



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **TRULY SPV 1 LIMITED**

Company Number: **06366226**



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Received for filing in Electronic Format on the: **31/10/2016**

Company Name: **TRULY SPV 1 LIMITED**

Company Number: **06366226**

Confirmation **10/09/2016**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	DEFERRED	Number allotted	84375
	ORDINARY	Aggregate nominal value:	8437.5
Currency:	GBP		

Prescribed particulars

THE DEFERRED SHARES WILL ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF ALL GENERAL MEETINGS BUT WILL NOT ENTITLE THE HOLDERS TO ATTEND OR VOTE AT ANY GENERAL MEETING.

Class of Shares:	A	Number allotted	703661
	ORDINARY	Aggregate nominal value:	70366.1
Currency:	GBP		

Prescribed particulars

1 THE VOTING RIGHTS ATTACHED TO EACH A ORD SHARE SHALL BE AS FOLLOWS:
1.1 ON A SHOW OF HANDS EVERY SHAREHOLDER HOLDING ONE OR MORE A ORD SHARES WHO IS PRESENT IN PERSON (INDIVIDUAL) OR BY A DULY AUTHORISED REP (CORPORATION) OR BY PROXY UNLESS THE PROXY (IN EITHER CASE) OR THE REP IS HIMSELF A MEMBER ENTITLED TO VOTE SHALL HAVE ONE VOTE; & 1.2 ON A POLL EVERY SHAREHOLDER HOLDING ONE OR MORE A ORD SHARES WHO IS PRESENT IN PERSON (INDIVIDUAL) OR BY A DULY AUTHORISED REP (CORPORATION) OR BY PROXY SHALL HAVE ONE VOTE FOR EACH A ORD SHARE OF WHICH HE IS THE HOLDER. 2 THE PROVISIONS OF PARA 3 SHALL APPLY IF (WITHOUT INVESTOR CONSENT): 2.1 THERE HAS BEEN PROPOSED A RESOLUTION FOR THE WINDING-UP OF THE COY A RESOLUTION FOR A REDUCTION IN THE CAP OF THE COY OR A RESOLUTION VARYING ANY OF THE RIGHTS ATTACHING TO THE ORD SHARES; OR 2.2 IN THE REASONABLE OPINION OF THE INVESTOR THE COY &/OR ANY OTHER GROUP COY IS IN MATERIAL BREACH OF ANY OF THE TERMS ON WHICH BANKING FACILITIES OR BANK LOANS HAVE BEEN MADE AVAILABLE PURSUANT TO THE FINANCING DOCUMENTS & THAT BREACH CONSTITUTES AN EVENT OF DEFAULT PURSUANT TO SUCH FINANCING DOCUMENTS & SUCH EVENT OF DEFAULT IS NOT OTHERWISE WAIVED BY THE RELEVANT LENDER; OR 2.3 IF A PROPOSED QUOTATION HAS BEEN APPROVED BY THE BOARD (WITH INVESTOR CONSENT & MANAGER MAJORITY CONSENT) IN RESPECT OF ANY RESOLUTION REQUIRED IN CONNECTION WITH ANY BONA FIDE REORGANISATION (INCLUDING AN INCREASE IN SHARE CAP & AUTHORITY TO ALLOT &/OR ISSUE SHARES FREE OF PRE-EMPTION RIGHTS) OF THE SHARE CAP OF THE COY WHICH IS NECESSARY TO EFFECT

