



Companies House

CS01 (ef)

Confirmation Statement

Company Name: **FOSTER + PARTNERS GROUP LIMITED**

Company Number: **05976343**



Received for filing in Electronic Format on the: **04/11/2016**

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Company Name: **FOSTER + PARTNERS GROUP LIMITED**

Company Number: **05976343**

Confirmation **24/10/2016**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	330000
	ORDINARY	Aggregate nominal value:	330
Currency:	GBP		

Prescribed particulars

1. VOTING RIGHTS THE A ORDINARY SHAREHOLDERS SHALL NOT BE ENTITLED TO VOTE ON A WRITTEN RESOLUTION OR AT A GENERAL MEETING UNLESS: (I) CERTAIN DEFAULT EVENTS HAVE OCCURRED, (II) THE COMPANY HAS INSUFFICIENT AVAILABLE PROFITS TO PAY ANY OVERDUE AMOUNTS TO THE A ORDINARY SHAREHOLDERS AND (III) THE A ORDINARY SHAREHOLDERS HAVE SERVED A VALID NOTICE ON THE COMPANY, IN WHICH CASE THE A ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO VOTE AND PASS ANY WRITTEN RESOLUTION AND ATTEND AND PASS ANY RESOLUTION AT A GENERAL MEETING, PROVIDED (I) SUCH RESOLUTIONS HAVE BEEN RECOMMENDED BY REPUTABLE PROFESSIONAL ADVISERS APPOINTED BY A MAJORITY OF THE A ORDINARY SHAREHOLDERS, AND (II) EACH RESOLUTION IS NECESSARY TO FACILITATE THE PAYMENT OF ANY OVERDUE AMOUNTS TO THE A ORDINARY SHAREHOLDERS.

2. RIGHT TO DIVIDENDS THE A ORDINARY SHAREHOLDERS ARE ENTITLED TO A CUMULATIVE PREFERENTIAL DIVIDEND PAYABLE ANNUALLY BY THE COMPANY WITHOUT RESOLUTION BY THE BOARD OR THE SHAREHOLDERS, AND BEFORE THE APPLICATION OF PROFITS FOR ANY OTHER PURPOSE. IF THE COMPANY IS UNABLE TO PAY THE PREFERENTIAL DIVIDEND WHEN DUE IN FULL FOR WHATEVER REASON THEN IT SHALL (I) PAY SUCH AMOUNT THAT IT IS LEGALLY ABLE TO DO SO AND (II) APPLY THE FIRST AVAILABLE PROFITS ARISING THEREAFTER TOWARDS PAYING OFF ANY OUTSTANDING AMOUNTS UNTIL THE OUTSTANDING AMOUNTS HAVE BEEN SATISFIED IN FULL BY THE COMPANY.

3. RIGHTS ON A RETURN OF CAPITAL ON A RETURN OF CAPITAL ANY SURPLUS ASSETS OF THE COMPANY SHOULD BE APPLIED IN PAYING THE A ORDINARY SHAREHOLDERS A SUM EQUAL TO (I) THE £40 MILLION (LESS A SUM EQUAL TO ANY AMOUNTS ALREADY REPAID) AND (II) THE AGGREGATE AMOUNT OF ANY ACCRUED BY UNPAID PREFERENTIAL DIVIDEND AS AT THE DATE OF THE RETURN OF CAPITAL. IF AN EXIT OCCURS BEFORE 30 JUNE 2016, THE A ORDINARY SHAREHOLDERS SHALL BE PAID A SUM EQUAL TO 40% OF THE BALANCE OF ALL ASSETS REMAINING AFTER ALL PAYMENTS TO BE MADE IN PRIORITY. THE RIGHTS OF THE A ORDINARY SHAREHOLDERS ON A RETURN OF CAPITAL RANK IN PRIORITY TO THOSE OF THE B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS.

4. RIGHTS OF REDEMPTION 30,000 A ORDINARY SHARES SHALL BE REDEEMED ON 30 APRIL 2015,

40,000 A ORDINARY SHARES SHALL BE REDEEMED ON 30 APRIL OF EACH OF 2016, 2017, 2018 AND 2019, 50,000 A ORDINARY SHARES SHALL BE REDEEMED ON 30 APRIL OF EACH OF 2020, 2021 AND 2022 AND 60,000 A ORDINARY SHARES SHALL BE REDEEMED ON 20 APRIL 2023 SUBJECT TO THERE BEING SUFFICIENT AVAILABLE PROFITS. THE COMPANY SHALL ALSO REDEEM SUCH NUMBERS OF A ORDINARY SHARES FROM TIME TO TIME AS REQUIRED TO PAY TO THE A ORDINARY SHAREHOLDERS A SUM EQUAL TO CERTAIN PERCENTAGES OF CASH PAYMENTS MADE BY THE COMPANY OR ITS SUBSIDIARY UNDERTAKINGS. THE COMPANY MAY REDEEM ANY A ORDINARY SHARES BY SERVING NOTICE ON THE A ORDINARY SHAREHOLDERS. ALL A ORDINARY SHARES SHALL BE REDEEMED ON CERTAIN EXIT EVENTS, REFINANCING EVENTS OR BORROWING EVENTS. ON REDEMPTION, THE COMPANY SHALL PAY TO THE A ORDINARY SHAREHOLDER (SUBJECT TO THERE BEING SUFFICIENT AVAILABLE PROFITS) THE SUM OF £100 FOR EACH A ORDINARY SHARE PLUS ANY UNPAID PREFERENTIAL DIVIDEND ON SUCH SHARE.

