



Companies House
— for the record —

AR01 (ef)

Annual Return



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Received for filing in Electronic Format on the: **26/09/2013**

Company Name: **HAPPEN GP LIMITED**

Company Number: **07761402**

Date of this return: **05/09/2013**

SIC codes: **64209**

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

Situation of Registered Office: **1 LONDON STREET
READING
BERKSHIRE
ENGLAND
RG1 4QW**

Officers of the company

Company Secretary 1

Type: **Corporate**
Name: **SPEAFI SECRETARIAL LIMITED**

*Registered or
principal address:* **1 LONDON STREET
READING
BERKSHIRE
ENGLAND
RG1 4QW**

European Economic Area (EEA) Company

Register Location: **ENGLAND**
Registration Number: **05452648**

Company Director ***I***

Type: **Person**

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

Surname: **COWAN**

Former names:

Service Address: **49 LIBERTY STREET
OVAL
LONDON
UNITED KINGDOM
SW9 0EF**

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

Date of Birth: **27/02/1975** *Nationality:* **BRITISH**

Occupation: **MARKETING AND INNOVATION**

Company Director **2**

Type: **Person**
Full forename(s): **MR RICHARD MARK**

Surname: **FIFIELD**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **26/03/1962** *Nationality:* **BRITISH**

Occupation: **NONE**

Company Director 3

Type: **Person**
Full forename(s): **MR CONSTANTIJN THOMAS**

Surname: **PAPAIKONOMOU**

Former names:

Service Address: **140/141 VEENKADE
DEN HAAG
NETHERLANDS
2513EL**

Country/State Usually Resident: **NETHERLANDS**

Date of Birth: **25/01/1973** *Nationality:* **DUTCH**
Occupation: **CREATIVE DIRECTOR**

Company Director 4

Type: **Person**
Full forename(s): **DOCTOR DAVID ROY**

Surname: **WALKER**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **30/08/1966** *Nationality:* **BRITISH**

Occupation: **MANAGING DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	A ORDINARY	<i>Number allotted</i>	88953
		<i>Aggregate nominal value</i>	889.53
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0

