

**Return of Allotment of Shares**Company Name: **TIME OUT GROUP HC LIMITED**Company Number: **07440171**Received for filing in Electronic Format on the: **03/12/2014**

X3LXCBCZ

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
03/11/2014

Class of Shares:	ORDINARY	Number allotted	740
Currency:	GBP	Nominal value of each share	1
		Amount paid:	0.0
		Amount unpaid:	1.0

No shares allotted other than for cash

Class of Shares:	SERIES 2	Number allotted	3000000
	PREFERENCE	Nominal value of each share	0.01
Currency:	GBP	Amount paid:	0.0
		Amount unpaid:	0.01

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	1740
Currency:	GBP	Aggregate nominal value:	1740
		Amount paid per share	0
		Amount unpaid per share	1

Prescribed particulars

(A) VOTING RIGHTS - ONE VOTE PER SHARE ON A POLL, AND ONE VOTE PER HOLDER OF ORDINARY SHARES ON A SHOW OF HANDS. (B) INCOME RIGHTS - EXCEPT WITH THE CONSENT OF THE HOLDERS OF THE PREFERENCE SHARES OR AS OTHERWISE AGREED, NO RIGHT TO INCOME WHILE ANY OF THE SERIES 1 PREFERENCE SHARES OR SERIES 2 PREFERENCE SHARES REMAIN IN ISSUE. SUBJECT TO THE FOREGOING, EACH ORDINARY SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. (C) CAPITAL RIGHTS - THE ORDINARY SHARES SHALL HAVE RIGHTS TO CAPITAL AFTER THE SERIES 1 PREFERENCE SHARES AND SERIES 2 PREFERENCE SHARES. HOLDERS OF ORDINARY SHARES SHALL RECEIVE THE BALANCE PRO RATA TO THE NUMBER OF SHARES HELD. (D) REDEMPTION RIGHTS - THE ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	ORDINARY	Number allotted	7900
Currency:	GBP	Aggregate nominal value:	7900
		Amount paid per share	11.62
		Amount unpaid per share	0

Prescribed particulars

(A) VOTING RIGHTS - ONE VOTE PER SHARE ON A POLL, AND ONE VOTE PER HOLDER OF ORDINARY SHARES ON A SHOW OF HANDS. (B) INCOME RIGHTS - EXCEPT WITH THE CONSENT OF THE HOLDERS OF THE PREFERENCE SHARES OR AS OTHERWISE AGREED, NO RIGHT TO INCOME WHILE ANY OF THE SERIES 1 PREFERENCE SHARES OR SERIES 2 PREFERENCE SHARES REMAIN IN ISSUE. SUBJECT TO THE FOREGOING, EACH ORDINARY SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. (C) CAPITAL RIGHTS - THE ORDINARY SHARES SHALL HAVE RIGHTS TO CAPITAL AFTER THE SERIES 1 PREFERENCE SHARES AND SERIES 2 PREFERENCE SHARES. HOLDERS OF ORDINARY SHARES SHALL RECEIVE THE BALANCE PRO RATA TO THE NUMBER OF SHARES HELD. (D) REDEMPTION RIGHTS - THE ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	SERIES	Number allotted	68237978
	1	Aggregate nominal value:	682379.78
	PREFERENCE	Amount paid per share	1
Currency:	GBP	Amount unpaid per share	0

Prescribed particulars

(A) VOTING RIGHTS - NO VOTING RIGHTS. (B) INCOME RIGHTS - NO RIGHT TO INCOME. (C) CAPITAL RIGHTS - HOLDERS OF THE SERIES 1 PREFERENCE SHARES HAVE RIGHTS TO CAPITAL IN PRIORITY TO THE OTHER CLASSES OF SHARES AND SHALL RECEIVE AN AMOUNT EQUAL TO THE SUBSCRIPTION AMOUNT PLUS A PREMIUM CALCULATED AT A RATE OF 5% P.A. ON THE SUBSCRIPTION AMOUNT AND COMPOUNDING ON 31 DECEMBER EACH YEAR, PROVIDED THAT WHERE THE SURPLUS ASSETS ARE LESS THAN THE AGGREGATE, THE SURPLUS ASSETS SHALL BE APPLIED PRO RATA TO THE PROPORTION WHICH THE SUBSCRIPTION AMOUNTS AND PREMIUMS ATTRIBUTABLE TO THE SERIES 1 PREFERENCE SHARES THEY HOLD BEAR TO THE AGGREGATE OF THE SURPLUS ASSETS. (D) REDEMPTION RIGHTS - THE SERIES 1 PREFERENCE SHARES ARE NOT REDEEMABLE.

Class of Shares:	SERIES	Number allotted	5145120
	2	Aggregate nominal value:	51451.2
	PREFERENCE	Amount paid per share	0
Currency:	GBP	Amount unpaid per share	0.01

Prescribed particulars

(A) VOTING RIGHTS - NO VOTING RIGHTS. (B) INCOME RIGHTS - NO RIGHT TO INCOME. (C) CAPITAL RIGHTS - HOLDERS OF THE SERIES 2 PREFERENCE SHARES HAVE RIGHTS TO CAPITAL IN PRIORITY TO THE OTHER CLASSES OF SHARES BUT AFTER THE SERIES 1 PREFERENCE SHARES. HOLDERS OF THE SERIES 2 PREFERENCE SHARES SHALL RECEIVE ANY AMOUNT IN EXCESS OF THE AMOUNT APPLIED IN RESPECT OF SERIES 1 PREFERENCE SHARES SUBJECT TO A MAXIMUM OF £5,145,120, DIVIDED EQUALLY BETWEEN ALL THE SERIES 2 PREFERENCE SHARES THEN IN ISSUE. (D) REDEMPTION RIGHTS - THE SERIES 2 PREFERENCE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	73392738
		Total aggregate nominal value:	743470.98

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.