Class of Shares:	B	Number allotted	962940
	ORDINARY	Aggregate nominal value:	962940
Currency:	GBP		

Prescribed particulars

1. VOTING RIGHTS THE B ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO RECEIVE NOTICE OF ANY GENERAL MEETING OR WRITTEN RESOLUTION, AND SHALL HAVE ONE VOTE PER SHARE ON A WRITTEN RESOLUTION OR POLL VOTE, AND ONE VOTE ONLY ON A SHOW OF HANDS. 2. RIGHT TO DIVIDENDS SUBJECT TO THE RIGHTS OF THE A ORDINARY SHAREHOLDERS TO THE PREFERENTIAL DIVIDEND, ANY AVAILABLE PROFITS SHALL BE DISTRIBUTED PRO RATA AMONGST THE B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS AS IF THE B ORDINARY SHARES AND C ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE. 3. RIGHTS ON A RETURN OF CAPITAL ON A RETURN OF CAPITAL THE BALANCE OF THE COMPANY'S ASSETS (AFTER ALL PAYMENTS MADE IN PRIORITY HAVE BEEN MADE) SHALL BE DISTRIBUTED PRO RATA AMONGST THE B ORDINARY SHAREHOLDERS AND THE C ORDINARY SHAREHOLDERS AS IF THE B ORDINARY SHARES AND C ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE. 4. RIGHTS OF REDEMPTION THE B ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	C	Number allotted	237084
	ORDINARY	Aggregate nominal value:	237084

Currency: **GBP**

Prescribed particulars

1. VOTING RIGHTS THE C ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO RECEIVE NOTICE OF ANY GENERAL MEETING OR WRITTEN RESOLUTION, AND SHALL HAVE ONE VOTE PER SHARE ON A WRITTEN RESOLUTION OR POLL VOTE, AND ONE VOTE ONLY ON A SHOW OF HANDS. 2. RIGHT TO DIVIDENDS SUBJECT TO THE RIGHTS OF THE A ORDINARY SHAREHOLDERS TO THE PREFERENTIAL DIVIDEND, ANY AVAILABLE PROFITS SHALL BE DISTRIBUTED PRO-RATA AMONGST THE B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS AS IF THE B ORDINARY SHARES AND C ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE. 3. RIGHTS ON A RETURN OF CAPITAL ON A RETURN OF CAPITAL THE BALANCE OF THE COMPANY'S ASSETS (AFTER ALL PAYMENTS MADE IN PRIORITY HAVE BEEN MADE) SHALL BE DISTRIBUTED PRO RATA AMONGST THE B ORDINARY SHAREHOLDERS AND THE C ORDINARY SHAREHOLDERS AS IF THE B ORDINARY SHARES AND C ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARE. 4. RIGHTS OF REDEMPTION THE C ORDINARY SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1530024
		Total aggregate nominal value:	1200354
		Total aggregate amount unpaid:	0

Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

A full list of shareholders for a non-traded company are shown below

Shareholding 1:	327126 A ORDINARY shares held as at the date of this confirmation statement
Name:	3I GROUP PLC
Shareholding 2:	296 A ORDINARY shares held as at the date of this confirmation statement
Name:	GLOBAL GROWTH CO-INVEST 2006-08 LP
Shareholding 3:	2094 A ORDINARY shares held as at the date of this confirmation statement
Name:	PAN EUROPEAN GROWTH CO-INVEST 2006-08 LP
Shareholding 4:	120 A ORDINARY shares held as at the date of this confirmation statement
Name:	PAN EUROPEAN GROWTH (DUTCH) A CO-INVEST 2006-08 LP
Shareholding 5:	364 A ORDINARY shares held as at the date of this confirmation statement
Name:	PAN EUROPEAN GROWTH (NORDIC) CO-INVEST 2006-08
Shareholding 6:	237084 C ORDINARY shares held as at the date of this confirmation statement
Name:	LORD FOSTER OF THAMES BANK OM
Shareholding 7:	61000 B ORDINARY shares held as at the date of this confirmation statement
Name:	DAVID NELSON
Shareholding 8:	61000 B ORDINARY shares held as at the date of this confirmation statement
Name:	SPENCER DE GREY
Shareholding 9:	60022 B ORDINARY shares held as at the date of this confirmation statement
Name:	GRANT BROOKER
Shareholding 10:	36000 B ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL KALKHOVEN
Shareholding 11:	60022 B ORDINARY shares held as at the date of this confirmation statement
Name:	GERARD EVENDEN

Shareholding 12:	60022 B ORDINARY shares held as at the date of this confirmation statement
Name:	NIGEL DANCEY
Shareholding 13:	36000 B ORDINARY shares held as at the date of this confirmation statement
Name:	MARK SUTCLIFFE
Shareholding 14:	17805 B ORDINARY shares held as at the date of this confirmation statement
Name:	ANDY BOW
Shareholding 15:	60022 B ORDINARY shares held as at the date of this confirmation statement
Name:	STEFAN BEHLING
Shareholding 16:	330981 B ORDINARY shares held as at the date of this confirmation statement
Name:	AMBER HOLDCO SHARE TRUST
Shareholding 17:	60022 B ORDINARY shares held as at the date of this confirmation statement
Name:	MATTHEW STREETS
Shareholding 18:	60022 B ORDINARY shares held as at the date of this confirmation statement
Name:	DAVID SUMMERFIELD
Shareholding 19:	60022 B ORDINARY shares held as at the date of this confirmation statement
Name:	LUKE FOX

Persons with Significant Control (PSC)

PSC Statements

The company knows or has reasonable cause to believe that there is no registrable person or registrable relevant legal entity in relation to the company.

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

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