Prescribed particulars

(A) VOTING EACH A SHAREHOLDER PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE ON A SHOW OF HANDS AND ONE VOTE FOR EACH A SHARE HELD BY HIM ON A POLL OR ON A WRITTEN RESOLUTION; (B) DIVIDENDS ANY PROFITS OF THE COMPANY WHICH THE BOARD MAY DETERMINE TO DISTRIBUTE AMONGST THE SHAREHOLDERS SHALL BE DISTRIBUTED BY WAY OF A DIVIDEND AND SHALL BE DECLARED AND PAID IN RESPECT OF THE SHARES AS THE BOARD MAY DETERMINE. SUCH DIVIDEND SHALL BE APPORTIONED BETWEEN THE HOLDERS OF THE SHARES (AS APPROPRIATE) PRO RATA TO THEIR RESPECTIVE SHAREHOLDINGS. THE DIVIDEND PAYABLE IN RESPECT OF EACH CLASS OF SHARES MAY AT THE DISCRETION OF THE BOARD BE DECLARED AT DIFFERENT AMOUNTS; (C) RETURN OF CAPITAL 1. ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "REMAINING ASSETS") SHALL BE DISTRIBUTED TO THE SHAREHOLDERS AS FOLLOWS: 1.1 FIRST, IN PAYING ANY ALL ACCRUALS, DEFICIENCIES AND ARREARS OF ANY DIVIDEND PAYABLE IN RESPECT OF ANY SHARE TOGETHER WITH ALL INTEREST AND OTHER AMOUNTS PAYABLE THEREON; 1.2 SECOND, AN AMOUNT EQUAL TO THE A/D SHAREHOLDER PRIORITY AMOUNT (AS DEFINED AT CLAUSE 2 BELOW) SHALL BE PAYABLE TO THE A SHAREHOLDERS AND D SHAREHOLDERS PRO RATA TO THEIR HOLDINGS OF A SHARES AND D SHARES AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES; 1.3 THIRD, AN AMOUNT EQUAL TO THE B SHAREHOLDER AMOUNT (AS DEFINED AT CLAUSE 3 BELOW) SHALL BE DISTRIBUTED TO THE B SHAREHOLDERS PRO RATA TO THEIR HOLDINGS OF B SHARES; 1.4 FINALLY, THE BALANCE OF THE REMAINING ASSETS SHALL BE DISTRIBUTED TO THE A SHAREHOLDERS, THE C SHAREHOLDERS AND THE D SHAREHOLDERS PRO RATA TO THEIR HOLDINGS OF A SHARES, C SHARES AND D SHARES AS IF THE SAME CONSTITUTED THE SAME CLASS OF SHARES. 2. THE A/D SHAREHOLDER PRIORITY AMOUNT SHALL BE THE C SHARE HURDLE AMOUNT LESS B%. B% SHALL BE CALCULATED AS FOLLOWS: $B\% = 100 \text{ DIVIDED BY NRA AND MULTIPLIED BY THE B SHAREHOLDER AMOUNT WHERE: NRA IS THE REMAINING ASSETS LESS ALL MONIES PAID TO SHAREHOLDERS PURSUANT TO 1.1 ABOVE.}$ 3. THE B SHAREHOLDER AMOUNT SHALL BE AN AMOUNT EQUAL TO THE MARKET VALUE OF HUK MULTIPLIED BY THE B SHAREHOLDER PERCENTAGE (AS DEFINED AT CLAUSE 3.2 BELOW) WHERE: 3.1 THE MARKET VALUE OF HUK IS THE AMOUNT DETERMINED BY THE AUDITORS OF THE COMPANY AS THE AMOUNT CONSIDERED BY THEM TO BE THE MARKET VALUE OF HUK AS AT THE DATE OF SUCH RETURN OF CAPITAL. THE AUDITORS SHALL ACT AT THE COST AND EXPENSE OF THE COMPANY AS EXPERTS AND NOT AS ARBITRATORS AND THEIR DETERMINATION SHALL BE FINAL AND BINDING ON ALL PERSONS CONCERNED AND, IN THE ABSENCE OF FRAUD, THE AUDITORS SHALL BE UNDER NO LIABILITY TO ANY SUCH PERSON BY REASON OF THEIR DETERMINATION OR CERTIFICATE OR BY ANYTHING DONE OR OMITTED TO BE DONE BY THE AUDITORS FOR THE PURPOSE OF OR IN CONNECTION WITH DETERMINING THE MARKET VALUE; AND 3.2 THE B SHAREHOLDER PERCENTAGE SHALL BE $X\%$ WHERE X IS: $100 \text{ DIVIDED BY } (A + B) \text{ MULTIPLIED BY B WHERE A IS THE NUMBER OF ISSUED A ORDINARY SHARES IN HUK; AND B IS THE NUMBER OF ISSUED B SHARES IN THE COMPANY.}$ (D) REDEMPTION THE A SHARES ARE NON-REDEEMABLE. THE FOLLOWING DEFINITIONS ARE USED IN THIS FORM SH01: "BOARD" THE BOARD OF DIRECTORS OF THE COMPANY AS CONSTITUTED FROM TIME TO TIME. "COMPANY" HAPPEN CB LIMITED (COMPANY NUMBER 07761402) "C SHARE HURDLE AMOUNT" £1,000,000

Class of shares	C ORDINARY	<i>Number allotted</i>	14364
		<i>Aggregate nominal value</i>	143.64
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0

