



Companies House

AR01 (ef)

Annual Return



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Company Name: **MATCHESFASHION LIMITED**

Company Number: **02717838**

Date of this return: **17/05/2016**

SIC codes: **47710**
47910

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

Situation of Registered Office: **UNIT 15A WELMAR MEWS**
154 CLAPHAM PARK ROAD
LONDON
SW4 7DD

Officers of the company

Company Secretary 1

Type: **Person**

Full forename(s): **RUTH**

Surname: **CHAPMAN**

Former names:

Service Address: **21 SOMERSET ROAD
LONDON
SW19 5JZ**

Company Director 1

Type: **Person**

Full forename(s): **MR SAMUEL WOODWORTH**

Surname: **BROOKS**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: ****/05/1978**

Nationality: **AMERICAN**

Occupation: **DIRECTOR**

Company Director 2

Type: **Person**

Full forename(s): **RUTH**

Surname: **CHAPMAN**

Former names:

Service Address: **21 SOMERSET ROAD
LONDON
SW19 5JZ**

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

Date of Birth: ****/12/1961** *Nationality:* **BRITISH**

Occupation: **COMPANY SECRETARY**

Company Director **3**

Type: **Person**

Full forename(s): **TOM**

Surname: **CHAPMAN**

Former names:

Service Address: **21 SOMERSET ROAD
LONDON
SW19 5JZ**

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

Date of Birth: ****/06/1963** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Company Director 4

Type: **Person**
Full forename(s): **MR ANDREW PETER**

Surname: **DAVISON**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: ****/08/1967** Nationality: **BRITISH**

Occupation: **VENTURE CAPITAL EXECUTIVE**

Company Director 5

Type: **Person**
Full forename(s): **FIONA LOUISE**

Surname: **GREINER**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: ****/06/1966** Nationality: **BRITISH**

Occupation: **COMPANY DIRECTOR**

Company Director **6**

Type: **Person**

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

Surname: **JEROME**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/03/1978**

Nationality: **FRENCH**

Occupation: **DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	C 2013 GROWTH SHARES	<i>Number allotted</i>	55336
		<i>Aggregate nominal value</i>	2766.8
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.05
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE C 2013 GROWTH SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF, TO ATTEND, TO SPEAK OR TO VOTE AT ANY GENERAL MEETING OF THE COMPANY OR TO RECEIVE OR VOTE ON, OR OTHERWISE CONSTITUTE AN ELIGIBLE MEMBER FOR THE PURPOSES OF, PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. THE C 2013 GROWTH SHARES SHALL HAVE NO RIGHTS TO RECEIVE DIVIDENDS: EACH C 2013 GROWTH SHARE SHALL HAVE NO RIGHT TO CAPITAL EXCEPT FOR THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF CAPITAL IN EXCESS OF THE AMOUNT OF THE HURDLE VALUE ATTACHED TO IT AS PROVIDED FOR IN ARTICLES 5 AND 6 ON THE APPLICATION OF ANY OF ARTICLES 5.1, 6.1 OR 6.2, THOSE C 2013 GROWTH SHARES WHICH ARE NOT THEN VESTED SHALL CARRY NO RIGHT TO PARTICIPATE IN ANY DISTRIBUTION OF ASSETS (OR SURPLUS ASSETS) OR PROCEEDS OF SALE. THE C 2013 GROWTH SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.

Class of shares	D 2016 GROWTH SHARES	<i>Number allotted</i>	10354
		<i>Aggregate nominal value</i>	2588.5
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.25
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE D 2016 GROWTH SHARES SHALL CONFER ON EACH HOLDER OF D 2016 GROWTH SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY BUT SUCH THAT THE HOLDERS OF THE D 2016 GROWTH SHARES SHALL TOGETHER BE ENTITLED TO CAST, IN AGGREGATE, SUCH NUMBER OF VOTES AS IS EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES CAPABLE OF BEING CAST BY ALL MEMBER OF THE COMPANY. THE D 2016 GROWTH SHARES SHALL HAVE NO RIGHTS TO RECEIVE DIVIDENDS. EACH D 2016 GROWTH SHARE SHALL HAVE NO RIGHT TO CAPITAL EXCEPT FOR THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF CAPITAL IN EXCESS OF THE AMOUNT OF THE HURDLE VALUE ATTACHED TO IT, AS PROVIDED FOR IN ARTICLES 5 AND 6 ON THE APPLICATION OF ANY OF ARTICLES 5.1 OR 6.2, THOSE D 2016 GROWTH SHARES WHICH ARE NOT THEN VESTED SHALL CARRY NO RIGHT TO PARTICIPATE IN ANY DISTRIBUTION OF ASSETS (OR SURPLUS ASSETS) OR PROCEEDS OF SALE. THE D 2016 GROWTH SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.

Class of shares	ORDINARY SHARES	<i>Number allotted</i>	891110
		<i>Aggregate nominal value</i>	44555.5
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.05
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF ORDINARY SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. NO DIVIDENDS MAY BE DECLARED OR PAID UNTIL ALL REDEEMABLE SHARES HAVE BEEN REDEEMED OR CONVERTED INTO DEFERRED SHARES. ENTITLED TO PARTICIPATE IN A DISTRIBUTION OF CAPITAL (INCLUDING ON WINDING UP) AFTER ALL REDEEMABLE SHARES HAVE BEEN REDEEMED OR CONVERTED INTO DEFERRED SHARES. THE ORDINARY SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.

