

SH02

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



Companies House



A5FMJ73F

A25 16/09/2016 #206

COMPANIES HOUSE

A5DZHDUX

A19 23/08/2016 #142

COMPANIES HOUSE

A5CP9BW3

A07 05/08/2016 #279

COMPANIES HOUSE

✓ 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 for
notice of a conversion
into stock.

FRIDAY

TUE

FRI

1 Company details

Company number 4 3 3 2 1 8 8

Company name in full TBWA UK Group Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Date of resolution

Date of resolution ^d0 ^d1 ^m0 ^m8 ^y2 ^y0 ^y1 ^y6

3 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

4 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

5 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
Cumulative Redeemable Preference	13,138,231	1.00

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6 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

7 Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

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

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
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Currency table A

Pound Sterling	Ordinary	3	3.00	
Totals		3	3.00	0.00

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
3	3.00	0.00

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.


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8 Statement of capital (prescribed particulars of rights attached to shares)^①

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 7 .	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. Please use a Statement of capital continuation page if necessary.
Class of share	Ordinary	
Prescribed particulars ①	Clause 7.1 The Ordinary Shares shall confer on each holder of Ordinary Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company, and each Ordinary Share shall carry one vote per share. Clause 10.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One member holding more than one half in nominal value of the issued ordinary share capital of the Company for the time being and present in person or by proxy	
Class of share		
Prescribed particulars ①	or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save in such a case, two members present in person or by proxy or representative shall be a quorum. Regulation 40 of Table A shall not apply. Clause 10.2 Regulation 38 of Table A shall apply as if the word "given" in the final sentence of that Regulation was deleted and replaced with the word "sent". Clause 11.1 Regulations 60 and 61 of Table A shall be modified by the addition of the following sentence at the end of each of those Regulations:	
Class of share		
Prescribed particulars ①	"The appointment of a proxy shall be in writing sent to such address (including any number) as may be notified by or on behalf of the Company for that purpose and may be in such form as the directors may approve including requirements as to the use of such discrete identifier or provision of such other information by a member so as to verify the identity of such member and as to the authenticity of any electronic signature thereon." Clause 11.2 If more than one appointment of a proxy relating to the same share is deposited, delivered or received for the purposes of the same meeting,	

9 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	Signature 	
	This form may be signed by: Director ②, Secretary, Person authorised ③, 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 Mrs Sally-Ann Bray

Company name Omnicom Europe Limited

Address 239 Old Marylebone Road

Post town London

County/Region

Postcode N W 1 5 Q T

Country United Kingdom

DX

Telephone 020 7298 7192



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.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

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8 'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	Ordinary	
Prescribed particulars	<p>the appointment last delivered or received shall prevail in conferring authority on the person named therein to attend the meeting and vote. An appointment of proxy in electronic form found by the Company to contain a computer virus shall not be accepted by the Company and shall be invalid. Clause 11.3 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may: Clause 11.3.1 in the case of an appointment in hard copy form, be: Clause 11.3.1.1 deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or Clause 11.3.1.2 delivered at the meeting or adjourned meeting at which the person named in the instrument proposes to vote at any time before the meeting in question takes place to the Chairman or to the secretary (if any) or to any director; or Clause 11.3.2 in the case of an appointment in electronic form, where an address has been specified by the Company pursuant to section 333 of the 2006 Act for the purpose of receiving communications in that form, be received at that address not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or Clause 11.3.3 in the case of a poll, be delivered in hard copy form at the meeting at which the poll was demanded to the Chairman or to the secretary (if any) or to any director, or at the time and place at which the poll is held to the Chairman or to the secretary (if any) or to any director or scrutineer; and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. Regulation 62 of Table A shall not apply. Clause 11.4 Regulation 63 of Table A shall apply as if the words "contained in an electronic communication" were deleted and replaced with the words "in electronic form". Clause 16.1 Save as otherwise specified in these Articles or the Act and subject to any limitations, conditions or terms attaching to any authorisation given by the directors for the purposes of section 175 (4)(b) of the 2006 Act, a director may vote on, and be counted in the quorum in relation to any resolution relating to a matter in which he has, or can have: Clause 16.1.1 a direct or indirect interest or duty which conflicts, or possibly may conflict, with the interests of the Company; and Clause 16.1.2 a conflict of interest arising in relation to an existing or a proposed transaction or arrangement with the Company.</p> <p>Rights re Dividend: Clause 5.3 Once all the Preferred Dividends have been paid, any Available Profits remaining that the Company determines to distribute shall be distributed among the holders of the Ordinary Shares of £1.00 each (the "Ordinary Shares"). Clause 5.4 Subject to the Companies Act 2006 and these articles, the board may pay interim dividends if the Available Profits for the relevant period justify such payment. Clause 5.5 Each dividend shall be distributed to the appropriate shareholders pro rata according to</p>	<p>Prescribed particulars of rights attached to shares 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. <p>A separate table must be used for each class of share.</p>

