



Companies House
— for the record —

AR01 (ef)

Annual Return



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Received for filing in Electronic Format on the: **02/12/2013**

Company Name: **TIME OUT GROUP HC LIMITED**

Company Number: **07440171**

Date of this return: **15/11/2013**

SIC codes: **70210**

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

Situation of Registered Office: **UNIVERSAL HOUSE 251 - 255 TOTTENHAM COURT ROAD
LONDON
UNITED KINGDOM
W1T 7AB**

Officers of the company

Company Director 1

Type: **Person**

Full forename(s): **TIM**

Surname: **ARTHUR**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **KENT**

Date of Birth: **20/09/1970**

Nationality: **BRITISH**

Occupation: **CHIEF EXECUTIVE OFFICER**

Company Director 2

Type: **Person**

Full forename(s): **MR ALEXANDER FISKE**

Surname: **COLLINS**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **07/03/1971**

Nationality: **ITALIAN**

Occupation: **CORPORATE FINANCE**

Company Director **3**

Type: **Person**
Full forename(s): **PETER ADAM DAICHES**

Surname: **DUBENS**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **24/09/1966** *Nationality:* **BRITISH**

Occupation: **ENTREPRENEUR**

Company Director **4**

Type: **Person**
Full forename(s): **ANTHONY MICHAEL MANTON**

Surname: **ELLIOTT**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **07/01/1947** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Company Director **5**

Type: **Person**

Full forename(s): **MATTHEW JAMES**

Surname: **WHITE**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **20/08/1966** *Nationality:* **BRITISH**

Occupation: **CHARTERED ACCOUNTANT**

Statement of Capital (Share Capital)

Class of shares	A PREFERENCE	<i>Number allotted</i>	18746000
		<i>Aggregate nominal value</i>	18746000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) VOTING RIGHTS – NO VOTING RIGHTS. (B) INCOME RIGHTS – NO RIGHT TO INCOME. (C) CAPITAL RIGHTS – THE PREFERENCE SHARES HAVE FULL RIGHTS TO CAPITAL IN PRIORITY TO OTHER CLASSES OF SHARE UP TO THE AMOUNT NECESSARY TO REDEEM THEM AT THE DATE OF THE CAPITAL DISTRIBUTION. (D) REDEMPTION RIGHTS – THE PREFERENCE SHARES ARE REDEEMABLE, IN ACCORDANCE WITH THE ARTICLES.

Class of shares	A1 ORDINARY	<i>Number allotted</i>	4250
		<i>Aggregate nominal value</i>	425
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) VOTING RIGHTS – ONE VOTE PER SHARE. (B) INCOME RIGHTS – NO RIGHT TO INCOME UNLESS ALL OF THE PREFERENCE SHARES ARE REDEEMED OR AS OTHERWISE AGREED. SUBJECT THERETO EACH A1 ORDINARY SHARE, A2 ORDINARY SHARE AND B ORDINARY SHARE SHALL RANK EQUALLY FOR ANY DIVIDENDS PAID THEREON. (C) CAPITAL RIGHTS – NO RIGHT TO CAPITAL UNLESS ALL OF THE PREFERENCE SHARES ARE REDEEMED. SUBJECT THERETO EACH A1 ORDINARY SHARE, A2 ORDINARY SHARE AND B ORDINARY SHARE SHALL RANK EQUALLY FOR ANY DISTRIBUTION MADE. (D) REDEMPTION RIGHTS – THE A1 ORDINARY SHARES ARE NOT REDEEMABLE, SAVE AS PROVIDED BY LAW.