THE QUOTATION & WHICH TAKES PLACE IMMEDIATELY PRIOR TO SUCH QUOTATION PROVIDED THAT THE RELATIVE ECONOMIC RIGHTS OF THE HOLDERS OF ORD SHARES ARE UNAFFECTED AS A RESULT OF THE REORGANISATION (IGNORING FOR THE AVOIDANCE OF DOUBT ANY ISSUE OF SHARES AT THE QUOTATION PRICE); OR 2.4 IF A PROPOSED REFINANCING HAS BEEN APPROVED BY THE BOARD (WITH INVESTOR CONSENT & MANAGER MAJORITY CONSENT) IN RESPECT OF ANY RESOLUTION REQUIRED IN CONNECTION WITH ANY BONA FIDE REORGANISATION (INCLUDING AN INCREASE IN SHARE CAP & AUTHORITY TO ALLOT &/OR ISSUE SHARES FREE OF PRE-EMPTION RIGHTS) OF THE SHARE CAP OF THE COY WHICH IS NECESSARY TO EFFECT THE REFINANCING & WHICH TAKES PLACE IMMEDIATELY PRIOR TO SUCH REFINANCING PROVIDED THAT THE RELATIVE ECONOMIC RIGHTS OF THE HOLDERS OF ORD SHARES ARE UNAFFECTED AS A RESULT OF THE REORGANISATION. □ 3 IF PURSUANT TO PARA 2 THE PROVISIONS OF THIS PARA 3 APPLY THEN ANY ORD SHARES WHICH ARE NOT INVESTOR SHARES SHALL CEASE TO ENTITLE EACH HOLDER THEREOF TO ATTEND & VOTE AT ANY GENERAL MEETING OF THE COY. 4 THE PROVISIONS OF PARA 2 SHALL: 4.1 IN THE CASE OF PARA 2.1 PARA 2.3 & PARA 2.4 ONLY APPLY IN RELATION TO SUCH RESOLUTION AS IS THERE MENTIONED; & 4.2 IN THE CASE OF PARA 2.2 CONTINUE FOR SO LONG AS SUCH BREACH SUBSISTS. 5 FOR THE AVOIDANCE OF DOUBT THE PROVISIONS IN ARTICLE 6.4 SHALL ENABLE THE HOLDERS OF ANY INVESTOR SHARES IN ISSUE TOGETHER: 5.1 TO PASS WRITTEN RESOLUTIONS OF THE COY IN ACCORDANCE WITH THE PROVISIONS OF THE ACT; & 5.2 TO CONSENT TO THE HOLDING OF A GENERAL MEETING OF THE COY ON SHORT NOTICE IN ACCORDANCE WITH THE PROVISIONS OF THE ACT IN EITHER CASE ON THE BASIS THAT ALL SUCH HOLDERS WOULD CONSTITUTE THE ONLY SHAREHOLDERS WHO WOULD BE ENTITLED TO ATTEND & VOTE AT A GENERAL MEETING OF THE COY. 6 THE PROVISIONS OF PARA 7 SHALL APPLY IF AT ANY TIME (WITHOUT INVESTOR CONSENT) ANY PERSON BECOMES A LEAVER. 7 IF PURSUANT TO PARA 6 THE PROVISIONS OF THIS PARA APPLY: 7.1 THE SHARES WHICH SUCH PERSON HOLDS OR TO WHICH HE IS ENTITLED; & 7.2 ANY SHARES FORMERLY HELD BY SUCH PERSON WHICH HAVE BEEN TRANSFERRED EITHER IN BREACH OF THESE ARTICLES OR IN ACCORDANCE WITH ARTICLE 11 (PERMITTED TRANSFERS) SHALL IMMEDIATELY CEASE TO ENTITLE THE HOLDERS TO ATTEND & VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE CLASS MEETING OF THE COY.

Class of Shares:	A	Number allotted	83640610
	PREFERENCE	Aggregate nominal value:	83640610
Currency:	GBP		

Prescribed particulars

THE A PREFERENCE SHARES WILL ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF ALL GENERAL MEETINGS BUT WILL NOT ENTITLE THE HOLDERS TO ATTEND OR VOTE AT ANY GENERAL MEETING.

Class of Shares:	B	Number allotted	2992440
	PREFERENCE	Aggregate nominal value:	2992440
Currency:	GBP		

Prescribed particulars

THE B PREFERENCE SHARES WILL ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF ALL GENERAL MEETINGS BUT WILL NOT ENTITLE THE HOLDERS TO ATTEND OR VOTE AT ANY GENERAL MEETING.

