



Companies House

AR01 (ef)

Annual Return



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Company Name: **LIBERUM CAPITAL LIMITED**

Company Number: **05912554**

Date of this return: **22/08/2015**

SIC codes: **66190**

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

Situation of Registered Office: **ROPEMAKER PLACE LEVEL 12 25 ROPEMAKER STREET
LONDON
EC2Y 9LY**

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MRS JUSTINE**

Surname: **RUMENS**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): **ANDREW MARK**

Surname: **DUQUEMIN**

Former names:

Service Address: **GLENGARRIFF ROUTE DE COBO
CASTEL
GUERNSEY
GY5 7UL**

Country/State Usually Resident: **GUERNSEY**

Date of Birth: **28/09/1958** Nationality: **BRITISH**

Occupation: **CHARTERED ACCOUNTANT
DIRECTOR**

Company Director 2

Type: **Person**
Full forename(s): MR SHANE RAYMOND

Surname: LE PREVOST

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: 25/01/1956 *Nationality:* BRITISH

Occupation: DIRECTOR

Company Director 3

Type: **Person**
Full forename(s): MR IAN DAVID

Surname: PARSONS

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: 16/02/1967 *Nationality:* BRITISH

Occupation: STOCKBROKER

Company Director 4

Type: **Person**
Full forename(s): **MR ANTONY PATRICK**

Surname: **SCAWTHORN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **15/01/1966** *Nationality:* **BRITISH**

Occupation: **CHIEF OPERATING OFFICER**

Company Director 5

Type: **Person**
Full forename(s): **MR PETER JAMES**

Surname: **TRACEY**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **28/04/1973** *Nationality:* **BRITISH**

Occupation: **INVESTMENT BANKER**

Statement of Capital (Share Capital)

Class of shares	DEFERRED	<i>Number allotted</i>	547525
		<i>Aggregate nominal value</i>	54752.5
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE DEFERRED SHARES CARRY NO RIGHT TO VOTE. EACH DEFERRED SHARE CARRIES THE RIGHT TO SHARE, PARI PASSU WITH THE OTHER HOLDERS OF DEFERRED SHARES, G SHARES, ORDINARY SHARES AND G DEFERRED SHARES, AND SUBJECT TO THE RIGHTS OF THE HOLDERS OF ANY PREFERENCE SHARES, IN ANY DIVIDEND DECLARED BY THE COMPANY. EACH DEFERRED SHARE CARRIES THE RIGHT TO SHARE, PARI PASSU WITH THE OTHER HOLDERS OF DEFERRED SHARES AND ORDINARY SHARES, AND SUBJECT TO THE PRIOR RIGHTS OF THE HOLDERS OF ANY PREFERENCE SHARES, IN ANY RETURN OF CAPITAL (INCLUDING ON A WINDING-UP). THE DEFERRED SHARES ARE NOT REDEEMABLE SAVE IN THE EVENT OF A LISTING.

Class of shares	ORDINARY	<i>Number allotted</i>	7971100
		<i>Aggregate nominal value</i>	797110
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ON A VOTE ON A RESOLUTION AT A GENERAL MEETING, ON A SHOW OF HANDS EVERY HOLDER OF AN ORDINARY SHARE PRESENT IN PERSON OR BY REPRESENTATIVE SHALL HAVE ONE VOTE AND ON A POLL EVERY SUCH HOLDER PRESENT IN PERSON OR BY PROXY OR BY REPRESENTATIVE SHALL HAVE ONE VOTE FOR EACH ORDINARY SHARE HELD BY THEM. EACH ORDINARY SHARE CARRIES THE RIGHT TO SHARE, PARI PASSU WITH THE OTHER HOLDERS OF ORDINARY SHARES, G SHARES, DEFERRED SHARES AND G DEFERRED SHARES, AND SUBJECT TO THE RIGHTS OF THE HOLDERS OF ANY PREFERENCE SHARES, IN ANY DIVIDEND DECLARED BY THE COMPANY. EACH ORDINARY SHARE CARRIES THE RIGHT TO SHARE, PARI PASSU WITH THE OTHER HOLDERS OF ORDINARY SHARES AND DEFERRED SHARES, AND SUBJECT TO THE PRIOR RIGHTS OF THE HOLDERS OF ANY PREFERENCE SHARES, IN ANY RETURN OF CAPITAL (INCLUDING ON A WINDING-UP). THE ORDINARY SHARES ARE NOT REDEEMABLE.