Prescribed particulars

(A) VOTING THE C SHAREHOLDERS SHALL HAVE NO RIGHT TO VOTE AT ANY GENERAL MEETING OF THE COMPANY OR ON ANY WRITTEN RESOLUTION UNLESS THE RESOLUTION IS ONE WHICH DIRECTLY OR INDIRECTLY VARIES, MODIFIES, ALTERS OR ABROGATES ANY OF THE RIGHTS, PRIVILEGES, LIMITATIONS OR RESTRICTIONS ATTACHING TO THE C SHARES. WHEN ENTITLED TO VOTE EACH C SHAREHOLDER PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) PRESENT BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE FOR EACH C SHARE HELD ON A POLL OR ON A WRITTEN RESOLUTION; (B) DIVIDENDS ANY PROFITS OF THE COMPANY WHICH THE BOARD MAY DETERMINE TO DISTRIBUTE AMONGST THE SHAREHOLDERS SHALL BE DISTRIBUTED BY WAY OF A DIVIDEND AND SHALL BE DECLARED AND PAID IN RESPECT OF THE SHARES AS THE BOARD MAY DETERMINE. SUCH DIVIDEND SHALL BE APPORTIONED BETWEEN THE HOLDERS OF THE SHARES (AS APPROPRIATE) PRO RATA TO THEIR RESPECTIVE SHAREHOLDINGS. THE DIVIDEND PAYABLE IN RESPECT OF EACH CLASS OF SHARES MAY AT THE DISCRETION OF THE BOARD BE DECLARED AT DIFFERENT AMOUNTS; (C) RETURN OF CAPITAL 1. ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "REMAINING ASSETS") SHALL BE DISTRIBUTED TO THE SHAREHOLDERS AS FOLLOWS: 1.1 FIRST, IN PAYING ANY ALL ACCRUALS, DEFICIENCIES AND ARREARS OF ANY DIVIDEND PAYABLE IN RESPECT OF ANY SHARE TOGETHER WITH ALL INTEREST AND OTHER AMOUNTS PAYABLE THEREON; 1.2 SECOND, AN AMOUNT EQUAL TO THE A/D SHAREHOLDER PRIORITY AMOUNT (AS DEFINED AT CLAUSE 2 BELOW) SHALL BE PAYABLE TO THE A SHAREHOLDERS AND D SHAREHOLDERS PRO RATA TO THEIR HOLDINGS OF A SHARES AND D SHARES AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES; 1.3 THIRD, AN AMOUNT EQUAL TO THE B SHAREHOLDER AMOUNT (AS DEFINED AT CLAUSE 3 BELOW) SHALL BE DISTRIBUTED TO THE B SHAREHOLDERS PRO RATA TO THEIR HOLDINGS OF B SHARES; 1.4 FINALLY, THE BALANCE OF THE REMAINING ASSETS SHALL BE DISTRIBUTED TO THE A SHAREHOLDERS, THE C SHAREHOLDERS AND THE D SHAREHOLDERS PRO RATA TO THEIR HOLDINGS OF A SHARES, C SHARES AND D SHARES AS IF THE SAME CONSTITUTED THE SAME CLASS OF SHARES. 2. THE A/D SHAREHOLDER PRIORITY AMOUNT SHALL BE THE C SHARE HURDLE AMOUNT LESS B%. B% SHALL BE CALCULATED AS FOLLOWS: $B\% = 100 \text{ DIVIDED BY NRA AND MULTIPLIED BY THE B SHAREHOLDER AMOUNT WHERE: NRA IS THE REMAINING ASSETS LESS ALL MONIES PAID TO SHAREHOLDERS PURSUANT TO 1.1 ABOVE AND MARKET VALUE OF HAPPEN LTD ("HUK") SHALL BE DETERMINED IN ACCORDANCE WITH 3 BELOW. 3. THE B SHAREHOLDER AMOUNT SHALL BE AN AMOUNT EQUAL TO THE MARKET VALUE OF HUK MULTIPLIED BY THE B SHAREHOLDER PERCENTAGE (AS DEFINED AT CLAUSE 3.2 BELOW) WHERE: 3.1 THE MARKET VALUE OF HUK IS THE AMOUNT DETERMINED BY THE AUDITORS OF THE COMPANY AS THE AMOUNT CONSIDERED BY THEM TO BE THE MARKET VALUE OF HUK AS AT THE DATE OF SUCH RETURN OF CAPITAL. THE AUDITORS SHALL ACT AT THE COST AND EXPENSE OF THE COMPANY AS EXPERTS AND NOT AS ARBITRATORS AND THEIR DETERMINATION SHALL BE FINAL AND BINDING ON ALL PERSONS CONCERNED AND, IN THE ABSENCE OF FRAUD, THE AUDITORS SHALL BE UNDER NO LIABILITY TO ANY SUCH PERSON BY REASON OF THEIR DETERMINATION OR CERTIFICATE OR BY ANYTHING DONE OR OMITTED TO BE DONE BY THE AUDITORS FOR THE PURPOSE OF OR IN CONNECTION WITH DETERMINING THE MARKET VALUE; AND 3.2 THE B SHAREHOLDER PERCENTAGE SHALL BE X% WHERE X IS: $100 \text{ DIVIDED BY (A + B) MULTIPLIED BY B}$ WHERE A IS THE NUMBER OF ISSUED A ORDINARY SHARES IN HUK; AND B IS THE NUMBER OF ISSUED B SHARES IN THE COMPANY; (D) REDEMPTION THE C SHARES ARE NON-REDEEMABLE. THE FOLLOWING DEFINITIONS ARE USED IN THIS FORM SH01: "BOARD" THE BOARD OF DIRECTORS OF THE COMPANY AS CONSTITUTED FROM TIME TO TIME. "COMPANY" HAPPEN GP LIMITED (COMPANY NUMBER 07761402) "C SHAREHURDLE AMOUNT" £1,400,000$