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Prescribed particulars	<p>the number of shares held by them respectively and shall accrue daily (assuming a 365 day year).</p> <p>Rights re Capital: Clause 3.1 No share or beneficial interest in a share shall be issued or allotted to any person other than the Controlling Shareholder or some other person expressly approved by the Controlling Shareholder in writing. Subject to that and to the provisions of section 80 of the 1985 Act, all the unissued shares for the time being in the capital of the Company shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper. Clause 3.2 For the purposes of Section 551 of the Act the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the company to allot shares in the company, or grant rights to subscribe for or to convert any security into share in the company ("Rights") up to an aggregate nominal amount of £13,148,321. This authority shall be continuous from the date of adoption of these Articles of Association, unless revoked or varied by the Company in general meeting Clause 3.3The directors shall be entitled, pursuant to the authority conferred by Article 3.1 or any renewal or variation of such authority, to make at any time prior to its expiry any offer or agreement which would or might require relevant securities to be allotted after such expiry and to allot relevant securities pursuant to any such offer or agreement. Clause 3.4 The provisions of sections 89(1) and 90(1) to (6) of the 1985 Act shall not apply to the Company. Clause 4 The shares in the capital of the Company shall rank pari passu in all respects save as otherwise set out in these articles, but shall constitute separate classes of shares. Clause 9.1 Regulation 24 of Table A shall apply as if the first sentence was deleted and replaced with the following: "The directors may, in their absolute discretion, refuse to register the transfer of any share in the capital of the Company, whether fully or partly paid, save that the directors shall be obliged to register any transfer of shares made to or by, or with the express written consent of, the Controlling Shareholder, or made pursuant to Article 9.2." Clause 9.2 The Controlling Shareholder may at any time by notice given to the Nominee at the registered address of the Nominee shown in the register of members of the Company require the Nominee to transfer all or any shares registered in his name to the Controlling Shareholder or any other person specified in the notice for no consideration. If the Nominee shall fail within 48 hours after service of the notice to transfer the shares in question, the directors may authorise any person to execute on behalf of and as agent for the Nominee any necessary instrument of transfer and shall cause the name of the transferee to be entered in the register as the holder of the shares in question. After the name of the transferee has been entered in the register in purported exercise of these powers, the validity of the proceedings shall not be questioned by any person.</p>	

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Prescribed particulars	<p>Redemption of Shares:</p> <p>Clause 6.1 On a return of assets on liquidation, capital reduction or otherwise (other than a conversion, redemption or purchase of shares), the assets of the Company remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied in the following order of priority:</p> <p>Clause 6.1.1 first, in paying to the holders of the Preference Shares in respect of each Preference Share they hold, the Subscription Price per Preference Share, together with a sum equal to any arrears and accruals of the Preferred Dividend calculated down to and including the date of the return of capital (and to be payable irrespective of whether such dividend would be unlawful by reason of there being insufficient Available Profits) and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of Preference Shares in full, the proceeds shall be distributed to the holders of the Preference Shares in proportion to the amounts due to each such Preference Share held;</p> <p>Clause 6.1.2 second, in paying the holders of the Ordinary Shares, the balance (if any) of such assets on a pro rata basis according to the amount for the time being paid up on such Ordinary Shares.</p>	