

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

Before Registrar Derrett
11 July 2012

No 5103 of 2012



IN THE MATTER OF CARPHONE WAREHOUSE GROUP PUBLIC LIMITED COMPANY
AND
IN THE MATTER OF THE COMPANIES ACT 2006

ORDER

UPON THE APPLICATION BY CLAIM FORM dated 21 June 2012 of the above-named Carphone Warehouse Group Public Limited Company ("**Carphone Warehouse**") whose registered office is situated at 1 Portal Way, London W3 6RS

AND UPON HEARING Counsel for Carphone Warehouse

AND UPON READING the said Claim Form and the evidence

THIS COURT ORDERS that the reduction of share capital and reduction of the capital redemption reserve of Carphone Warehouse resolved on and effected by a Special Resolution passed at a General Meeting of Carphone Warehouse held on 20 January 2012 be and the same is hereby confirmed in accordance with the provisions of the Companies Act 2006

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

AND IT IS ORDERED:

- (1) that a copy and an office copy of this order be delivered to the Registrar of Companies together with a copy of the Statement, and
- (2) that notice of the registration by the Registrar of Companies of this Order and of the Statement of capital be published once in "The Times" newspaper with 21 days of such registration

Dated 11 July 2012

WEDNESDAY



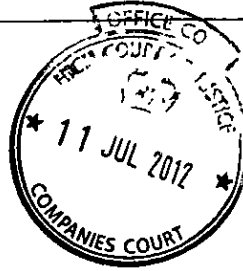
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COMPANIES HOUSE

SCHEDULE



SH19

Statement of capital



Oyez

A fee is payable with this form.

Please see 'How to pay' on the last page

☒ **What this form is for**

You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement, or for a private or public limited company reducing its capital supported by a 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

1

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 *

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

2

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	0 1p	-	472,754,543	£ 472754 54
				£
				£
				£
Totals			472754543	£ 472754 54

3

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

SH19

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

5 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

Prescribed particulars
(5)

See continuation sheet

**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

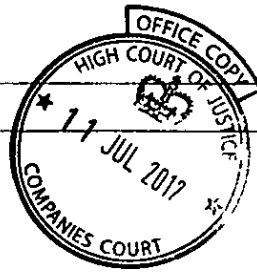
Please use a Statement of capital continuation page if necessary

Class of share

Prescribed particulars
(5)

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Statement of capital



Class of share

Prescribed particulars

1

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

Class of share

Prescribed particulars

1

6

Signature

I am signing this form on behalf of the company

Signature

Signature

X

X

This form may be signed by

~~Director~~, Secretary, ~~Person authorised~~, ~~CIC manager~~**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

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	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:
<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 <input type="checkbox"/> You have enclosed the correct fee

Important information
Please note that all information on this form will appear on the public record.
How to pay
A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.
Make cheques or postal orders payable to 'Companies House'
Where to send
For companies registered in England and Wales. 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

SH19 - continuation page

Statement of capital



5	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars 1	<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>

