



*Companies House*  
— for the record —

# AR01 (ef)

## Annual Return



X2LWDVAJ

Received for filing in Electronic Format on the: 25/11/2013

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*Company Name:* **InterMediation Group Limited**

*Company Number:* **03245756**

*Date of this return:* **24/11/2013**

*SIC codes:* **72200**  
**73200**  
**70229**  
**70100**

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

*Situation of Registered Office:* **1 PARK ROW**  
**LEEDS**  
**UNITED KINGDOM**  
**LS1 5AB**

## Officers of the company

## *Company Secretary 1*

*Type:* **Corporate**  
*Name:* **PINSENT MASONS SECRETARIAL LIMITED**

*Registered or  
principal address:* **1 PARK ROW  
LEEDS  
UNITED KINGDOM  
LS1 5AB**

## *European Economic Area (EEA) Company*

*Register Location:* **UNITED KINGDOM**  
*Registration Number:* **2318923**

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*Company Director* 1

*Type:* **Person**  
*Full forename(s):* **JOHN DOUGLAS**

*Surname:* **GUNNER**

*Former names:*

*Service Address:* **3 TUDOR ROAD  
ST ALBANS  
HERTFORDSHIRE  
UNITED KINGDOM  
AL3 6AY**

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

*Date of Birth:* **01/01/1959** *Nationality:* **BRITISH**

*Occupation:* **BUSINESS CONSULTANT**

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*Company Director* 2

*Type:* **Person**

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

*Surname:* **KINDER**

*Former names:*

*Service Address:* **55 THORNHILL SQUARE  
LONDON  
UNITED KINGDOM  
N1 1BE**

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

*Date of Birth:* **15/07/1956** *Nationality:* **BRITISH**

*Occupation:* **VENTURE CAPITAL EXECUTIVE**

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>5051910</b>
		<i>Aggregate nominal value</i>	<b>505191</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

(I) THE SHARES CARRY THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY; (II) ON A WINDING UP OR OTHER REPAYMENT OF CAPITAL, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED SECOND IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES, THE CAPITAL PAID UP ON SUCH SHARES PLUS A SUM EQUAL TO ANY ARREARS OF DEFICIENCY OF THE DIVIDEND(S) DUE ON SUCH SHARES (WHETHER EARNED OR DECLARED OR NOT) CALCULATED DOWN TO THE DATE OF REPAYMENT OF CAPITAL; (III) THE DIRECTORS MAY PAY INTERIM DIVIDENDS ON THE ORDINARY SHARES BUT NO INTERIM DIVIDEND SHALL BE PAID IF, AT THE TIME OF PAYMENT, ANY DIVIDEND PAYABLE TO THE REDEEMABLE CONVERTIBLE SHARES OR PREFERENCE SHARES IS IN ARREARS; AND (IV) THE SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION.

<b>Class of shares</b>	<b>PREFERENCE</b>	<i>Number allotted</i>	<b>148000</b>
		<i>Aggregate nominal value</i>	<b>148000</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*

(I) THE SHARES CARRY THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND AND SPEAK AT ALL GENERAL MEETINGS OF THE COMPANY BUT SHALL NOT CONFER ANY RIGHT TO VOTE THEREAT UNLESS: (A) AT THE DATE OF THE MEETING REDEMPTION OF THE SHARES SHOULD HAVE OCCURRED BUT IT HAS NOT OCCURRED; OR (B) THE BUSINESS OF THE MEETING CONCERNS THE WINDING UP OF THE COMPANY OR REDUCING ITS SHARE CAPITAL, OR THE SALE OF THE UNDERTAKING OF THE COMPANY, OR ALTERING THE OBJECTS OF THE COMPANY, OR VARYING OR ABROGATING ANY SPECIAL RIGHTS OR PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. (II) THE DIRECTORS MAY PAY INTERIM DIVIDENDS ON THE PREFERENCE SHARES IN PRIORITY TO THE ORDINARY SHARES BUT NO INTERIM DIVIDEND SHALL BE PAID IF, AT THE TIME OF PAYMENT, ANY DIVIDEND PAYABLE TO THE REDEEMABLE CONVERTIBLE SHARES IS IN ARREARS; AND (III) THE SHARES HAVE ATTACHED TO THEM RIGHTS OF REDEMPTION.

<b>Class of shares</b>	<b>REDEEMABLE</b>	<i>Number allotted</i>	<b>300000</b>
	<b>CONVERTIBLE</b>	<i>Aggregate nominal value</i>	<b>300000</b>
<i>Currency</i>	<b>PREFERENCE</b>	<i>Amount paid per share</i>	<b>1</b>
	<b>GBP</b>	<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

(I) THE SHARES CARRY THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND AND SPEAK AT ALL GENERAL MEETINGS OF THE COMPANY BUT SHALL NOT CONFER ANY RIGHT TO VOTE THEREAT; (II) THE SHARES CARRY THE RIGHT TO A PREFERENTIAL DIVIDEND, AT A RATE OF 6 PER CENT PER ANNUM, ON THE AMOUNTS FOR THE TIME BEING PAID UP ON SUCH SHARES. THE SAID DIVIDEND SHALL RANK FOR PAYMENT IN PRIORITY TO THE PAYMENT OF ANY DIVIDEND ON THE PREFERENCE SHARES AND ORDINARY SHARES AND SHALL BE PAYABLE (IF AND SO FAR AS, IN THE OPINION OF THE DIRECTORS, THE PROFITS OF THE COMPANY JUSTIFY SUCH PAYMENT) ANNUALLY WITHIN THREE MONTHS OF THE ACCOUNTING REFERENCE PERIOD ENDING ON THAT DATE. WHERE PAYMENT IS NOT MADE IT SHALL ACCRUE UNTIL THE COMPANY IS IN A POSITION TO PAY; (III) THE DIRECTORS MAY ALSO DECLARE AN INTERIM DIVIDEND ON THE REDEEMABLE CONVERTIBLE PREFERENCE SHARES AND THE COMPANY MAY BY ORDINARY RESOLUTION, UPON THE RECOMMENDATION OF THE DIRECTORS, DECLARE A FINAL DIVIDEND BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS; (IV) ON A WINDING UP OR OTHER REPAYMENT OF CAPITAL, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED FIRST IN PAYING TO THE HOLDERS OF THE REDEEMABLE CONVERTIBLE PREFERENCE SHARES, THE CAPITAL PAID UP ON SUCH SHARES PLUS A SUM EQUAL TO ANY ARREARS OR DEFICIENCY OF THE DIVIDEND(S) DUE ON SUCH SHARES (WHETHER EARNED OR DECLARED OR NOT) CALCULATED DOWN TO THE DATE OF REPAYMENT OF CAPITAL; AND (V) THE SHARES HAVE ATTACHED TO THEM RIGHTS OF REDEMPTION.

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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>5499910</b>
		<i>Total aggregate nominal value</i>	<b>953191</b>

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## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 24/11/2013 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*

*Shareholding 1* : **5051910 ORDINARY shares held as at the date of this return**  
*Name:* **INTERRESOLVE HOLDINGS LIMITED**

*Shareholding 2* : **148000 PREFERENCE shares held as at the date of this return**  
*Name:* **INTERRESOLVE HOLDINGS LIMITED**

*Shareholding 3* : **300000 REDEEMABLE CONVERTIBLE PREFERENCE shares held as at the date of this return**  
*Name:* **INTERRESOLVE HOLDINGS LIMITED**

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### *Authorisation*

*Authenticated*

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

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