



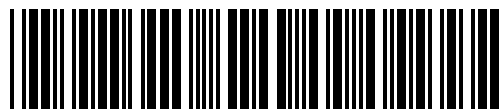
Companies House

# CS01<sub>(ef)</sub>

## Confirmation Statement

Company Name: **GOODRIDGE LIMITED**

Company Number: **01032591**



Received for filing in Electronic Format on the: **23/04/2021**

XA30WY2B

Company Name: **GOODRIDGE LIMITED**

Company Number: **01032591**

Confirmation **12/03/2021**

Statement date:

# Statement of Capital (Share Capital)

---

<b>Class of Shares:</b>	<b>C</b>	Number allotted	<b>10385</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>10385</b>
Currency:	<b>GBP</b>		
Prescribed particulars			

(A) THE C SHAREHOLDERS HAVE A RIGHT TO RECEIVE NOTICE OF, ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY. (B) THE C SHAREHOLDERS DO NOT HAVE A RIGHT TO RECEIVE DIVIDENDS. (C) ON A RETURN OF CAPITAL OF THE COMPANY ON A LIQUIDATION OR OTHERWISE (OTHER THAN ON CONVERSION, REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY • REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED IN THE FOLLOWING ORDER AND PRIORITY: (1) FIRSTLY, TO THE B SHAREHOLDERS AND C SHAREHOLDERS (AS IF THE B ORDINARY SHARES AND C ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) AN AMOUNT PER B ORDINARY SHARE OR C ORDINARY SHARE (AS THE CASE MAY BE) EQUAL TO THE LOWER OF: (I) AN AMOUNT (A) CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA:  $A = B \times (C - D)$  WHERE:  $B = 0.00002046$   $C =$  THE A SHARE VALUE  $D =$  THE HURDLE; (II) AN AMOUNT (E) CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA:  $E = F \times C$  WHERE:  $C =$  THE A SHARE VALUE . .  $F = 0.00001023$  (III) AN AMOUNT (G) CALCULATED, IN ACCORDANCE WITH THE FOLLOWING FORMULA:  $G = B \times (H - D)$  WHERE: .  $B = 0.00002046$   $D =$  THE HURDLE  $H =$  GOODRIDGE VALUE (IV) AN AMOUNT (I) CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA:  $I = F \times H$  WHERE:  $F = 0.00001023$   $H =$  GOODRIDGE VALUE; AND (2) FINALLY, TO THE HOLDERS OF ORDINARY SHARES, ANY BALANCE OF SUCH CONSIDERATION PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD BY THEM. FOR THE AVOIDANCE OF DOUBT, FOR THE PURPOSES OF ARTICLE 43 OF THE ARTICLES, WHERE ANY OF THE FORMULAS IN ARTICLE 43.1 OF THE ARTICLES PRODUCE A NEGATIVE NUMBER THEN THIS NUMBER SHALL BE CONSTRUED AS ZERO. (D) THE B ORDINARY SHARES ARE NON-REDEEMABLE-

"ARTICLES" MEANS THE COMPANY'S ARTICLES OF ASSOCIATION; "A SHARE VALUE" MEANS THE VALUE OF THE A ORDINARY SHARES IN HOLDCO- AS DETERMINED, IN ITS DISCRETION, BY RG INDUSTRIES LLP (ACTING REASONABLY) AT THE REQUEST OF THE BOARD, LESS THE BOARD'S BONA FIDE ESTIMATE OF THE COSTS INCURRED OR DEEMED TO BE INCURRED IN CONNECTION WITH THE TRANSACTION WHICH HAS TRIGGERED THE APPLICATION OF ARTICLE 43 OF THE ARTICLES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, A TRANSACTION PURSUANT TO ARTICLES 44,45,47,48,49 OR 50); "B ORDINARY SHARES" THE B ORDINARY SHARES OF £1.00 EACH IN THE SHARE CAPITAL OF THE COMPANY; "B SHAREHOLDER" MEANS A HOLDER OF ANY B ORDINARY SHARES; "BOARD" MEANS THE BOARD OF DIRECTORS OF THE COMPANY FROM TIME TO TIME; "C ORDINARY SHARES" THE C ORDINARY SHARES OF £1.00. EACH IN THE SHARE CAPITAL OF THE COMPANY; "C SHAREHOLDER" MEANS A HOLDER OF ANY C ORDINARY SHARES; . ■ "COMPANY" MEANS GOODRIDGE LIMITED; ■

