



Companies House

CS01 (ef)

Confirmation Statement

Company Name: **COOLABI GROUP LIMITED**

Company Number: **07192983**



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Company Name: **COOLABI GROUP LIMITED**

Company Number: **07192983**

Confirmation **27/05/2023**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	DEFERRED	Number allotted	3
Currency:	GBP	Aggregate nominal value:	0.3285

Prescribed particulars

NON-VOTING, NON-INCOME, ON A LIQUIDATION OR A WINDING UP THE ENTIRE CLASS IS ENTITLED TO £1

Class of Shares:	INVESTOR	Number allotted	8923794
	ORDINARY	Aggregate nominal value:	11600.9322

Currency: **GBP**

Prescribed particulars

THE SHARES HAVE VOTING RIGHTS. THEY HAVE THE RIGHT AS A CLASS TO CAST 85% OF THE VOTES CAPABLE OF BEING CAST ON A POLL AT ANY GENERAL MEETING; NO DIVIDENDS ARE PAYABLE UNLESS AND UNTIL ALL PREFERENCE SHARES HAVE BEEN REDEEMED. THE SHARES HAVE ATTACHED TO THEM THE RIGHT TO THE PERCENTAGE OF ANY DIVIDEND NOT ALLOCATED IN RESPECT OF MANAGEMENT ORDINARY SHARES; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION; ON THE WINDING-UP OF THE COMPANY, THE COMPANY'S BALANCE OF THE SURPLUS VALUE (WHICH HAS NOT BE PAID OUT TO THE PREFERENCE SHARES) WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE INVESTOR ORDINARY SHARES AND THE HOLDERS OF THE MANAGEMENT ORDINARY SHARES, PRO RATA TO THE NUMBER OF EACH OF SUCH CLASS OF SHARE HELD; ON THE SALE OF THE ASSETS OF THE COMPANY OF A CONTROLLING INTEREST IN THE COMPANY, THE PROCEEDS OF SALE WILL BE DISTRIBUTED IN THE SAME PRIORITY AS ON A WINDING-UP.

Class of Shares:	MANAGEMENT	Number allotted	497794
	ORDINARY	Aggregate nominal value:	54508.443

Currency: **GBP**

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM THE RIGHT AS A CLASS TO CAST 15% OF THE VOTES CAPABLE OF BEING CAST ON A POLL AT ANY GENERAL MEETING; NO DIVIDENDS ARE PAYABLE UNLESS AND UNTIL ALL PREFERENCE SHARES HAVE BEEN REDEEMED. ONCE ALL PREFERENCE SHARES HAVE BEEN REDEEMED THEY HAVE THE RIGHT TO 50% OF ALL DIVIDENDS AFTER THE INVESTORS HAVE RECEIVED AN IRR OF 18% CALCULATED ON ALL THE CASH FLOWS ASSOCIATED WITH THE PREFERENCE SHARES AND INVESTOR ORDINARY SHARES ISSUED BY THE COMPANY. UNTIL THEN THEY HAVE THE RIGHT TO 15% OF ALL DIVIDENDS; THEY ARE REDEEMABLE AT THE AMOUNT PAID UP OR CREDITED AS PAID UP ON SUCH SHARE IF AN OFFER PROPOSED TO BE MADE BY THE COMPANY FOR THE SHARES IN COOLABI PLC IS NOT MADE BY OR, IF MADE, LAPSES OR IS WITHDRAWN. THEY ARE ALSO REDEEMABLE IF HELD BY AN EMPLOYEE OR CONSULTANT WHO CEASES TO BE EMPLOYED BY, OR CEASES TO PROVIDE CONSULTANCY SERVICES TO, THE COMPANY; ON THE WINDING-UP OF THE COMPANY, THE COMPANY'S BALANCE OF THE SURPLUS VALUE (WHICH HAS NOT BE PAID OUT TO THE PREFERENCE SHARES) WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE INVESTOR ORDINARY SHARES AND THE HOLDERS OF THE MANAGEMENT ORDINARY SHARES, PRO RATA TO THE NUMBER OF EACH OF SUCH CLASS OF SHARE HELD; ON THE SALE OF THE ASSETS OF THE COMPANY OF A CONTROLLING INTEREST IN THE COMPANY, THE PROCEEDS OF SALE WILL BE DISTRIBUTED IN THE SAME PRIORITY AS ON A WINDING-UP.