Class of shares	A2 ORDINARY	<i>Number allotted</i>	4250
		<i>Aggregate nominal value</i>	425
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) VOTING RIGHTS – ONE VOTE PER SHARE. (B) INCOME RIGHTS – NO RIGHT TO INCOME UNLESS ALL OF THE PREFERENCE SHARES ARE REDEEMED OR AS OTHERWISE AGREED. SUBJECT THERETO EACH A1 ORDINARY SHARE, A2 ORDINARY SHARE AND B ORDINARY SHARE SHALL RANK EQUALLY FOR ANY DIVIDENDS PAID THEREON. (C) CAPITAL RIGHTS – NO RIGHT TO CAPITAL UNLESS ALL OF THE PREFERENCE SHARES ARE REDEEMED. SUBJECT THERETO EACH A1 ORDINARY SHARE, A2 ORDINARY SHARE AND B ORDINARY SHARE SHALL RANK EQUALLY FOR ANY DISTRIBUTION MADE. (D) REDEMPTION RIGHTS – THE A1 ORDINARY SHARES ARE NOT REDEEMABLE, SAVE AS PROVIDED BY LAW.

Class of shares	B ORDINARY	<i>Number allotted</i>	1500
		<i>Aggregate nominal value</i>	150
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) VOTING RIGHTS – NO VOTING RIGHTS (B) INCOME RIGHTS – NO RIGHT TO INCOME UNLESS ALL OF THE PREFERENCE SHARES ARE REDEEMED OR AS OTHERWISE AGREED SUBJECT THERETO EACH A1 ORDINARY SHARE, A2 ORDINARY SHARE AND B ORDINARY SHARE SHALL RANK EQUALLY FOR ANY DIVIDENDS PAID THEREON. (C) CAPITAL RIGHTS – NO RIGHT TO CAPITAL UNLESS ALL OF THE PREFERENCE SHARES ARE REDEEMED. SUBJECT THERETO EACH A1 ORDINARY SHARE, A2 ORDINARY SHARE AND B ORDINARY SHARE SHALL RANK EQUALLY FOR ANY DISTRIBUTION MADE. (D) REDEMPTION RIGHTS – THE B ORDINARY SHARES ARE NOT REDEEMABLE, SAVE AS PROVIDED BY LAW.

Class of shares	B PREFERENCE	<i>Number allotted</i>	1000000
		<i>Aggregate nominal value</i>	1000000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) VOTING RIGHTS – NO VOTING RIGHTS. (B) INCOME RIGHTS – NO RIGHT TO INCOME. (C) CAPITAL RIGHTS – THE B PREFERENCE SHARES HAVE FULL RIGHTS TO CAPITAL IN PRIORITY TO OTHER CLASSES OF SHARE BUT AFTER THE A PREFERENCE SHARES, UP TO THE AMOUNT NECESSARY TO REDEEM THEM AT THE DATE OF THE CAPITAL DISTRIBUTION. (D) REDEMPTION RIGHTS – THE PREFERENCE SHARES ARE REDEEMABLE, IN ACCORDANCE WITH THE ARTICLES.

Class of shares	C ORDINARY	<i>Number allotted</i>	1
		<i>Aggregate nominal value</i>	0.1
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) VOTING RIGHTS – NO VOTING RIGHTS SAVE IN THE EVENT THAT THERE SHALL BE A MATERIAL RELEVANT EVENT IN WHICH CASE AND FOR LONG AS SUCH CONDITION SUBSISTS, THE C SHARE SHALL GIVE THE HOLDER SUCH NUMBER OF VOTES AS WOULD GIVE THE HOLDER OF THE C SHARE 75 PER CENT OF THE AGGREGATE VOTES AVAILABLE FROM TIME TO TIME IN THE COMPANY AT ANY GENERAL MEETING OF THE COMPANY OR BY WAY OF ANY RESOLUTION. (B) INCOME RIGHTS – NO RIGHT TO INCOME. (C) CAPITAL RIGHTS – NO RIGHT TO CAPITAL. (D) REDEMPTION RIGHTS – THE C ORDINARY SHARE IS NOT REDEEMABLE, SAVE AS PROVIDED BY LAW.