"GOODRIDGE VALUE" MEANS THE EQUITY VALUE OF THE COMPANY AS DETERMINED, IN ITS DISCRETION, BY RG INDUSTRIES LLP (ACTING REASONABLY) AT THE REQUEST OF THE BOARD LESS THE BOARD'S BONA FIDE ESTIMATE OF THE COSTS INCURRED IN CONNECTION WITH THE TRANSACTION WHICH HAS TRIGGERED THE APPLICATION OF ARTICLE 43 OF THE ARTICLES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, A TRANSACTION PURSUANT TO ARTICLES 44, 45, 46, 48 OR 49); "HOLDCO" MEANS RGI STAR (HOLDINGS) LIMITED, A PRIVATE LIMITED COMPANY INCORPORATED IN ENGLAND & WALES (COMPANY NUMBER 08625177) WITH ITS REGISTERED OFFICE AT DART BUILDING GRENADIER ROAD, EXETER BUSINESS PARK, EXETER, DEVON, ENGLAND, EX1 3QF; "HURDLE" £12,000,000.00; "ORDINARY SHARES" THE ORDINARY SHARES OF £1.00 EACH IN THE SHARE CAPITAL OF THE COMPANY; AND "SHARES" MEANS THE ORDINARY SHARES, B ORDINARY SHARES AND.C ORDINARY SHARES IN THE CAPITAL OF THE COMPANY IN ISSUE FROM TIME TO TIME.. . .

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>96638</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>96638</b>
Prescribed particulars			

(A) THE HOLDERS OF THE ORDINARY SHARES HAVE A RIGHT TO RECEIVE NOTICE OF, ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY. (B) THE HOLDERS OF THE ORDINARY SHARES HAVE A RIGHT TO RECEIVE DIVIDENDS. (C) ON A RETURN OF CAPITAL OF THE COMPANY ON A LIQUIDATION OR, OTHERWISE (OTHER THAN ON CONVERSION, REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED IN THE FOLLOWING ORDER AND PRIORITY: (1) FIRSTLY, TO THE B SHAREHOLDERS AND C SHAREHOLDERS (AS IF THE B ORDINARY SHARES AND C ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) AN AMOUNT PER B ORDINARY SHARE OR C ORDINARY SHARE (AS THE CASE MAY BE) EQUAL TO THE LOWER OF: (I) AN AMOUNT (A) CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA:  $A = B \times (C - D)$  WHERE:  $B = 0.00002046$   $C =$  THE A SHARE VALUE  $D =$  THE HURDLE; (II) AN AMOUNT (E) CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA:  $E = F \times C$  WHERE:  $F = 0.00001023$  (III) AN AMOUNT (G) CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA:  $G = B \times (H - D)$  WHERE:  $B = 0.00002046$   $D =$  THE HURDLE  $H =$  GOODRIDGE VALUE (IV) AN AMOUNT (I) CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA:  $I - F \times H$  WHERE:  $F = 0.00001023$   $H =$  GOODRIDGE VALUE; AND (2) FINALLY, TO THE HOLDERS OF ORDINARY SHARES, ANY BALANCE OF SUCH CONSIDERATION PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD BY THEM. 1. FOR THE AVOIDANCE OF DOUBT, FOR THE PURPOSES OF ARTICLE 43 OF THE ARTICLES, WHERE ANY OF THE FORMULAS IN ARTICLE 43.1 OF THE ARTICLES PRODUCE A NEGATIVE NUMBER THEN THIS NUMBER SHALL BE CONSTRUED AS ZERO. (D) THE ORDINARY SHARES ARE NON-REDEEMABLE. "ARTICLES" MEANS THE COMPANY'S ARTICLES OF ASSOCIATION; 2. "A SHARE VALUE" MEANS THE VALUE OF THE A ORDINARY SHARES IN HOLDCO AS DETERMINED, IN ITS DISCRETION, BY RG INDUSTRIES LLP (ACTING REASONABLY) AT THE REQUEST OF THE BOARD, LESS THE BOARD'S BONA FIDE ESTIMATE OF THE COSTS INCURRED OR DEEMED TO BE INCURRED IN CONNECTION WITH THE TRANSACTION WHICH HAS TRIGGERED THE APPLICATION OF ARTICLE 43 OF THE ARTICLES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, A TRANSACTION PURSUANT TO ARTICLES 44, 45, 47, 48, 49 OR 50); "B ORDINARY SHARES" THE B ORDINARY SHARES OF £1.00 EACH IN THE SHARE CAPITAL OF THE COMPANY; "B SHAREHOLDER" MEANS A HOLDER OF ANY B ORDINARY SHARES; "BOARD" MEANS THE BOARD OF DIRECTORS OF THE COMPANY FROM TIME TO TIME; "C ORDINARY SHARES" THE C ORDINARY SHARES OF £1.00 EACH IN THE SHARE CAPITAL OF THE COMPANY; 3. "C SHAREHOLDER" MEANS A HOLDER OF ANY