Class of Shares:	C	Number allotted	296339
	ORDINARY	Aggregate nominal value:	29633.9
Currency:	GBP		

Prescribed particulars

1 THE VOTING RIGHTS ATTACHED TO EACH C ORD SHARE SHALL BE AS FOLLOWS:

1.1 ON A SHOW OF HANDS EVERY SHAREHOLDER HOLDING ONE OR MORE A ORD SHARES WHO IS PRESENT IN PERSON (INDIVIDUAL) OR BY A DULY AUTHORISED REP (CORPORATION) OR BY PROXY UNLESS THE PROXY (IN EITHER CASE) OR THE REP IS HIMSELF A MEMBER ENTITLED TO VOTE SHALL HAVE ONE VOTE; & 1.2 ON A POLL EVERY SHAREHOLDER HOLDING ONE OR MORE A ORD SHARES WHO IS PRESENT IN PERSON (INDIVIDUAL) OR BY A DULY AUTHORISED REP (CORPORATION) OR BY PROXY SHALL HAVE ONE VOTE FOR EACH A ORD SHARE OF WHICH HE IS THE HOLDER. 2 THE PROVISIONS OF PARA 3 SHALL APPLY IF (WITHOUT INVESTOR CONSENT): 2.1 THERE HAS BEEN PROPOSED A RESOLUTION FOR THE WINDING-UP OF THE COY A RESOLUTION FOR A REDUCTION IN THE CAP OF THE COY OR A RESOLUTION VARYING ANY OF THE RIGHTS ATTACHING TO THE ORD SHARES; OR 2.2 IN THE REASONABLE OPINION OF THE INVESTOR THE COY &/OR ANY OTHER GROUP COY IS IN MATERIAL BREACH OF ANY OF THE TERMS ON WHICH BANKING FACILITIES OR BANK LOANS HAVE BEEN MADE AVAILABLE PURSUANT TO THE FINANCING DOCUMENTS & THAT BREACH CONSTITUTES AN EVENT OF DEFAULT PURSUANT TO SUCH FINANCING DOCUMENTS & SUCH EVENT OF DEFAULT IS NOT OTHERWISE WAIVED BY THE RELEVANT LENDER; OR 2.3 IF A PROPOSED QUOTATION HAS BEEN APPROVED BY THE BOARD (WITH INVESTOR CONSENT & MANAGER MAJORITY CONSENT) IN RESPECT OF ANY RESOLUTION

