



Companies House

AR01 (ef)

Annual Return



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

Company Number: **07440171**

Date of this return: **15/11/2014**

SIC codes: **70210**

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

Situation of Registered Office: **4TH FLOOR 125 SHAFTESBURY AVENUE
LONDON
UNITED KINGDOM
WC2H 8AD**

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: **ENGLAND**

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): **MR 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: **NONE**

Company Director **5**

Type: **Person**

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

Surname: **HUGHES**

Former names:

Service Address: **4TH FLOOR 125 SHAFTESBURY AVENUE
LONDON
UNITED KINGDOM
WC2H 8AD**

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

Date of Birth: **20/07/1951**

Nationality: **BRITISH**

Occupation: **NONE**

Company Director **6**

Type: **Person**

Full forename(s): **MR 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	ORDINARY	<i>Number allotted</i>	9540
		<i>Aggregate nominal value</i>	9540
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0
		<i>Amount unpaid per share</i>	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	<i>Number allotted</i>	100
		<i>Aggregate nominal value</i>	100
<i>Currency</i>	GBP	<i>Amount paid per share</i>	11.62
		<i>Amount unpaid per share</i>	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 1 PREFERENCE	<i>Number allotted</i>	68237978
		<i>Aggregate nominal value</i>	682379.78
<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 - 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 2 PREFERENCE	<i>Number allotted</i>	5145120
		<i>Aggregate nominal value</i>	51451.2
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0
		<i>Amount unpaid per share</i>	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)

<i>Currency</i>	GBP	<i>Total number of shares</i>	73392738
		<i>Total aggregate nominal value</i>	743470.98

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 15/11/2014 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

<i>Shareholding 1</i>	: 0 A PREFERENCE shares held as at the date of this return 1240000 shares transferred on 2014-09-11
<i>Name:</i>	ANTHONY MICHAEL MANTON ELLIOTT
<i>Shareholding 2</i>	: 0 A PREFERENCE shares held as at the date of this return 17506000 shares transferred on 2014-09-11
<i>Name:</i>	TO (BERMUDA) LTD
<i>Shareholding 3</i>	: 0 A1 ORDINARY shares held as at the date of this return 4250 shares transferred on 2014-09-11
<i>Name:</i>	TO (BERMUDA) LTD
<i>Shareholding 4</i>	: 0 A2 ORDINARY shares held as at the date of this return 3400 shares transferred on 2014-09-11
<i>Name:</i>	ANTHONY MICHAEL MANTON ELLIOTT
<i>Shareholding 5</i>	: 0 A2 ORDINARY shares held as at the date of this return 850 shares transferred on 2014-09-11
<i>Name:</i>	TO (BERMUDA) LTD
<i>Shareholding 6</i>	: 0 B ORDINARY shares held as at the date of this return 363 shares transferred on 2014-09-11
<i>Name:</i>	ANTHONY MICHAEL MANTON ELLIOTT
<i>Shareholding 7</i>	: 0 B ORDINARY shares held as at the date of this return 37 shares transferred on 2014-09-11
<i>Name:</i>	ISMAEL JUMA
<i>Shareholding 8</i>	: 0 B ORDINARY shares held as at the date of this return 200 shares transferred on 2014-07-17
<i>Name:</i>	DAVID PEPPER
<i>Shareholding 9</i>	: 0 B ORDINARY shares held as at the date of this return 100 shares transferred on 2014-07-17
<i>Name:</i>	PAUL RAKKAR
<i>Shareholding 10</i>	: 0 B ORDINARY shares held as at the date of this return

363 shares transferred on 2014-09-11
Name: **TO (BERMUDA) LTD**

Shareholding 11 : **0 B ORDINARY shares held as at the date of this return**
37 shares transferred on 2014-09-11
Name: **DANIELE TURI**

Shareholding 12 : **0 B ORDINARY shares held as at the date of this return**
400 shares transferred on 2014-07-17
Name: **AKSEL VAN DER WAL**

Shareholding 13 : **0 B PREFERENCE shares held as at the date of this return**
1000000 shares transferred on 2014-09-11
Name: **TO (BERMUDA) LTD**

Shareholding 14 : **0 C ORDINARY shares held as at the date of this return**
1 shares transferred on 2014-09-11
Name: **TO (BERMUDA) LTD**

Shareholding 15 : **0 C PREFERENCE shares held as at the date of this return**
6000000 shares transferred on 2014-09-11
Name: **TO (BERMUDA) LTD**

Shareholding 16 : **0 PREFERRED ORDINARY shares held as at the date of this return**
87000 shares transferred on 2014-09-11
Name: **ANTHONY MICHAEL MANTON ELLIOTT**

Shareholding 17 : **185 ORDINARY shares held as at the date of this return**
Name: **C&H HOLDINGS LLC**

Shareholding 18 : **1635518 SERIES 1 PREFERENCE shares held as at the date of this return**
Name: **C&H HOLDINGS LLC**

Shareholding 19 : **185 ORDINARY shares held as at the date of this return**
Name: **CP-TONY LLC**

Shareholding 20 : **1635518 SERIES 1 PREFERENCE shares held as at the date of this return**
Name: **CP-TONY LLC**

Shareholding 21 : **840 ORDINARY shares held as at the date of this return**
Name: **TIME OUT NOMINEES LTD**

Shareholding 22 : **52646 SERIES 1 PREFERENCE shares held as at the date of this return**

Name: TIME OUT NOMINEES LTD

Shareholding 23 : 4830 ORDINARY shares held as at the date of this return

Name: TO (BERMUDA) LTD

Shareholding 24 : 49218821 SERIES 1 PREFERENCE shares held as at the date of this return

Name: TO (BERMUDA) LTD

Shareholding 25 : 2600 ORDINARY shares held as at the date of this return

Name: TONY (BERMUDA) LTD

Shareholding 26 : 12840595 SERIES 1 PREFERENCE shares held as at the date of this return

Name: TONY (BERMUDA) LTD

Shareholding 27 : 3000000 SERIES 2 PREFERENCE shares held as at the date of this return

Name: TIME OUT NOMINEES LTD

Shareholding 28 : 2145120 SERIES 2 PREFERENCE shares held as at the date of this return

Name: ANTHONY MICHAEL MANTON ELLIOTT

Shareholding 29 : 2854880 SERIES 1 PREFERENCE shares held as at the date of this return

Name: ANTHONY MICHAEL MANTON ELLIOTT

Shareholding 30 : 1000 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.