



Companies House

AR01 (ef)

Annual Return



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

Company Number: **05976343**

Date of this return: **24/10/2014**

SIC codes: **64209**

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

Situation of Registered Office: **RIVERSIDE THREE ALBERT WHARF
22 HESTER ROAD
LONDON
SW11 4AN**

Officers of the company

Company Director 1

Type: **Person**
Full forename(s): **LORD NORMAN**

Surname: **FOSTER OF THAMES BANK OM**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **SWITZERLAND**

Date of Birth: **01/06/1935** Nationality: **BRITISH**

Occupation: **ARCHITECT**

Company Director 2

Type: **Person**
Full forename(s): **VICTOR FREDERICK**

Surname: **GANZI**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **USA**

Date of Birth: **14/02/1947** Nationality: **UNITED STATES**

Occupation: **EXECUTIVE**

Company Director 3

Type: **Person**
Full forename(s): **MR STUART JOHN**

Surname: **MINERS**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **20/01/1977** *Nationality:* **BRITISH**

Occupation: **INVESTMENT PROFESSIONAL**

Company Director 4

Type: **Person**
Full forename(s): **MR DAVID BRIAN**

Surname: **NELSON**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **15/04/1951** *Nationality:* **BRITISH CITIZEN**

Occupation: **ARCHITECT**

Company Director **5**

Type: **Person**

Full forename(s): **MR MATTHEW ALEXANDER**

Surname: **STREETS**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **11/01/1962**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	A ORDINARY	<i>Number allotted</i>	400000
		<i>Aggregate nominal value</i>	400
<i>Currency</i>	GBP	<i>Amount paid</i>	100
		<i>Amount unpaid</i>	0

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 ORDINARY	<i>Number allotted</i>	962940
		<i>Aggregate nominal value</i>	962940
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

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 ORDINARY	<i>Number allotted</i>	237084
		<i>Aggregate nominal value</i>	237084
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

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)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1600024
		<i>Total aggregate nominal value</i>	1200424

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 24/10/2014 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 : **396517 A ORDINARY shares held as at the date of this return**

52407 shares transferred on 2014-06-30

26016 shares transferred on 2014-06-30

18195 shares transferred on 2014-06-30

26016 shares transferred on 2014-06-30

26016 shares transferred on 2014-06-30

12195 shares transferred on 2014-06-30

30217 shares transferred on 2014-06-30

145678 shares transferred on 2014-06-30

36212 shares transferred on 2014-06-30

48622 shares transferred on 2014-06-30

54022 shares transferred on 2014-06-30

Name: **3I GROUP PLC**

Shareholding 2 : **0 A ORDINARY shares held as at the date of this return**

213739 shares transferred on 2012-06-25

Name: **3I GLOBAL GROWTH 2006-08 LP**

Shareholding 3 : **0 A ORDINARY shares held as at the date of this return**

106870 shares transferred on 2012-06-25

Name: **3I PAN EUROPEAN GROWTH 2006-08 LP**

Shareholding 4 : **359 A ORDINARY shares held as at the date of this return**

431 shares transferred on 2014-06-30

Name: **GLOBAL GROWTH CO-INVEST 2006-08 LP**

Shareholding 5 : **2538 A ORDINARY shares held as at the date of this return**

3044 shares transferred on 2014-06-30

Name: **PAN EUROPEAN GROWTH CO-INVEST 2006-08 LP**

Shareholding 6 : **145 A ORDINARY shares held as at the date of this return**

174 shares transferred on 2014-06-30

Name: PAN EUROPEAN GROWTH (DUTCH) A CO-INVEST 2006-08 LP

Shareholding 7 : 441 A ORDINARY shares held as at the date of this return
529 shares transferred on 2014-06-30

Name: PAN EUROPEAN GROWTH (NORDIC) CO-INVEST 2006-08

Shareholding 8 : 237084 C ORDINARY shares held as at the date of this return

Name: LORD FOSTER OF THAMES BANK OM

Shareholding 9 : 61000 B ORDINARY shares held as at the date of this return

Name: DAVID NELSON

Shareholding 10 : 61000 B ORDINARY shares held as at the date of this return

Name: SPENCER DE GREY

Shareholding 11 : 0 B ORDINARY shares held as at the date of this return

4806 shares transferred on 2014-03-28

Name: MOUZHAN MAJIDI

Shareholding 12 : 0 C ORDINARY shares held as at the date of this return

69000 shares transferred on 2014-03-28

Name: MOUZHAN MAJIDI

Shareholding 13 : 0 B ORDINARY shares held as at the date of this return

4004 shares transferred on 2014-01-22

Name: BRANDON HAW

Shareholding 14 : 0 C ORDINARY shares held as at the date of this return

30000 shares transferred on 2014-01-22

Name: BRANDON HAW

Shareholding 15 : 60022 B ORDINARY shares held as at the date of this return

Name: GRANT BROOKER

Shareholding 16 : 0 C ORDINARY shares held as at the date of this return

Name: GRANT BROOKER

Shareholding 17 : 36000 B ORDINARY shares held as at the date of this return

Name: PAUL KALKHOVEN

Shareholding 18 : 0 C ORDINARY shares held as at the date of this return

Name: PAUL KALKHOVEN

Shareholding 19 : 60022 B ORDINARY shares held as at the date of this return

Name: GERARD EVENDEN

Shareholding 20 : 0 C ORDINARY shares held as at the date of this return
Name: GERARD EVENDEN

Shareholding 21 : 60022 B ORDINARY shares held as at the date of this return
Name: NIGEL DANCEY

Shareholding 22 : 0 C ORDINARY shares held as at the date of this return
Name: NIGEL DANCEY

Shareholding 23 : 36000 B ORDINARY shares held as at the date of this return
Name: MARK SUTCLIFFE

Shareholding 24 : 0 C ORDINARY shares held as at the date of this return
Name: MARK SUTCLIFFE

Shareholding 25 : 17805 B ORDINARY shares held as at the date of this return
Name: ANDY BOW

Shareholding 26 : 0 C ORDINARY shares held as at the date of this return
Name: ANDY BOW

Shareholding 27 : 60022 B ORDINARY shares held as at the date of this return
Name: STEFAN BEHLING

Shareholding 28 : 0 C ORDINARY shares held as at the date of this return
Name: STEFAN BEHLING

Shareholding 29 : 330981 B ORDINARY shares held as at the date of this return
Name: AMBER HOLDCO SHARE TRUST

Shareholding 30 : 60022 B ORDINARY shares held as at the date of this return
Name: MATTHEW STREETS

Shareholding 31 : 60022 B ORDINARY shares held as at the date of this return
Name: DAVID SUMMERFIELD

Shareholding 32 : 60022 B ORDINARY shares held as at the date of this return
Name: LUKE FOX

Authorisation

Authenticated

This form was authorised by one of the following:

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