Class of Shares:	PREFERENCE	Number allotted	10641051
Currency:	GBP	Aggregate nominal value:	13833.3663
Prescribed particulars			

THE SHARES HAVE ATTACHED TO THEM THE RIGHT TO RECEIVE NOTICE OF, ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY; THEY HAVE A CUMULATIVE NON-COMPOUNDING DIVIDEND OF 6% PER ANNUM; THEY ARE REDEEMABLE ON 31 DECEMBER 2016 OR, IF EARLIER, IMMEDIATELY PRIOR TO, AND CONDITIONALLY UPON, THE OCCURRENCE OF THE EARLIER OF THE SALE OF A CONTROLLING INTEREST IN THE COMPANY, THE DISPOSAL BY THE COMPANY OF ALL OR SUBSTANTIALLY ALL OF ITS UNDERTAKING AND ASSETS, THE LISTING OR ADMISSION TO TRADING OF ANY SHARES IN THE COMPANY, A WINDING UP OF THE COMPANY OR THE APPOINTMENT OF A RECEIVER, MANAGER OR ADMINISTRATIVE RECEIVER OVER ALL OR ANY PART OF THE ASSETS OF THE COMPANY OR ANY OF ITS SUBSIDIARIES OR THE APPOINTMENT OF A LIQUIDATOR OR ADMINISTRATOR OVER THE COMPANY OR ANY OF ITS SUBSIDIARIES. THEY ARE REDEEMABLE AT THE GREATER OF (I) THE AMOUNT PAID UP OR CREDITED AS PAID UP ON SUCH SHARE THEREOF MULTIPLIED BY 1.43 AND (II) SUCH AMOUNT AS WOULD GIVE RISE TO THE HOLDER OF SUCH PREFERENCE SHARE ACHIEVING AN IRR CALCULATED ON EACH PREFERENCE SHARE OF 19.75% (THE "REDEMPTION AMOUNT"). TO THE EXTENT THAT THE PREFERENCE SHARES HAVE NOT BEEN FULLY REDEEMED, AN AMOUNT EQUAL TO THE REDEMPTION AMOUNT SHALL BE RETURNED TO THE PREFERENCE SHAREHOLDERS; ON THE WINDING-UP OF THE COMPANY THE COMPANY'S SURPLUS ASSETS (THE "SURPLUS VALUE") SHALL BE APPLIED FIRST IN PAYING AN AMOUNT EQUAL TO THE REDEMPTION AMOUNT ON EACH PREFERENCE SHARE; ON THE SALE OF THE ASSETS OF THE COMPANY OF A CONTROLLING INTEREST IN THE COMPANY, THE PROCEEDS OF SALE WILL BE DISTRIBUTED IN THE SAME PRIORITY AS ON A WINDING-UP.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	20062642
		Total aggregate nominal value:	79943.07
		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.

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

Shareholding 1: Name:	3 DEFERRED shares held as at the date of this confirmation statement QUEST DIGITAL LIMITED
Shareholding 2: Name:	8923794 INVESTOR ORDINARY shares held as at the date of this confirmation statement QUEST DIGITAL LIMITED
Shareholding 3: Name:	497794 MANAGEMENT ORDINARY shares held as at the date of this confirmation statement QUEST DIGITAL LIMITED
Shareholding 4: Name:	10641051 PREFERENCE shares held as at the date of this confirmation statement QUEST DIGITAL LIMITED
Shareholding 5: Name:	162239 transferred on 2022-07-07 0 INVESTOR ORDINARY shares held as at the date of this confirmation statement CHRYSLIS VCT PLC
Shareholding 6: Name:	15750 transferred on 2022-07-07 0 INVESTOR ORDINARY shares held as at the date of this confirmation statement JEREMY BANKS
Shareholding 7: Name:	21468 transferred on 2022-07-07 0 INVESTOR ORDINARY shares held as at the date of this confirmation statement WILLIAM HARRIS
Shareholding 8: Name:	43264 transferred on 2022-07-07 0 MANAGEMENT ORDINARY shares held as at the date of this confirmation statement WILLIAM HARRIS
Shareholding 9: Name:	10312 transferred on 2022-07-07 0 INVESTOR ORDINARY shares held as at the date of this confirmation statement AVONGLEN LIMITED
Shareholding 10:	26641 transferred on 2022-07-07 0 MANAGEMENT ORDINARY shares held as at the date of this confirmation statement

Name: **MICHAEL DEE**

Shareholding 11: **108159 transferred on 2022-07-07**
0 MANAGEMENT ORDINARY shares held as at the date of this confirmation statement

Name: **TIMOTHY RICKETTS**

Shareholding 12: **60148 transferred on 2022-07-07**
0 MANAGEMENT ORDINARY shares held as at the date of this confirmation statement

Name: **PULA MEDIA AND TECHNOLOGY LTD**

Shareholding 13: **6483077 transferred on 2022-07-07**
0 INVESTOR ORDINARY shares held as at the date of this confirmation statement

Name: **PULA MEDIA AND TECHNOLOGY LTD**

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