Class of shares	C PREFERENCE	<i>Number allotted</i>	6000000
		<i>Aggregate nominal value</i>	6000000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) VOTING RIGHTS – NO VOTING RIGHTS. (B) INCOME RIGHTS – NO RIGHT TO INCOME. (C) CAPITAL RIGHTS – THE C PREFERENCE SHARES HAVE FULL RIGHTS TO CAPITAL IN PRIORITY TO OTHER CLASSES OF SHARE BUT AFTER THE A AND B PREFERENCE SHARES, UP TO THE AMOUNT NECESSARY TO REDEEM THEM AT THE DATE OF THE CAPITAL DISTRIBUTION. (D) REDEMPTION RIGHTS – THE PREFERENCE SHARES ARE REDEEMABLE, IN ACCORDANCE WITH THE ARTICLES.

Class of shares	PREFERRED ORDINARY	<i>Number allotted</i>	87000
		<i>Aggregate nominal value</i>	87000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE PREFERRED ORDINARY SHARES ARE NON VOTING AND DO NOT RECEIVE DIVIDENDS NOR PARTICIPATE IN THE PROFITS OF THE COMAPNY. THEY DO QUALITY FOR A RETURN OF CAPITAL IN WINDING UP.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	25843001
		<i>Total aggregate nominal value</i>	25834000.1

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 15/11/2013 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>	: 1240000 A PREFERENCE shares held as at the date of this return ANTHONY MICHAEL MANTON ELLIOTT
<i>Shareholding 2</i> <i>Name:</i>	: 17506000 A PREFERENCE shares held as at the date of this return TO (BERMUDA) LTD
<i>Shareholding 3</i> <i>Name:</i>	: 4250 A1 ORDINARY shares held as at the date of this return TO (BERMUDA) LTD
<i>Shareholding 4</i> <i>Name:</i>	: 3400 A2 ORDINARY shares held as at the date of this return 850 shares transferred on 2012-12-04 ANTHONY MICHAEL MANTON ELLIOTT
<i>Shareholding 5</i> <i>Name:</i>	: 850 A2 ORDINARY shares held as at the date of this return TO (BERMUDA) LTD
<i>Shareholding 6</i> <i>Name:</i>	: 363 B ORDINARY shares held as at the date of this return 37 shares transferred on 2011-07-14 ANTHONY MICHAEL MANTON ELLIOTT
<i>Shareholding 7</i> <i>Name:</i>	: 37 B ORDINARY shares held as at the date of this return ISMAEL JUMA
<i>Shareholding 8</i> <i>Name:</i>	: 0 B ORDINARY shares held as at the date of this return 400 shares transferred on 2012-10-17 DAVID JOHN KING
<i>Shareholding 9</i> <i>Name:</i>	: 200 B ORDINARY shares held as at the date of this return DAVID PEPPER
<i>Shareholding 10</i> <i>Name:</i>	: 100 B ORDINARY shares held as at the date of this return PAUL RAKKAR

Shareholding 11 : **363 B ORDINARY** shares held as at the date of this return
37 shares transferred on 2011-07-14
Name: TO (BERMUDA) LTD

Shareholding 12 : **37 B ORDINARY** shares held as at the date of this return
Name: DANIELE TURI

Shareholding 13 : **400 B ORDINARY** shares held as at the date of this return
Name: AKSEL VAN DER WAL

Shareholding 14 : **1000000 B PREFERENCE** shares held as at the date of this return
Name: TO (BERMUDA) LTD

Shareholding 15 : **1 C ORDINARY** shares held as at the date of this return
Name: TO (BERMUDA) LTD

Shareholding 16 : **6000000 C PREFERENCE** shares held as at the date of this return
Name: TO (BERMUDA) LTD

Shareholding 17 : **87000 PREFERRED ORDINARY** shares held as at the date of this return
Name: ANTHONY MICHAEL MANTON ELLIOTT

Authorisation

Authenticated

This form was authorised by one of the following:

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