

IN THE HIGH COURT OF JUSTICE

Claim No. 1799 of 2010

CHANCERY DIVISION

COMPANIES COURT

Before the Honourable Mr Justice Norris

26 March 2010



IN THE MATTER OF CARPHONE WAREHOUSE GROUP PLC - 7105905
(FORMERLY NEW CARPHONE WAREHOUSE PLC)

AND

IN THE MATTER OF THE COMPANIES ACT 2006

UPON THE APPLICATION BY CLAIM FORM dated 2 March 2010 of the above-named Carphone Warehouse Group plc (formerly New Carphone Warehouse PLC) (the "**Company**") whose registered office is situated at 1 Portal Way, London W3 6RS

AND UPON HEARING Counsel for the Company

AND UPON READING the said Claim Form and the evidence

THIS COURT ORDERS that



- (1) The reduction of the issued share capital of the Company resolved on and effected by a Special Resolution passed at a General Meeting of the Company held on 28 January 2010 be and the same is hereby confirmed in accordance with the provisions of the Companies Act 2006
- (2) The reduction of the Company's share premium account by £985,966,099 754 resolved on and effected by a Special Resolution passed at a General Meeting of the Company held on 28 January 2010 be and the same is hereby confirmed in accordance with the provisions of the Companies Act 2006

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AND THE COURT HEREBY APPROVES the statement of capital (the "Statement") set forth in the Schedule hereto

AND IT IS ORDERED that this Order be produced to the Registrar of Companies of England and Wales and that an Office Copy hereof be delivered to him together with a copy of the said Statement

AND IT IS ORDERED that notice of the registration by the Registrar of Companies of England and Wales of this Order and of the said Statement be published once in The Times newspaper within 21 days after such registration

Dated 26 March 2010

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Statement of capital



☒ **What this form is for**
You may use this form to complete a statement of capital for a private company reducing its share capital supported by a solvency statement or court order

☐ **What this form is NOT for**
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

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 plc
(formerly New Carphone Warehouse PLC)

► **Filling in this form**
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

Statement of capital

Section 2 (also Section 3 and Section 4 if appropriate) should reflect the company's share capital as reduced by the resolution

Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show any class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section 2 and then go to Section 5

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share (1)	Amount (if any) unpaid on each share (1)	Number of shares (2)	Aggregate nominal value (3)
Ordinary shares	£0.001	£0.00	457,054,122	£ 457054.12
Redeemable preference shares	£12,500	£37,500	1	£ 50000.00
				£
				£
Totals			457054123	£ 507054.12

Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency	Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share (1)	Amount (if any) unpaid on each share (1)	Number of shares (2)	Aggregate nominal value (3)
Totals					

(1) Including both the nominal value and any share premium

(3) Number of shares issued multiplied by nominal value of each share

(2) Total number of issued shares in this class

Continuation pages
Please use a Statement of Capital continuation page if necessary

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Statement of capital

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share 1	Amount (if any) unpaid on each share 1	Number of shares 2	Aggregate nominal value 3
Totals				

1 Including both the nominal value and any share premium

3 Number of shares issued multiplied by nominal value of each share

Continuation pages

Please use a Statement of Capital continuation page if necessary

2 Total number of issued shares in this class

4

Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate 4
nominal value

4 Total aggregate nominal value
Please list total aggregate values in different currencies separately
For example £100 + €100 + \$10 etc

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Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 2 and Section 3

Class of share

Ordinary shares of 0.1 pence each

Prescribed particulars 5

The ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights, they do not confer any rights of redemption.

5 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Please use a Statement of capital continuation page if necessary

Class of share

Redeemable preference shares of 0.1 pence each

Prescribed particulars 5

See attached continuation sheet

SH19 - continuation page

Statement of capital



Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	Redeemable preference shares of 0.1 pence each	
Prescribed particulars ¹	<p>Voting: The redeemable preference shares shall carry no votes and a holder of a redeemable preference share shall not, by virtue of its holding of that redeemable preference share, have any right to receive notice of, attend, speak or vote at any general meeting of the company unless a resolution is to be proposed to wind up the company or a resolution is to be proposed which varies, modifies, alters or abrogates the rights attaching to the redeemable preference shares</p> <p>Dividends: Each holder of redeemable preference shares shall be entitled, in priority to all other classes of shares in issue from time to time, to be paid out of profits of the company available for distribution a cumulative dividend for each redeemable preference share, payable on 31 December annually, at a rate per annum equal to 1% of its paid up nominal value (pro rata temporis, in the case of a period of less than a year and provided that no such dividend shall be payable in respect of any period ending on or prior to 31 December 2010)</p> <p>Capital: On a return of capital on a winding-up or a reduction of capital or otherwise (other than on conversion, redemption or purchase of shares or a capitalisation issue), each redeemable preference share shall confer on the holder of that redeemable preference share the right, before repayment of the capital paid up on other classes of share capital, to repayment of the nominal amount paid up on the redeemable preference share together with any arrears, deficiency or accruals of any dividend, such arrears, deficiency or accruals to be calculated to the date of the return of capital and to be payable whether or not such dividend has been declared or earned. The redeemable preference shares shall not confer any further right to participate in the surplus assets of the company</p> <p>Redemption: Subject to the provisions of the Companies Acts (as defined in Section 2 of the Companies Act 2006) and every other statute, order, regulation, or other subordinate regulation from time to time in force concerning companies and affecting the company, a redeemable preference share shall be redeemed 100 years from its date of issue or at any time prior thereto at the option of the company. The holder of a redeemable preference share which is subject to redemption shall surrender to the company on or before the date for redemption the share certificate for such redeemable preference share in order that it may be cancelled and upon cancellation the company shall pay to the holder the nominal value of such redeemable preference share together with any arrears, deficiency or accruals of any dividend, such arrears, deficiency or accruals to be calculated to the date of such redemption and to be payable whether or not such dividend has been declared or earned. Redeemable preference shares which are redeemed shall be cancelled and the company shall not be entitled to re-issue the same</p>	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>


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Statement of capital

Class of share		1 Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		


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Signature



Signature	I am signing this form on behalf of the company		2 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 3 Person authorised Under either section 270 or 274 of the Companies Act 2006
	Signature X  X	This form may be signed by <u>T.S. MORRIS</u> Director ² , Secretary, Person authorised ³ , CIC manager	

SH19

Statement of capital

	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	
Company name	Osborne Clarke
LRE (Ref)	0945740
Address	One London Wall
	London
Post town	
County/Region	
Postcode	E C 2 Y 5 E B
Country	United Kingdom
DX	
Telephone	0207 105 7000

	Checklist
We may return forms completed incorrectly or with information missing	
Please make sure you have remembered the following	
<input type="checkbox"/>	The company name and number match the information held on the public Register
<input type="checkbox"/>	You have completed the relevant sections of the statement of capital
<input type="checkbox"/>	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, First Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, Northern Ireland, BT1 3BS 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	

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ORDER

Osborne Clarke
One London Wall
London
EC2Y 5EB

Tel 020 71057000
Fax 020 71057005
Ref LRE/0945740/O8882436