Class of shares	G DEFERRED	<i>Number allotted</i>	94250
		<i>Aggregate nominal value</i>	942.5
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.01
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE G DEFERRED SHARES CARRY NO RIGHT TO VOTE. EACH G DEFERRED SHARE CARRIES THE RIGHT TO SHARE, PARI PASSU WITH THE OTHER HOLDERS OF G DEFERRED SHARES, G SHARES, ORDINARY SHARES AND DEFERRED SHARES, AND SUBJECT TO THE RIGHTS OF THE HOLDERS OF ANY PREFERENCE SHARES, IN ANY DIVIDEND DECLARED BY THE COMPANY. EACH G DEFERRED SHARE CARRIES THE RIGHT TO SHARE, PARI PASSU WITH THE OTHER HOLDERS OF G DEFERRED SHARES AND G SHARES, AND SUBJECT TO THE PRIOR RIGHTS OF THE HOLDERS OF ANY PREFERENCE SHARES AND TO THE ASSETS OF THE COMPANY EXCEEDING A PRE-DETERMINED HURDLE VALUE, IN ANY RETURN OF CAPITAL (INCLUDING ON A WINDING-UP). THE G DEFERRED SHARES ARE NOT REDEEMABLE SAVE IN THE EVENT OF A LISTING.

Class of shares	G SHARE	<i>Number allotted</i>	2387125
		<i>Aggregate nominal value</i>	23871.25
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.01
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ON A VOTE ON A RESOLUTION AT A GENERAL MEETING, ON A SHOW OF HANDS EVERY HOLDER OF A G SHARE PRESENT IN PERSON OR BY REPRESENTATIVE SHALL HAVE ONE VOTE AND ON A POLL EVERY SUCH HOLDER PRESENT IN PERSON OR BY PROXY OR BY REPRESENTATIVE SHALL HAVE ONE VOTE FOR EACH G SHARE HELD BY THEM. EACH G SHARE CARRIES THE RIGHT TO SHARE, PARI PASSU WITH THE OTHER HOLDERS OF G SHARES, ORDINARY SHARES, DEFERRED SHARES AND G DEFERRED SHARES, AND SUBJECT TO THE RIGHTS OF THE HOLDERS OF ANY PREFERENCE SHARES, IN ANY DIVIDEND DECLARED BY THE COMPANY. EACH G SHARE CARRIES THE RIGHT TO SHARE, PARI PASSU WITH THE OTHER HOLDERS OF G SHARES, AND SUBJECT TO THE PRIOR RIGHTS OF THE HOLDERS OF ANY PREFERENCE SHARES AND TO THE ASSETS OF THE COMPANY EXCEEDING A PRE-DETERMINED HURDLE VALUE, IN ANY RETURN OF CAPITAL (INCLUDING ON A WINDING-UP). THE G SHARES ARE NOT REDEEMABLE SAVE IN THE EVENT OF A LISTING.

Class of shares	PREFERENCE	<i>Number allotted</i>	6206091
		<i>Aggregate nominal value</i>	6206091
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

