHAN**

*Surname:* **WAY**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:* **ENGLAND**

*Date of Birth:* **28/09/1971** *Nationality:* **BRITISH**

*Occupation:* **CHARTERED ACCOUNTANT**

## Statement of Capital (Share Capital)

---

<b>Class of shares</b>	<b>DEFERRED</b>	<i>Number allotted</i>	94566927
		<i>Aggregate nominal value</i>	94566927
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

### *Prescribed particulars*

EACH HOLDER OF DEFERRED SHARES SHALL HAVE NO RIGHT TO RECEIVE NOTICE OF, ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY, OR TO RECEIVE COPIES OF OR AGREE TO A PROPOSED WRITTEN RESOLUTION. NO DIVIDEND OR DISTRIBUTION SHALL BE DECLARED OR PAID IN RESPECT OF DEFERRED SHARES SAVE ON AN EXIT, IN ACCORDANCE WITH ARTICLE 32.4 OF THE COMPANY'S ARTICLES. ON A LIQUIDATION, THE COMPANY WILL DISTRIBUTE THE AMOUNT EQUAL TO THE DEFERRED SHAREHOLDERS FIRST AND FIFTHLY, DISTRIBUTE THE BALANCE (IF ANY) TO THE DEFERRED SHAREHOLDERS, PRO RATA AN AMOUNT EQUAL TO THE NOMINAL AMOUNT PAID UP ON EACH DEFERRED SHARE IN ACCORDANCE WITH ARTICLE 32.4 OF THE COMPANY'S ARTICLES.

<b>Class of shares</b>	<b>A ORDINARY</b>	<i>Number allotted</i>	19552
		<i>Aggregate nominal value</i>	19552
<i>Currency</i>	GBP	<i>Amount paid per share</i>	830.877
		<i>Amount unpaid per share</i>	0

### *Prescribed particulars*

EACH HOLDER OF A ORDINARY SHARES SHALL HAVE ONE VOTE ON A SHOW OF HANDS AND ONE VOTE FOR EACH NEW A ORDINARY SHARE HELD BY THEM ON A POLL. IN THE EVENT OF AN EXIT, A SHAREHOLDERS WILL BE PAID AFTER THE DEFERRED SHAREHOLDERS HAVE RECEIVED IN AGGREGATE AN AMOUNT EQUAL TO THE DEFERRED RETURN THEN OUTSTANDING, A SHAREHOLDERS SHALL RECEIVE IN AGGREGATE AN AMOUNT EQUAL TO THE ADJUSTED INVESTMENT AMOUNT AS DEFINED IN THE COMPANY'S ARTICLES. ANY OF THE RIGHTS ATTACHING TO A SHARE MAY BE VARIED OR ABROGATED BY THE CONSENT IN WRITING OF THE A SHAREHOLDER OR BY AN ORDINARY RESOLUTION PASSED AT SEPARATE GENERAL MEETING OR BY WRITTEN RESOLUTION OF THE A SHAREHOLDERS.

<b>Class of shares</b>	<b>B ORDINARY</b>	<i>Number allotted</i>	1257
		<i>Aggregate nominal value</i>	1257
<i>Currency</i>	GBP	<i>Amount paid per share</i>	11.933
		<i>Amount unpaid per share</i>	0

### *Prescribed particulars*

EACH HOLDER OF B ORDINARY SHARES SHALL HAVE ONE VOTE ON A SHOW OF HANDS AND ONE VOTE FOR EACH B ORDINARY SHARE HELD BY THEM ON A POLL.

<b>Class of shares</b>	<b>C ORDINARY</b>	<i>Number allotted</i>	<b>1257</b>
		<i>Aggregate nominal value</i>	<b>1257</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>5.96</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

**EACH HOLDER OF C ORDINARY SHARES SHALL HAVE ONE VOTE ON A SHOW OF HANDS AND ONE VOTE FOR EACH D ORDINARY SHARE HELD BY THEM ON A POLL.**

<b>Class of shares</b>	<b>D ORDINARY</b>	<i>Number allotted</i>	<b>1257</b>
		<i>Aggregate nominal value</i>	<b>1257</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>5.96</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

**EACH HOLDER OF D ORDINARY SHARES SHALL HAVE ONE VOTE ON A SHOW OF HANDS AND ONE VOTE FOR EACH D ORDINARY SHARE HELD BY THEM ON A POLL.**

---

## Statement of Capital (Totals)

---

<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>94590250</b>
		<i>Total aggregate nominal value</i>	<b>94590250</b>

---

## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 25/03/2015 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* : **35691227 DEFERRED shares held as at the date of this return**  
*Name:* **ODEON AND UCI CINEMAS HOLDINGS**

*Shareholding 2* : **58875700 DEFERRED shares held as at the date of this return**  
*Name:* **ODEON AND UCI CINEMAS HOLDINGS LIMITED**

*Shareholding 3* : **9953 A ORDINARY shares held as at the date of this return**  
*Name:* **ODEON AND UCI CINEMAS HOLDINGS LIMITED**

*Shareholding 4* : **8271 A ORDINARY shares held as at the date of this return**

*Name:* **ODEON AND UCI CINEMAS HOLDINGS LIMITED**

*Shareholding 5* : **1328 A ORDINARY shares held as at the date of this return**

*Name:* **ODEON AND UCI CINEMAS HOLDINGS LIMITED**

*Shareholding 6* : **1257 B ORDINARY shares held as at the date of this return**

*Name:* **PAUL DONOVAN**

*Shareholding 7* : **1257 C ORDINARY shares held as at the date of this return**

*Name:* **MARK JONATHAN WAY**

*Shareholding 8* : **1257 D ORDINARY shares held as at the date of this return**

*Name:* **IAN ANDREW SHEPHERD**

---

### *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

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