



Companies House

AR01 (ef)

Annual Return



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Company Name: **TBWA UK GROUP LIMITED**

Company Number: **04332188**

Date of this return: **30/11/2014**

SIC codes: **70100**

Company Type: **Private company limited by shares**

Situation of Registered Office: **239 OLD MARYLEBONE ROAD
LONDON
NW1 5QT**

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MRS SALLY ANN**

Surname: **BRAY**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): **MR HENDERIKUS GERHARDUS**

Surname: **KELLERHUIS**

Former names:

Service Address: **7A HINDERDAM
JB NEDERHORST DEN BERG
NETHERLANDS
1397**

Country/State Usually Resident: **NETHERLANDS**

Date of Birth: **27/04/1965** *Nationality:* **DUTCH**
Occupation: **DIRECTOR**

Company Director 2

Type: **Person**

Full forename(s): **MR GARY JOHN**

Surname: **SMITH**

Former names:

Service Address: **76 - 80
WHITFIELD STREET
LONDON
UNITED KINGDOM
W1T 4EZ**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **26/06/1967**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Company Director **3**

Type: **Person**

Full forename(s): **DENIS JEAN MARIE**

Surname: **STREIFF**

Former names:

Service Address: **76 - 80
WHITFIELD STREET
LONDON
UNITED KINGDOM
W1T 4EZ**

Country/State Usually Resident: **USA**

Date of Birth: **13/01/1963**

Nationality: **FRENCH**

Occupation: **DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	3
		<i>Aggregate nominal value</i>	3
<i>Currency</i>	GBP	<i>Amount paid</i>	15200000
		<i>Amount unpaid</i>	0

Prescribed particulars

CLAUSE 5.1 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 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 6.2 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, 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 6.3 THE APPOINTMENT OF A PROXY AND ANY AUTHORITY UNDER WHICH IT IS EXECUTED OR A COPY OF SUCH AUTHORITY CERTIFIED NOTARIALY OR IN SOME OTHER WAY APPROVED BY THE DIRECTORS MAY:

CLAUSE 6.3.1 IN THE CASE OF AN APPOINTMENT IN HARD COPY FORM, BE: CLAUSE 6.3.1.1 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 6.3.1.2 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 6.3.2 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 6.3.3 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 11.1 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 11.1.1 A DIRECT OR INDIRECT INTEREST OR DUTY WHICH CONFLICTS, OR POSSIBLY MAY CONFLICT, WITH THE INTERESTS OF THE COMPANY; AND CLAUSE 11.1.2 A CONFLICT OF INTEREST ARISING IN RELATION TO AN EXISTING OR A PROPOSED TRANSACTION OR ARRANGEMENT WITH THE COMPANY. CLAUSE 11.2 REGULATIONS 94 TO 98 (INCLUSIVE) OF TABLE A SHALL NOT APPLY

Class of shares	CUMULATIVE	<i>Number allotted</i>	13138231
	REDEEMABLE PREF	<i>Aggregate nominal value</i>	13138231
<i>Currency</i>	GBP	<i>Amount paid</i>	0
		<i>Amount unpaid</i>	0

Prescribed particulars

7.2 SUBJECT TO ARTICLE 7.3 THE PREFERENCE SHARES SHALL CONFER ON EACH HOLDER OF PREFERENCE SHARES THE RIGHT TO RECEIVE NOTICE OF ALL GMS OF THE COMPANY BUT WILL NOT ENTITLE THE HOLDERS TO ATTEND SPEAK/VOTE AT ANY GM. 7.3 THE PROVISIONS OF ARTICLE 7.4 SHALL APPLY IF AT ANY TIME 7.3.1 THE COMPANY HAS NOT PAID ANY PREFERRED DIVIDEND WITHIN 10 WORKING DAYS OF THE DUE DATE (IRRESPECTIVE OF WHETHER SUCH DIVIDEND WOULD BE UNLAWFUL) 7.3.2 THE COMPANY HAS NOT REDEEMED ANY PREFERENCE SHARES IN ACCORDANCE WITH THE REQUIREMENTS OF ARTICLE 8 WITHIN 10 WORKING DAYS OF THE DUE DATE (IRRESPECTIVE OF WHETHER SUCH REDEMPTION WOULD BE UNLAWFUL) 7.3.3 THERE HAS BEEN PROPOSED A RESOLUTION FOR THE WINDING-UP OF THE COMPANY A RESOLUTION FOR A REDUCTION IN THE CAPITAL OF THE COMPANY OR A RESOLUTION VARYING ANY OF THE RIGHTS ATTACHING TO THE PREFERENCE SHARES 7.3.4 THE COMPANY IS IN MATERIAL BREACH OF THE PROVISIONS OF THESE ARTICLES OR 7.3.5 THE COMPANY/ANOTHER MEMBER OF ITS GROUP IS IN MATERIAL BREACH OF ANY OF THE TERMS ON WHICH BANKING FACILITIES/BANK LOANS HAVE BEEN MADE AVAILABLE TO IT/ANOTHER MEMBER OF ITS GROUP. 7.4 IF THE PROVISIONS OF THIS ARTICLE 7.4 APPLY THEN THE PREFERENCE SHARES SHALL CONFER ON EACH HOLDER OF PREFERENCE SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND SPEAK AND VOTE AT ALL GMS OF THE COMPANY AND EACH PREFERENCE SHARE SHALL CARRY ONE VOTE PER SHARE. 7.5 THE PROVISIONS OF ARTICLE 7.4 SHALL 7.5.1 IN THE CASE OF ARTICLE 7.3.1 CONTINUE UNTIL DUE PAYMENT HAS BEEN MADE OF ALL ACCRUALS AND/OR UNPAID AMOUNTS OF ANY PREFERRED DIVIDEND 7.5.2 IN THE CASE OF ARTICLE 7.3.2 CONTINUE UNTIL THE PREFERENCE SHARES REQUIRED TO BE REDEEMED HAVE BEEN SO REDEEMED 7.5.3 IN THE CASE OF ARTICLE 7.3.3 ONLY APPLY IN RELATION TO SUCH RESOLUTION AS IS THERE MENTIONED AND 7.5.4 IN THE CASE OF ARTICLES 7.3.4 AND 7.3.5 CONTINUE FOR SO LONG AS SUCH BREACH SUBSISTS. 10.1 NO BUSINESS SHALL BE TRANSACTED AT ANY GM 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/BY PROXY/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/BY PROXY/REPRESENTATIVE SHALL BE A QUORUM. 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 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. 11.2 IF MORE THAN ONE APPOINTMENT OF A PROXY RELATING TO THE SAME SHARE IS DEPOSITED DELIVERED/RECEIVED FOR THE PURPOSES OF THE SAME MEETING THE APPOINTMENT LAST DELIVERED/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. 16.1 SAVE AS OTHERWISE SPECIFIED IN THESE ARTICLES OR THE ACT AND SUBJECT TO ANY LIMITATIONS CONDITIONS/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/CAN HAVE 16.1.1 A DIRECT/INDIRECT INTEREST/DUTY WHICH CONFLICTS/POSSIBLY MAY CONFLICT WITH THE INTERESTS OF THE COMPANY AND 16.1.2 A CONFLICT

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	13138234
		<i>Total aggregate nominal value</i>	13138234

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 30/11/2014 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

Shareholding 1 : **3 ORDINARY shares held as at the date of this return**

Name: **TBWA INTERNATIONAL HOLDING EURL**

Shareholding 2 : **13138231 CUMULATIVE REDEEMABLE PREF shares held as at the date of this return**

Name: **OMNICOM FINANCE PLC**

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.