C ORDINARY SHARES; "COMPANY" MEANS GOODRIDGE LIMITED; "GOODRIDGE VALUE" MEANS THE EQUITY VALUE OF THE COMPANY AS DETERMINED, IN ITS DISCRETION, BY RG INDUSTRIES LLP (ACTING REASONABLY) AT THE REQUEST OF THE BOARD LESS THE BOARD'S BONA FIDE ESTIMATE OF THE COSTS INCURRED IN CONNECTION WITH THE TRANSACTION WHICH HAS TRIGGERED THE APPLICATION OF ARTICLE 43 OF THE ARTICLES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, A TRANSACTION PURSUANT TO ARTICLES 44, 45, 46, 48 OR 49); ■ "HOLDCO" MEANS RGI STAR (HOLDINGS) LIMITED, A PRIVATE LIMITED COMPANY INCORPORATED IN ENGLAND & WALES (COMPANY NUMBER 08625177) WITH ITS REGISTERED OFFICE AT DART BUILDING GRENADIER ROAD, EXETER BUSINESS PARK, EXETER, DEVON, ENGLAND, EX1 3QF; ■HURDLE" £12,000,000.00; "ORDINARY SHARES" THE ORDINARY SHARES OF £1.00 EACH IN THE SHARE CAPITAL OF THE COMPANY, AND "SHARES" MEANS THE ORDINARY SHARES, B ORDINARY SHARES AND C - ORDINARY SHARES IN THE CAPITAL OF THE COMPANY IN ISSUE FROM TIME TO TIME. .

Class of Shares:	B	Number allotted	2932
	ORDINARY	Aggregate nominal value:	2932
Currency:	GBP		
Prescribed particulars			

