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SH01

Return of allotment of shares



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☒ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

☐ **What this form is NOT for**
You cannot use this form to give notice of shares taken by subscribers on formation of the company or for an allotment of a new class of shares by an unlimited company.

1 Company details

Company number 01000608
Company name in full Management Consulting Group PLC

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Allotment dates

From Date 3 0 0 6 2 0 2 2
To Date d d m m y y y y

1 Allotment date
If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

Currency ²	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	Non-redeemable preference B	3,461,847,437	0.0006	0.0006	
GBP	Redeemable ordinary G	1,300	0.01	0.01	

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

Continuation page
Please use a continuation page if necessary.

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium
Currency table A				
GBP	Ordinary	1,516,528,424	15,165,284.24	
GBP	Non-redeemable preference	1,945,319,013	4,474,233.73	
GBP	Redeemable ordinary G	1,300	13	
Totals		3,461,848,737	19,639,530.97	0

Currency table B				
Totals				

Currency table C				
Totals				

Total issued share capital table				
You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.		Total number of shares	Total aggregate nominal value	Total aggregate amount unpaid ❶
			Show different currencies separately. For example: £100 + €100 + \$10	Show different currencies separately. For example: £100 + €100 + \$10
Grand total		6,923,696,174	21,716,639.43	0

❶ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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 share capital tables in **Section 4**.

Class of share	Ordinary
Prescribed particulars ①	<p>A) On a show of hands every ordinary shareholder shall have one vote and on a poll every ordinary shareholder shall have one vote for every ordinary share of which they are the holder.</p> <p>B) Each ordinary shareholder is entitled to receive payment of dividends in proportion to the amount paid up on his shares. The class of non-redeemable preference shares and non-redeemable preference B shares shall have a preferential right to receive dividends in priority to the ordinary shares and ordinary G shares, until such time as dividends equal in value to the subscription value of the non-redeemable preference shares have been paid by the company.</p>
Class of share	Non-redeemable Preference
Prescribed particulars ①	<p>A) The non-redeemable preference shares carry voting rights equivalent to those of ordinary shares (one vote per share).</p> <p>B) The non-redeemable preference shares rank pari passu amongst each other and with preference B shares, and have a preferential right to receive dividends over the rights attaching to ordinary shares and ordinary G shares until such time as dividends equal in value to the subscription value of the non-redeemable preference shares have been paid by the company. Following such occurrence, the non-redeemable preference shares will rank equally with the ordinary shares with respect to dividend entitlements.</p>
Class of share	Redeemable ordinary G
Prescribed particulars ①	<p>A) The ordinary G shares carry voting rights in respect of any direct variation of the rights attaching to the ordinary G shares under the articles. The holders of ordinary G shares are not entitled to receive notice of, attend or to vote at any shareholder meeting in relation to all other matters.</p> <p>B) The ordinary G shares shall have no right to dividends or other distributions pursuant to part 17 of the Companies Act 2006.</p>

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.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, 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.

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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

Abigail Saffron

Company name

Baker & McKenzie LLP

Address

100 New Bridge Street

Post town

London

County/Region

Postcode

E C 4 V 6 J A

Country

United Kingdom

DX

Telephone

+44 (0) 207 919 1000

**Checklist**

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of 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

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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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

Statement of capital

Complete a separate table for each currency.

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Non-redeemable Preference B	
Prescribed particulars	<p>A) The non-redeemable preference B shares carry voting rights equivalent to those of ordinary shares and non-redeemable preference shares (one vote per share).</p> <p>B) The non-redeemable preference B shares rank pari passu amongst each other and with non-redeemable preference shares, and have a preferential right to receive dividends over the rights attaching to ordinary shares and ordinary G shares until such time as dividends equal in value to the subscription value of the non-redeemable preference B shares have been paid by the company. In the event that dividends or distributions are paid to the non-redeemable preference B shares and have not yet been paid to the non-redeemable preference shares, the non-redeemable preference shares shall rank in priority to the non-redeemable preference B shares until the dividends or distributions have been paid to the non-redeemable preference shares.</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Ordinary	
Prescribed particulars	<p>(C) Following a sale of all or substantially all of the assets of the company, the proceeds of such sale available for distribution, or, on a capital reduction or a return of capital (including on a liquidation or winding up) the assets of the company (insofar as they remain, following the payment of any liabilities), shall be applied as follows:</p> <p>(a) first,</p> <p>(ii) an amount equal to the aggregate par value of the non-redeemable preference shares minus the aggregate amount of any dividends or distributions made or paid to non-redeemable preference shareholders <i>pari passu</i> amongst non-redeemable preference shares and non-redeemable preference B shares and in priority to ordinary shares and ordinary G shares, shall be paid to the holders of the preference shares; and</p> <p>(ii) an amount equal to the aggregate par value of the non-redeemable preference B shares minus the aggregate amount of any dividends or distributions made or paid to non-redeemable preference B shareholders <i>pari passu</i> amongst non-redeemable preference B shares and non-redeemable preference shares and in priority to ordinary shares and ordinary G shares, shall be paid to the holders of the preference B shares;</p> <p>(b) secondly,</p> <p>(i) an amount equal to the aggregate par value of a non-redeemable preference share and non-redeemable preference B share shall be paid to the holders of the ordinary shares in respect of each ordinary share they hold; and</p> <p>(ii) an amount equal to 20 percent of the net proceeds shall be paid to the ordinary G share holders <i>pro rata</i> in respect of the number of ordinary G shares they hold out of the total number;</p> <p>(c) finally, any remaining balance shall be paid on a <i>pro rata</i> basis to the all shareholders, with the non-redeemable preference shares and non-redeemable preference B shares ranking <i>pari passu</i> with the ordinary shares and ordinary G shares for such purposes.</p> <p>D) The ordinary shares are not issued as redeemable</p>	

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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Redeemable ordinary G	
Prescribed particulars	<p>C) The ordinary G shares shall vest at a rate of 6.25 percent at the end of each quarter over a 5 year period, or they shall vest in full immediately upon an Exit. If a participant's employment is terminated for any reason prior to their G Shares having vested in full, the consequences for vesting and forfeiture will depend on whether the participant is a 'Good Leaver' or a 'Bad Leaver'.</p> <p>D) The ordinary G shares shall be forfeited in the event that a holder of ordinary G shares becomes a Bad Leaver.</p> <p>E) The ordinary G shares shall be forfeited in the event that the ordinary G shares do not become a vested G share and cannot do so.</p> <p>F) In the event of any ordinary G share being forfeited pursuant to the holder of the ordinary G shares becoming a bad leaver, the ordinary G shares shall be immediately acquired by the Company or by the trustees of the Employee Trust with the lower of the ordinary G share subscription price or the fair market value of the ordinary G shares being paid to the holder of the ordinary G shares.</p> <p>G) In the event of the holder of ordinary G shares becoming a good leaver, any unvested ordinary G shares must be acquired. The ordinary G shares will be acquired for the higher of the ordinary G share subscription price or the fair market value of the ordinary G shares, with the amount being paid to the holder of the ordinary G shares.</p>	