SUBJECT TO ANY ADJUSTMENT REQUIRED PURSUANT TO THE ARTICLES, THE HOLDERS OF THE PREFERENCE SHARES TOGETHER HAVE SUCH NUMBER OF VOTES ON A RESOLUTION PROPOSED AT A GENERAL MEETING OF THE COMPANY WHICH IS EQUAL TO 33% OF THE TOTAL NUMBER OF VOTES WHICH WOULD BE ATTACHED TO ALL SHARES IN THE CAPITAL OF THE COMPANY ENTITLED TO VOTE ON THAT RESOLUTION (THE AGGREGATE NUMBER OF VOTES ATTACHED TO THE PREFERENCE SHARES AS A CLASS BEING THE "BASE NUMBER"). EACH HOLDER OF PREFERENCE SHARES SHALL HAVE SUCH NUMBER OF VOTES AS MOST NEARLY EQUALS (WITH FRACTIONS ROUNDED DOWN) HIS PRO RATA SHARE BY NUMBER OF PREFERENCE SHARES IN ISSUE. ON ANY RESOLUTION AT A MEETING OF THE COMPANY ON WHICH T&N HOLDINGS (BVI) LIMITED ("T&N") IS ENTITLED TO VOTE THE BASE NUMBER SHALL BE ADJUSTED UPWARDS OR DOWNWARDS (AS REQUIRED) SO THAT THE NUMBER OF VOTES TO WHICH T&N SHALL BE ENTITLED, BY VIRTUE OF ITS HOLDING OF PREFERENCE SHARES AND ORDINARY SHARES, SHALL BE ANY NUMBER WHICH EQUALS 49% (TO FOUR DECIMAL PLACES) OF THE AGGREGATE VOTES AVAILABLE ON ALL CLASSES OF SHARE ENTITLED TO VOTE ON THE RELEVANT RESOLUTION. EACH PREFERENCE SHARE ENTITLES THE HOLDER THEREOF TO RECEIVE A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 3.5% AS AT 1 JANUARY AND 1 JULY IN EACH YEAR ON THE PAID UP AMOUNT OF EACH SUCH SHARE FROM TIME TO TIME. EACH PREFERENCE SHARE SHALL RANK AS REGARDS TO DIVIDENDS AND REPAYMENT OF CAPITAL UPON WINDING UP OF THE COMPANY PRIOR TO OTHER SHARES. THE COMPANY, SUBJECT TO COMPANIES LAW, THE ARTICLES AND (WHERE REQUIRED) THE CONSENT OF THE FCA HAS THE RIGHT TO REDEEM, ON NOT LESS THAN 5 OR MORE THAN 60 DAYS' NOTICE PRIOR TO THE REDEMPTION DATE, ALL OR SOME OF THE PREFERENCE SHARES ON ANY DATE WHICH IS AT LEAST FIVE YEARS AND ONE DAY AFTER THE DATE OF ISSUE OF SUCH SHARES. THE REDEMPTION PRICE SHALL BE THE AMOUNT PAID ON ISSUE OF SUCH SHARES.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	17206091
		<i>Total aggregate nominal value</i>	7082767.25

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 22/08/2015 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

<i>Shareholding 1</i> <i>Name:</i>	: 6206091 PREFERENCE shares held as at the date of this return T&N HOLDINGS (BVI) LIMITED
<i>Shareholding 2</i> <i>Name:</i>	: 2550000 ORDINARY shares held as at the date of this return T&N HOLDINGS (BVI) LIMITED
<i>Shareholding 3</i> <i>Name:</i>	: 550000 ORDINARY shares held as at the date of this return 550000 shares transferred on 2015-03-10 VIRTUS TRUST LIMITED
<i>Shareholding 4</i> <i>Name:</i>	: 4766100 ORDINARY shares held as at the date of this return VIRTUS TRUST LTD AS TRUSTEE OF THE LIBERUM CAPITAL EMPLOYEE BENEFIT TRUST
<i>Shareholding 5</i> <i>Name:</i>	: 0 ORDINARY shares held as at the date of this return 215000 shares transferred on 2015-03-23 HORNBUCKLE MITCHELL TRUSTEES LIMITED AND SIMON STILWELL
<i>Shareholding 6</i> <i>Name:</i>	: 32000 DEFERRED shares held as at the date of this return VIRTUS TRUST LIMITED
<i>Shareholding 7</i> <i>Name:</i>	: 515525 DEFERRED shares held as at the date of this return VIRTUS TRUST LTD AS TRUSTEE OF THE LIBERUM CAPITAL EMPLOYEE BENEFIT TRUST
<i>Shareholding 8</i> <i>Name:</i>	: 2387125 G SHARE shares held as at the date of this return VIRTUS TRUST LTD AS TRUSTEE OF THE LIBERUM CAPITAL EMPLOYEE BENEFIT TRUST
<i>Shareholding 9</i> <i>Name:</i>	: 105000 ORDINARY shares held as at the date of this return HORNBUCKLE MITCHELL TRUSTEES LIMITED AS TRUSTEES OF HM SIPP - S ATKINSON
<i>Shareholding 10</i> <i>Name:</i>	: 94250 G DEFERRED shares held as at the date of this return VIRTUS TRUST LTD AS TRUSTEE OF LIBERUM CAPITAL EMPLOYEE BENEFIT TRUST

Authorisation

Authenticated

This form was authorised by one of the following:

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