



Companies House

**AR01** (ef)

**Annual Return**



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

*Company Number:* **07440171**

*Date of this return:* **15/11/2015**

*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):*        **JULIO**

*Surname:*                      **BRUNO CASTELLANOS**

*Former names:*

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

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

*Date of Birth:*    **\*\*/02/1965**                      *Nationality:*    **SPANISH**

*Occupation:*    **COMPANY DIRECTOR**

## *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:* \*\*/03/1971 *Nationality:* ITALIAN

*Occupation:* CORPORATE FINANCE

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## *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:* \*\*/09/1966 *Nationality:* BRITISH

*Occupation:* ENTREPRENEUR

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*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:* **\*\*/01/1947**

*Nationality:* **BRITISH**

*Occupation:* **COMPANY DIRECTOR**

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*Company Director*    **5**

*Type:*                            **Person**  
*Full forename(s):*            **NOEL JUSTIN**

*Surname:*                      **PENZER**

*Former names:*

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

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

*Date of Birth:*    **\*\*/10/1971**                      *Nationality:*    **BRITISH**  
*Occupation:*    **COMPANY DIRECTOR**

*Company Director*    **6**

*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:*    **\*\*/08/1966**                                *Nationality:*    **BRITISH**

*Occupation:*    **CHARTERED ACCOUNTANT**

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## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>9025</b>
		<i>Aggregate nominal value</i>	<b>9025</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *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.

<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>425</b>
		<i>Aggregate nominal value</i>	<b>425</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *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.

<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>100</b>
		<i>Aggregate nominal value</i>	<b>100</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>11.62</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*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.

<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>1000</b>
		<i>Aggregate nominal value</i>	<b>1000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*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.



<b>Class of shares</b>	<b>SERIES 1 PREFERENCE</b>	<i>Number allotted</i>	<b>84237978</b>
		<i>Aggregate nominal value</i>	<b>842379.78</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*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.

<b>Class of shares</b>	<b>SERIES 2 PREFERENCE</b>	<i>Number allotted</i>	<b>3000000</b>
		<i>Aggregate nominal value</i>	<b>30000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*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.

<b>Class of shares</b>	<b>SERIES 2 PREFERENCE</b>	<i>Number allotted</i>	<b>2145120</b>
		<i>Aggregate nominal value</i>	<b>21451.2</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.01</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*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.

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## Statement of Capital (Totals)

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<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>89393648</b>
		<i>Total aggregate nominal value</i>	<b>904380.98</b>

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## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 15/11/2015 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>	<b>: 185 ORDINARY shares held as at the date of this return</b>
<i>Name:</i>	<b>C&amp;H HOLDINGS LLC</b>
<i>Shareholding 2</i>	<b>: 185 ORDINARY shares held as at the date of this return</b>
<i>Name:</i>	<b>CP-TONY, L.L.C.</b>
<i>Shareholding 3</i>	<b>: 1750 ORDINARY shares held as at the date of this return</b>
	<b>50 shares transferred on 2015-09-07</b>
<i>Name:</i>	<b>TIME OUT NOMINEES LIMITED</b>
<i>Shareholding 4</i>	<b>: 4830 ORDINARY shares held as at the date of this return</b>
	<b>50 shares transferred on 2015-10-02</b>
<i>Name:</i>	<b>TO (BERMUDA) LTD</b>
<i>Shareholding 5</i>	<b>: 2600 ORDINARY shares held as at the date of this return</b>

*Name:* TONY (BERMUDA) LIMITED

*Shareholding 6* : 1000 ORDINARY shares held as at the date of this return  
*Name:* ANTHONY MICHAEL MANTON ELLIOTT

*Shareholding 7* : 1635518 SERIES 1 PREFERENCE shares held as at the date of this return  
*Name:* C&H HOLDINGS LLC

*Shareholding 8* : 1635518 SERIES 1 PREFERENCE shares held as at the date of this return  
*Name:* CP-TONY, L.L.C.

*Shareholding 9* : 2854880 SERIES 1 PREFERENCE shares held as at the date of this return  
*Name:* ANTHONY MICHAEL MANTON ELLIOTT

*Shareholding 10* : 8000000 SERIES 1 PREFERENCE shares held as at the date of this return  
*Name:* OAKLEY CAPITAL INVESTMENTS LIMITED

*Shareholding 11* : 52646 SERIES 1 PREFERENCE shares held as at the date of this return  
*Name:* TIME OUT NOMINEES LIMITED

*Shareholding 12* : 57218821 SERIES 1 PREFERENCE shares held as at the date of this return  
*Name:* TO (BERMUDA) LTD

*Shareholding 13* : 12840595 SERIES 1 PREFERENCE shares held as at the date of this return  
*Name:* TONY (BERMUDA) LIMITED

*Shareholding 14* : 2145120 SERIES 2 PREFERENCE shares held as at the date of this return  
*Name:* ANTHONY MICHAEL MANTON ELLIOTT

*Shareholding 15* : 3000000 SERIES 2 PREFERENCE shares held as at the date of this return  
666667 shares transferred on 2015-07-24  
*Name:* TIME OUT NOMINEES LIMITED

*Shareholding 16* : 0 SERIES 2 PREFERENCE shares held as at the date of this return  
666667 shares transferred on 2015-09-18  
*Name:* TO (BERMUDA) LTD

*Shareholding 17* : 0 A2 ORDINARY shares held as at the date of this return  
850 shares transferred on 2012-12-04  
*Name:* ANTHONY MICHAEL MANTON ELLIOTT

*Shareholding 18* : 0 B ORDINARY shares held as at the date of this return  
37 shares transferred on 2011-07-14  
1 shares transferred on 2014-07-17

37 shares transferred on 2014-07-17

75 shares transferred on 2014-07-17

75 shares transferred on 2014-07-17

75 shares transferred on 2014-07-17

*Name:* ANTHONY MICHAEL MANTON ELLIOTT

*Shareholding 19* : 0 B ORDINARY shares held as at the date of this return  
400 shares transferred on 2012-10-17

*Name:* DAVID JOHN KING

*Shareholding 20* : 0 B ORDINARY shares held as at the date of this return  
50 shares transferred on 2014-07-17

*Name:* TODD MCPHERSON

*Shareholding 21* : 0 B ORDINARY shares held as at the date of this return  
200 shares transferred on 2014-07-17

*Name:* DAVID PEPPER

*Shareholding 22* : 0 B ORDINARY shares held as at the date of this return  
100 shares transferred on 2014-07-17

*Name:* PAUL RAKKAR

*Shareholding 23* : 0 B ORDINARY shares held as at the date of this return  
75 shares transferred on 2014-07-17

*Name:* CATHERINE RUNCIMAN

*Shareholding 24* : 0 B ORDINARY shares held as at the date of this return  
37 shares transferred on 2011-07-14  
200 shares transferred on 2014-07-17  
50 shares transferred on 2014-07-17  
13 shares transferred on 2014-07-17

*Name:* TO (BERMUDA) LTD

*Shareholding 25* : 0 B ORDINARY shares held as at the date of this return  
501 shares transferred on 2014-07-17

*Name:* AKSEL VAN DER WAL

*Shareholding 26* : 0 B ORDINARY shares held as at the date of this return  
75 shares transferred on 2013-07-17

*Name:* TAYLOR WESCOATT

## *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

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