

SH08

Notice of name or other designation of class of shares

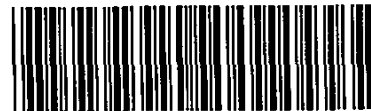


☒ **What this form is for**
You may use this form to give notice
of name or other designation of
class of shares

☐ **What this form is NOT for**
You cannot use this form to
give notice of name or other
designations of members. To do
this use form SH13

For further information, please

gov.uk



A185S9E8

A27

03/05/2012

#331

COMPANIES HOUSE

THURSDAY

Company details

Company number 07105905

Company name in full Carphone Warehouse Group Public Limited Company

Filing in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

Date of assignment

Please insert the date on which the name or designation was assigned

Date of assignment 03/01/2012

Class(es) of shares

Existing class/description of shares	Name (or new name) or other designation
C irredeemable preference shares of 0.01p each	Deferred shares of 0.01p each

Signature

I am signing this form on behalf of the company

Signature

Signature

X

X

This form may be signed by
Director ¹, Secretary, Person authorised ², Administrator, Administrative
receiver, Receiver, Receiver manager, CIC manager

¹ 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

² Person authorised

Under either Section 270 or 274 of
the Companies Act 2006

SH08

Notice of name or other designation of class of shares

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	Caroline Rayson
Company name	Osborne Clarke
Address	One London Wall
	London Wall
	London
Post town	
County/Region	
Postcode	E C 2 Y 5 E B
Country	
DX	
Telephone	020 7105 7384



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 entered the date of assignment in section 2
- ☐ You have completed section 3
- ☐ You have signed the form

Important information

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

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 enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

SH10

Notice of particulars of variation of rights attached to shares



What this form is for

You may use this form to give notice of particulars of variation of rights attached to shares



What this form is NOT for

You cannot use this form to give notice of particulars of variation of class rights of members. To do this, please use form SH12

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

Company details

Company number 07105905

Company name in full Carphone Warehouse Group Public Limited Company

Filing in this form

Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

Date of variation of rights

Date of variation of rights 31/01/2012

Details of variation of rights

Please give details of the variation of rights attached to shares

Variation

Pursuant to the articles of association adopted by the company on 20 January 2012, the 129,671,384 C irredeemable preference shares of 0.01 pence each were reclassified as 129,671,384 deferred share of 0.01 pence in the capital of the company having such rights as set out on the attached continuation sheet

Continuation pages

Please use a continuation page if you need to enter more details

Signature

I am signing this form on behalf of the company

Signature

Signature

X  X

This form may be signed by

Director 1 Secretary, Person authorised 2 Administrator, Administrative receiver, Receiver, Receiver manager, Chantry commission receiver and manager, CIC manager

1 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

2 Person authorised

Under either Section 270 or 274 of the Companies Act 2006

SH10

Notice of particulars of variation of rights attached to shares

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
Caroline Rayson

Company name
Osborne Clarke

Address
1 London Wall

London

Post town

County/Region

Postcode
E C 2 Y 5 E B

Country

DX
DX 466 LDE

Telephone
+44 (0) 20 7105 7000

☒ 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 entered the date of variation of rights in section 2
- ☐ You have provided details of the variation of rights in section 3
- ☐ You have signed the form

Important information

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

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 enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

SH10 - continuation page

Notice of particulars of variation of rights attached to shares



Details of variation of rights

	Please give details of the variation of rights attached to shares	
Variation	<p>The deferred shares carry the following rights</p> <p>a) Voting</p> <p>The holders of the Deferred Shares shall not be entitled, in their capacity as holders of such shares, to receive notice of any general meeting of the Company or to attend, speak or vote at any such meeting</p> <p>b) Dividends</p> <p>The Deferred Shares shall confer no right to participate in the profits of the Company</p> <p>c) Capital</p> <p>On a return of capital on a winding-up (excluding any intra-group reorganisation on a solvent basis), there shall be paid to the holders of the Deferred Shares the nominal capital paid up, or credited as paid up, on such Deferred Shares after</p> <p>(i) firstly, paying to the holders of the B Shares and the holders of the C Shares pari passu as if the same were consolidated as one class, the amounts they are entitled to receive on a winding-up in accordance with their terms, and</p> <p>(ii) secondly, paying to the holders of the Deferred Shares one pound in aggregate, the payment of which to any holder of Deferred Shares shall satisfy this requirement, and</p> <p>(iii) thirdly, paying to the holders of the Ordinary Shares the amount paid up or credited as paid up on each such Ordinary Share</p> <p>The holders of the Deferred Shares shall not be entitled to any further right of participation in the assets of the Company</p> <p>d) Redemption</p> <p>No right of redemption</p>	