(A) THE B SHAREHOLDERS HAVE A RIGHT TO RECEIVE NOTICE OF, ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY. (B) THE B SHAREHOLDERS DO NOT HAVE A RIGHT TO RECEIVE DIVIDENDS. (C) ON A RETURN OF CAPITAL OR THE COMPANY ON A LIQUIDATION OR OTHERWISE (OTHER THAN ON CONVERSION, REDEMPTION OR PURCHASE OF A SHARES), THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED IN THE FOLLOWING ORDER AND PRIORITY: (1) FIRSTLY, TO THE B SHAREHOLDERS AND C SHAREHOLDERS (AS IF THE B ORDINARY SHARES AND C ORDINARY SHARES CONSTITUTED ONE AND THE SAME CLASS) AN AMOUNT PER B ORDINARY SHARE OR C ORDINARY-SHARE (AS THE CASE MAY BE) EQUAL TO THE LOWER OF: (I) AN AMOUNT (A) CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA:  $A = B \times (C - D)$  WHERE: B = 0.00002046 C = THE A SHARE VALUE D = THE HURDLE; (II) AN AMOUNT (E) CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA:  $E = F \times C$  WHERE: C = THE A SHARE VALUE F = 0.00001023 . . (F) AN AMOUNT (G) CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA:  $G = B \times (H - D)$  WHERE: B = 0.00002046 D = THE HURDLE H = GOODRIDGE VALUE (IV) AN AMOUNT (I) CALCULATED IN ACCORDANCE WITH THE FOLLOWING FORMULA:  $L \times F \times H$  WHERE: F = 0.00001023 . H = GOODRIDGE VALUE; AND (2) FINALLY, TO THE HOLDERS OF ORDINARY SHARES, ANY BALANCE OF SUCH CONSIDERATION PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD BY THEM. FOR THE AVOIDANCE OF DOUBT, FOR THE PURPOSES OF ARTICLE 43 OF THE ARTICLES, WHERE ANY OF THE FORMULAS IN ARTICLE 43.1 OF THE ARTICLES PRODUCE A NEGATIVE NUMBER THEN THIS NUMBER SHALL BE CONSTRUED AS ZERO. (D) THE B ORDINARY SHARES ARE NON-REDEEMABLE. "ARTICLES" MEANS THE COMPANY'S ARTICLES OF ASSOCIATION; "A SHARE VALUE" MEANS THE VALUE OF THE A ORDINARY SHARES IN HOLDCO AS DETERMINED. IN ITS DISCRETION, BY RG INDUSTRIES LLP (ACTING REASONABLY) AT THE REQUEST OF THE BOARD, LESS THE BOARD'S BONA FIDE ESTIMATE OF THE COSTS INCURRED OR DEEMED TO BE INCURRED IN CONNECTION WITH THE TRANSACTION WHICH HAS TRIGGERED THE APPLICATION OF ARTICLE 43 OF THE ARTICLES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, A TRANSACTION PURSUANT TO ARTICLES 44,45,47,48,49 OR 50); - A "B ORDINARY SHARES" THE B ORDINARY SHARES OF £1.00 EACH IN THE SHARE CAPITAL OF THE COMPANY; \*B SHAREHOLDER" MEANS A HOLDER OF ANY B ORDINARY SHARES; "BOARD" MEANS THE BOARD OF DIRECTORS OF THE COMPANY FROM TIME TO TIME; ' \* " ' " R ^ . " ~ ' \*

# Statement of Capital (Totals)

---

Currency:	<b>GBP</b>	Total number of shares:	<b>109955</b>
		Total aggregate nominal value:	<b>109955</b>
		Total aggregate amount	<b>0</b>
		unpaid:	

# Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1: **96638 ORDINARY shares held as at the date of this confirmation statement**

Name: **RGI STAR LTD**

Shareholding 2: **0 B ORDINARY shares held as at the date of this confirmation statement**

Name: **RGI STAR LTD**

Shareholding 3: **2932 B ORDINARY shares held as at the date of this confirmation statement**

Name: **CELSO PIERRE**

Shareholding 4: **7331 C ORDINARY shares held as at the date of this confirmation statement**

Name: **CHARLES BOLTON**

Shareholding 5: **2443 C ORDINARY shares held as at the date of this confirmation statement**

Name: **DAMIANO LO GIUDICE**

Shareholding 6: **611 C ORDINARY shares held as at the date of this confirmation statement**

Name: **THINH PHO**

## **Confirmation Statement**

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

# Authorisation

Authenticated

This form was authorised by one of the following:

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