REQUIRED IN CONNECTION WITH ANY BONA FIDE REORGANISATION (INCLUDING AN INCREASE IN SHARE CAP & AUTHORITY TO ALLOT &/OR ISSUE SHARES FREE OF PRE-EMPTION RIGHTS) OF THE SHARE CAP OF THE COY WHICH IS NECESSARY TO EFFECT THE QUOTATION & WHICH TAKES PLACE IMMEDIATELY PRIOR TO SUCH QUOTATION PROVIDED THAT THE RELATIVE ECONOMIC RIGHTS OF THE HOLDERS OF ORD SHARES ARE UNAFFECTED AS A RESULT OF THE REORGANISATION (IGNORING FOR THE AVOIDANCE OF DOUBT ANY ISSUE OF SHARES AT THE QUOTATION PRICE); OR 2.4 IF A PROPOSED REFINANCING HAS BEEN APPROVED BY THE BOARD (WITH INVESTOR CONSENT & MANAGER MAJORITY CONSENT) IN RESPECT OF ANY RESOLUTION REQUIRED IN CONNECTION WITH ANY BONA FIDE REORGANISATION (INCLUDING AN INCREASE IN SHARE CAP & AUTHORITY TO ALLOT &/OR ISSUE SHARES FREE OF PRE-EMPTION RIGHTS) OF THE SHARE CAP OF THE COY WHICH IS NECESSARY TO EFFECT THE REFINANCING & WHICH TAKES PLACE IMMEDIATELY PRIOR TO SUCH REFINANCING PROVIDED THAT THE RELATIVE ECONOMIC RIGHTS OF THE HOLDERS OF ORD SHARES ARE UNAFFECTED AS A RESULT OF THE REORGANISATION. □ 3 IF PURSUANT TO PARA 2 THE PROVISIONS OF THIS PARA 3 APPLY THEN ANY ORD SHARES WHICH ARE NOT INVESTOR SHARES SHALL CEASE TO ENTITLE EACH HOLDER THEREOF TO ATTEND & VOTE AT ANY GENERAL MEETING OF THE COY. 4 THE PROVISIONS OF PARA 2 SHALL: 4.1 IN THE CASE OF PARA 2.1 PARA 2.3 & PARA 2.4 ONLY APPLY IN RELATION TO SUCH RESOLUTION AS IS THERE MENTIONED; & 4.2 IN THE CASE OF PARA 2.2 CONTINUE FOR SO LONG AS SUCH BREACH SUBSISTS. 5 FOR THE AVOIDANCE OF DOUBT THE PROVISIONS IN ARTICLE 6.4 SHALL ENABLE THE HOLDERS OF ANY INVESTOR SHARES IN ISSUE TOGETHER: 5.1 TO PASS WRITTEN RESOLUTIONS OF THE COY IN ACCORDANCE WITH THE PROVISIONS OF THE ACT; & 5.2 TO CONSENT TO THE HOLDING OF A GENERAL MEETING OF THE COY ON SHORT NOTICE IN ACCORDANCE WITH THE PROVISIONS OF THE ACT IN EITHER CASE ON THE BASIS THAT ALL SUCH HOLDERS WOULD CONSTITUTE THE ONLY SHAREHOLDERS WHO WOULD BE ENTITLED TO ATTEND & VOTE AT A GENERAL MEETING OF THE COY. 6 THE PROVISIONS OF PARA 7 SHALL APPLY IF AT ANY TIME (WITHOUT INVESTOR CONSENT) ANY PERSON BECOMES A LEAVER. 7 IF PURSUANT TO PARA 6 THE PROVISIONS OF THIS PARA APPLY: 7.1 THE SHARES WHICH SUCH PERSON HOLDS OR TO WHICH HE IS ENTITLED; & 7.2 ANY SHARES FORMERLY HELD BY SUCH PERSON WHICH HAVE BEEN TRANSFERRED EITHER IN BREACH OF THESE ARTICLES OR IN ACCORDANCE WITH ARTICLE 11 (PERMITTED TRANSFERS) SHALL IMMEDIATELY CEASE TO ENTITLE THE HOLDERS TO ATTEND & VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE CLASS MEETING OF THE COY.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	87717425
		Total aggregate nominal value:	86741487.5
		Total aggregate amount unpaid:	0

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.

A full list of shareholders for a non-traded company are shown below

Shareholding 1:	703661 A ORDINARY shares held as at the date of this confirmation statement
Name:	LADDIE BIDCO LIMITED
Shareholding 2:	83640610 A PREFERENCE shares held as at the date of this confirmation statement
Name:	LADDIE BIDCO LIMITED
Shareholding 3:	2992440 B PREFERENCE shares held as at the date of this confirmation statement
Name:	LADDIE BIDCO LIMITED
Shareholding 4:	84375 DEFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	LADDIE BIDCO LIMITED
Shareholding 5:	296339 C ORDINARY shares held as at the date of this confirmation statement
Name:	LADDIE BIDCO LIMITED

Persons with Significant Control (PSC)

PSC notifications

Notification Details

Date of becoming a registrable RLE: **03/06/2016**

Name: **LADDIE BIDCO LIMITED**

Registered or Principal Office Address: **MCBEATH HOUSE, 3RD FLOOR 310 GOSWELL ROAD
LONDON
ENGLAND
EC1V 7LW**

Legal Form: **PRIVATE COMPANY LIMITED BY SHARES**

Governing Law: **ENGLAND & WALES**

Register: **COMPANIES HOUSE**

Country/state of register: **UNITED KINGDOM**

Registration Number: **10192447**

Nature of control

The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.

The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.

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