



Companies House

AR01 (ef)

Annual Return



Received for filing in Electronic Format on the. 18/05/2015

X47P572Z

Company Name **MATCHESFASHION LIMITED**

Company Number **02717838**

Date of this return **17/05/2015**

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

RE-SCAN

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. **09/05/1978**

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 **03/12/1961** *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. **08/06/1963**

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. **20/08/1967** 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. **01/06/1966** 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 **17/03/1978** Nationality **FRENCH**

Occupation **DIRECTOR**

Company Director 7

Type **Person**
Full forename(s) **MR NEIL PETER**

Surname **STEVENS**

Former names

Service Address recorded as Company's registered office

Country/State Usually Resident **UNITED KINGDOM**

Date of Birth **15/09/1968** Nationality **BRITISH**

Occupation **NON EXECUTIVE 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>	0.05

Prescribed particulars

THE 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 GROWTH SHARES SHALL HAVE NO RIGHTS TO RECEIVE DIVIDENDS EACH 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 ARTICLES 5 1, 6.1 OR 6.2, THOSE GROWTH SHARES WHICH ARE NOT THEN VESTED GROWTH SHARES SHALL CARRY NO RIGHT TO PARTICIPATE IN ANY DISTRIBUTION OF ASSETS (OR SURPLUS ASSETS) OR PROCEEDS OF SALE.

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 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 RECEIVE 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. (A) SUBJECT TO THE ACT, THE INVESTOR MAJORITY MAY REQUIRE THE COMPANY BY NOTICE IN WRITTING (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 WINDING UP, OR (II) SUCH NUMBER OF THE REDEEMABLE SHARES THAT THE BOARD (IN ITS ABSOLUTE DISCRETION) MAY DETERMINE AT ANY TIME AFTER 9 JULY 2017 (SUBJECT TO APPROVAL BY THE BOARD), AND IF ANY VALID REDEMPTION NOTICE IS SERVED, ALL THE REDEEMABLE SHARES IN RESPECT OF WHICH THAT NOTICE IS SERVED WILL IMMEDIATELY BECOME DUE FOR REDEMPTION ON THE DATE OF SUCH NOTICE THE REDEEMABLE SHARES MAY ALSO BE REDEEMED (IN WHOLE OR IN PART) PRIOR TO THE OCCURRENCE OF THE EVENTS OR DATE SET OUT IN THE ARTICLE 4.3(A)(I) AND (II) ABOVE AT THE ELECTION OF THE COMPANY ON WRITTEN APPROVAL BY THE BOARD (INCLUDING THE FOUNDERS).

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 AT ALL GENERAL MEETING 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 A WINDING UP) AFTER ALL REDEEMABLE SHARES HAVE BEEN REDEEMED OR CONVERTED INTO DEFERRED SHARES. THE 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 AT ALL GENERAL MEETING 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 A WINDING UP) AFTER ALL REDEEMABLE SHARES HAVE BEEN REDEEMED OR CONVERTED INTO DEFERRED SHARES THE 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>	1329415
		<i>Total aggregate nominal value</i>	65670 75

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 17/05/2015 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>	668332 ORDINARY SHARES shares held as at the date of this return
<i>Name:</i>	TOM CHAPMAN
<i>Shareholding 2</i>	222778 ORDINARY SHARES shares held as at the date of this return
<i>Name:</i>	RUTH CHAPMAN
<i>Shareholding 3</i>	163337 SERIES A SHARES shares held as at the date of this return
<i>Name</i>	SEP IV LP
<i>Shareholding 4</i>	54445 SERIES A SHARES shares held as at the date of this return
<i>Name</i>	SEP IV LP
<i>Shareholding 5</i>	12000 REDEEMABLE SHARES shares held as at the date of this return
<i>Name</i>	SEP IV LP
<i>Shareholding 6</i>	90742 SERIES A SHARES shares held as at the date of this return

Name **HIGHLAND (GENEVA) S A.R.L.**

Shareholding 7 **54445 SERIES A SHARES shares held as at the date of this return**
Name **HIGHLAND (GENEVA) S.A R.L.**

Shareholding 8 **8000 REDEEMABLE SHARES shares held as at the date of this return**
Name **HIGHLAND (GENEVA) S A R.L.**

Shareholding 9 **6960 C 2013 GROWTH SHARES shares held as at the date of this return**
Name **FIONA GREINER**

Shareholding 10 **41417 C 2013 GROWTH SHARES shares held as at the date of this return**
Name **ULRIC JEROME**

Shareholding 11 **6959 C 2013 GROWTH SHARES shares held as at the date of this return**
Name **NEIL STEVENS**

Authorisation

Authenticated

This form was authorised by one of the following

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



Companies House

COMPANY NAME: MATCHESFASHION LIMITED
COMPANY NUMBER: 02717838

A second filed AR01 was registered on 30/06/2015.