

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



☒ **What this form is for**
You may use this form to give notice
of consolidation, sub-division,
redemption of shares or
re-conversion of stock into shares

☐ **What this form is NOT for**
You cannot use this form to give
notice of
stock

For further information, please
refer to guidance at
house.gov.uk

THURSDAY



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03/05/2012

#330

COMPANIES HOUSE

Company details

Company number 07105905

Company name in full Carphone Warehouse Group Public Limited Company

Please complete in typescript or in bold
black capitals

All fields are mandatory unless
specified or indicated by *

Date of resolution

Date of resolution 31/01/2012

Consolidation

Please show the amendments to each class of share

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

Sub-division

Please show the amendments to each class of share

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

Redemption

Please show the class number and nominal value of shares that have been redeemed
Only redeemable shares can be redeemed

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share
B redeemable preference	323,767,468	172 pence

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Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock

New share structure

Value of stock	Class of shares (E g Ordinary/Preference etc)	Number of issued shares	Nominal value of each share

Statement of capital

Section 7 (also **Section 8** and **Section 9** if appropriate) should reflect the company's issued capital following the changes made in this form

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

Please complete the table below to show each share classes held in pound sterling

If all your issued capital is in sterling, only complete **Section 7** and then go to **Section 10**.

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	0 1 pence		472,754,543	£ 472754.54
B redeemable preference	172 pence		19,146,566	£ 32932093.52
Deferred	0 01 pence		129,671,384	£ 12967.14
				£
Totals			621,572,493	£ 33,417,815.20

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				

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

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Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	1 Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc
Total number of shares		
Total aggregate nominal value ¹		

Statement of capital (Prescribed particulars of rights attached to shares) ²


	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 7 and Section 8	2 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	Ordinary	
Prescribed particulars	See attached continuation sheet	
Class of share	B redeemable preference	
Prescribed particulars	See attached continuation sheet	
Class of share	Deferred	
Prescribed particulars	See attached continuation sheet	

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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		
Class of share		
Prescribed particulars		

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	<div>Signature</div> <div>X  X</div>	
This form may be signed by Director, Secretary, Person authorised, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager		

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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 resolution in Section 2
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6
- ☐ You have completed the statement of capital
- ☐ 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 enquires@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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Statement of capital (Prescribed particulars of rights attached to shares)¹

Class of share	Ordinary	
Prescribed particulars	<p>a) Voting</p> <p>(i) on a vote on a resolution on a show of hands, each member present in person shall have one vote, (ii) on a poll every member present in person or by proxy shall have one vote for each share of which he is the holder</p> <p>b) Dividends</p> <p>the Company may by ordinary resolution declare that out of profits available for distribution dividends be paid to members according to their respective rights and interests in the profits of the Company available for distribution</p> <p>c) Capital</p> <p>(i) Distribution of assets</p> <p>If the Company is wound up, the surplus assets remaining after payment of all creditors are to be divided among the members in proportion to the capital which at the commencement of the winding up is paid up on the shares held by them respectively and, if such surplus assets are insufficient to repay the whole of the paid up capital, they are to be distributed so that as nearly as may be the losses are borne by the members in proportion to the capital paid up at the commencement of the winding up on the shares held by them respectively This Article 164 2 is subject to the rights attached to any shares which may be issued on special terms or conditions</p> <p>(ii) Distribution in specie</p> <p>If the Company is wound up the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by law, divide among the members in specie the whole or any part of the assets of the Company and may for that purpose value any assets and determine how the division shall be carried out as between the members or different classes of members Any such division may be otherwise than in accordance with the existing rights of the members but if any division is resolved otherwise than in accordance with such rights the members shall have the same right of dissent and consequential rights as if such resolution were a special resolution passed pursuant to Section 111, Insolvency Act 1986 The liquidator may, with the like sanction, vest the whole or any part of the whole of the assets in trustees on such trusts for the benefit of the members as he, with the like sanction, shall determine but no member shall be compelled to accept any assets on which there is a liability</p> <p>d) Redemption</p> <p>No right of redemption</p>	<p>¹ Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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> <p>A separate table must be used for each class of share</p>

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Statement of capital (Prescribed particulars of rights attached to shares) ¹