Class of shares	REDEEMABLE SHARES	<i>Number allotted</i>	20000
		<i>Aggregate nominal value</i>	200
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.01
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE REDEEMABLE SHARES SHALL NOT ENTITLE THE HOLDERS OF THEM TO RECEIVE NOTICE OF, TO ATTEND, TO SPEAK OR TO VOTE AT ANY GENERAL MEETING OF THE COMPANY NOR TO VOTE OR VOTE ON, OR OTHERWISE CONSTITUTE AN ELIGIBLE MEMBER FOR THE PURPOSES OF PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. THE REDEEMABLE SHARES SHALL [HAVE NO RIGHT TO RECEIVE DIVIDENDS. SUBJECT TO THE COMPANIES ACT 2006, THE INVESTOR MAJORITY MAY REQUIRE THE COMPANY BY NOTICE IN WRITING (A "REDEMPTION NOTICE") TO REDEEM (I) ALL OF THE REDEEMABLE SHARES AT THE TIME IN ISSUE UPON THE OCCURRENCE OF AN EXIT OR LIQUIDATION OR

Class of shares	SERIES A SHARES	<i>Number allotted</i>	254079
		<i>Aggregate nominal value</i>	12703.95
<i>Currency</i>	GBP	<i>Amount paid per share</i>	55.1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE SERIES A SHARES SHALL CONFER ON EACH HOLDER OF SERIES A SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE 1AT ALL GENERAL MEETINGS OF THE COMPANY. NO DIVIDENDS MAY BE DECLARED OR PAI UNTIL ALL REDEEMABLE SHARES HAVE BEEN REDEEMED OR CONVERTED INTO DEFERRED SHARES. ENTITLED TO PARTICIPATE IN A DISTRIBUTION OF CAPITAL (INCLUDING ON A WINDING UP) AFTER ALL REDEEMABLE SHARES HA,E BEEN REDEEMED OR CONVERTED INTO DEFERRED SHARES. THE SERIES SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.

Class of shares	SERIES A SHARES	<i>Number allotted</i>	108890
		<i>Aggregate nominal value</i>	5444.5
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.05
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE SERIES A SHARES SHALL CONFER ON EACH HOLDER OF SERIES A SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE 1AT ALL GENERAL MEETINGS OF THE COMPANY. NO DIVIDENDS MAY BE DECLARED OR PAI UNTIL ALL REDEEMABLE SHARES HAVE BEEN REDEEMED OR CONVERTED INTO DEFERRED SHARES. ENTITLED TO PARTICIPATE IN A DISTRIBUTION OF CAPITAL (INCLUDING ON A WINDING UP) AFTER ALL REDEEMABLE SHARES HA,E BEEN REDEEMED OR CONVERTED INTO DEFERRED SHARES. THE SERIES SHARES ARE NOT TO BE REDEEMED AND ARE NOT LIABLE TO BE REDEEMED.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1339769
		<i>Total aggregate nominal value</i>	68259.25

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 17/05/2016 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> <i>Name:</i>	: 668332 ORDINARY SHARES shares held as at the date of this return TOM CHAPMAN
<i>Shareholding 2</i> <i>Name:</i>	: 222778 ORDINARY SHARES shares held as at the date of this return RUTH CHAPMAN
<i>Shareholding 3</i> <i>Name:</i>	: 163337 SERIES A SHARES shares held as at the date of this return SEP IV LP
<i>Shareholding 4</i> <i>Name:</i>	: 54445 SERIES A SHARES shares held as at the date of this return SEP IV LP
<i>Shareholding 5</i> <i>Name:</i>	: 12000 REDEEMABLE SHARES shares held as at the date of this return SEP IV LP
<i>Shareholding 6</i> <i>Name:</i>	: 90742 SERIES A SHARES shares held as at the date of this return HIGHLAND (GENEVA) S.A.R.L.
<i>Shareholding 7</i> <i>Name:</i>	: 54445 SERIES A SHARES shares held as at the date of this return HIGHLAND (GENEVA) S.A.R.L.
<i>Shareholding 8</i> <i>Name:</i>	: 8000 REDEEMABLE SHARES shares held as at the date of this return HIGHLAND (GENEVA) S.A.R.L.
<i>Shareholding 9</i> <i>Name:</i>	: 6960 C 2013 GROWTH SHARES shares held as at the date of this return FIONA GREINER
<i>Shareholding 10</i> <i>Name:</i>	: 41417 C 2013 GROWTH SHARES shares held as at the date of this return ULRIC JEROME
<i>Shareholding 11</i> <i>Name:</i>	: 6959 C 2013 GROWTH SHARES shares held as at the date of this return NEIL STEVENS
<i>Shareholding 12</i> <i>Name:</i>	: 10354 D 2016 GROWTH SHARES shares held as at the date of this return ULRIC JEROME

Authorisation

Authenticated

This form was authorised by one of the following:

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