Class of share	B redeemable preference	¹ Prescribed particulars of rights attached to shares
Prescribed particulars	<p>a) Voting</p> <p>(i) The holders of the B Shares shall not be entitled, in their capacity as holders of such B Shares, to receive notice of any general meeting of the Company nor to attend, speak or vote at any such general meeting unless the business of the meeting includes the consideration of a resolution for the winding-up of the Company (excluding any intra-group reorganisation on a solvent basis), in which case the holders of the B Shares shall have the right to attend the general meeting and shall be entitled to speak and vote only on any such resolution only</p> <p>(ii) If the holders of the B Shares are entitled to vote at a general meeting of the Company in their capacity as holders of such B Shares, then, subject to any other provisions of these Articles, each holder thereof shall be entitled to vote at such general meeting whether on a show of hands or on a poll as provided in CA 2006. For this purpose, where a proxy is given discretion as to how to vote on a show of hands, this shall be treated as an instruction by the relevant holder of B Shares to vote in the way in which the proxy elects to exercise that discretion</p> <p>b) Dividends</p> <p>No right to participate in the profits of the company save for the right of redemption</p> <p>c) Capital</p> <p>(i) Except as provided in Article 169(f), on a return of capital on winding-up (excluding any intra-group reorganisation on a solvent basis), the holders of the B Shares shall be entitled, in priority to any payment to the holders of every other class of share in the capital of the Company (except the C Shares) but pari passu with any payment to the holders of C Shares, to 172 pence per B Share held by them</p> <p>(ii) On a winding up, the holders of the B Shares shall not be entitled to any further right of participation in the profits or assets of the Company in excess of that specified in Article 169(d)(i). In the event that there is a winding-up to which Article 169(d)(i) applies and the amounts available for payment are insufficient to pay the amounts due on all the B Shares in full, the holders of the B Shares shall be entitled to their pro-rata proportion of the amounts to which they would otherwise be entitled</p> <p>(iii) The aggregate entitlement of each holder of B Shares on a winding-up in respect of all the B Shares held by him shall be rounded up to the nearest whole penny</p> <p>(iv) The holders of the B Shares shall not be entitled to any further right of participation in the profits or assets of the Company in their capacity as holders of B Shares</p> <p>d) Redemption</p> <p>See continuation sheet</p>	<p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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> <p>A separate table must be used for each class of share</p>

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Statement of capital (Prescribed particulars of rights attached to shares)¹

Class of share	B redeemable preference continued	¹ Prescribed particulars of rights attached to shares
Prescribed particulars	<p>d) Redemption</p> <p>The Company shall redeem, out of the profits available for distribution, the B Shares as follows</p> <p>(i) The B Shares in respect of which a valid Election has been made, or is deemed to have been made, for the Immediate Capital Option in accordance with the terms described in the Circular and (where applicable) the Form of Election shall be redeemed at such time as the Directors may in their absolute discretion determine on a date between 30 January 2012 and 5 April 2012 (inclusive) (or such other date as the directors may in their absolute discretion determine) (the "First Effective Date")</p> <p>(ii) On redemption of a B Share at the First Effective Date, the Company shall be liable to pay to a holder of B Shares 172 pence (the "Redemption Amount") for each B Share in respect of which a valid Election has been made, or is deemed to be made, by such holder for the Immediate Capital Option in accordance with the terms described in the Circular and (where applicable) the Form of Election. The Company's liability to pay to such holder the Redemption Amount for each such B Share shall be discharged by the Company by a payment to such holder within 14 days of the First Effective Date of the Redemption Amount for each such B Share</p> <p>(iii) In the absence of bad faith or wilful default, neither the Company nor any of its Directors, officers or employees shall have any liability to any person for any loss or damage arising as a result of the determination of the First Effective Date in accordance with Article 169(g)(i)</p> <p>(iv) The B Shares in respect of which a valid Election has been made or is deemed to be made for the Deferred Capital Option in accordance with the terms described in the Circular and (where applicable) the Form of Election shall be redeemed on a date between 6 April 2012 and 31 March 2013 (inclusive) (or such other date as the directors may in their absolute discretion determine) (the "Second Effective Date")</p> <p>(v) On redemption of a B Share on the Second Effective Date, the Company shall be liable to pay to a holder of B Shares the Redemption Amount for each B Share in respect of which a valid Election has been made, or is deemed to be made, by such holder for the Deferred Capital Option in accordance with the terms described in the Circular and (where applicable) the Form of Election. The Company's liability to pay to such holder the Redemption Amount for each such B Share shall be discharged by the Company by a payment to such holder within 14 days of the Second Effective Date of the Redemption Amount for each such B Share</p> <p>(vi) In the absence of bad faith or wilful default, neither the Company nor any of its Directors, officers or employees shall have any liability to any person for any loss or damage arising as a result of the determination of the Second Effective Date in accordance with Article 169(g)(iv)</p> <p>(vii) All B Shares redeemed shall be cancelled and the Company shall not be entitled to re-issue them</p>	<p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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> <p>A separate table must be used for each class of share</p>

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Statement of capital (Prescribed particulars of rights attached to shares) ¹

Class of share	Deferred	¹ Prescribed particulars of rights attached to shares
Prescribed particulars	<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>	<p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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> <p>A separate table must be used for each class of share</p>