Class of shares	D ORDINARY	<i>Number allotted</i>	6140
		<i>Aggregate nominal value</i>	61.4
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0

Prescribed particulars

(A) VOTING THE D SHAREHOLDERS SHALL HAVE NO RIGHT TO VOTE AT ANY GENERAL MEETING OF THE COMPANY OR ON ANY WRITTEN RESOLUTION UNLESS THE RESOLUTION IS ONE WHICH DIRECTLY OR INDIRECTLY VARIES, MODIFIES, ALTERS OR ABROGATES ANY OF THE RIGHTS, PRIVILEGES, LIMITATIONS OR RESTRICTIONS ATTACHING TO THE D SHARES. WHEN ENTITLED TO VOTE EACH D SHAREHOLDER PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) PRESENT BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE FOR EACH D SHARE HELD ON A POLL OR ON A WRITTEN RESOLUTION; (B) DIVIDENDS ANY PROFITS OF THE COMPANY WHICH THE BOARD MAY DETERMINE TO DISTRIBUTE AMONGST THE SHAREHOLDERS SHALL BE DISTRIBUTED BY WAY OF A DIVIDEND AND SHALL BE DECLARED AND PAID IN RESPECT OF THE SHARES AS THE BOARD MAY DETERMINE. SUCH DIVIDEND SHALL BE APPORTIONED BETWEEN THE HOLDERS OF THE SHARES (AS APPROPRIATE) PRO RATA TO THEIR RESPECTIVE SHAREHOLDINGS. THE DIVIDEND PAYABLE IN RESPECT OF EACH CLASS OF SHARES MAY AT THE DISCRETION OF THE BOARD BE DECLARED AT DIFFERENT AMOUNTS; (C) RETURN OF CAPITAL 1. ON A RETURN OF CAPITAL ON A LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE "REMAINING ASSETS") SHALL BE DISTRIBUTED TO THE SHAREHOLDERS AS FOLLOWS: 1.1 FIRST, IN PAYING ANY ALL ACCRUALS, DEFICIENCIES AND ARREARS OF ANY DIVIDEND PAYABLE IN RESPECT OF ANY SHARE TOGETHER WITH ALL INTEREST AND OTHER AMOUNTS PAYABLE THEREON; 1.2 SECOND, AN AMOUNT EQUAL TO THE A/D SHAREHOLDER PRIORITY AMOUNT (AS DEFINED AT CLAUSE 2 BELOW) SHALL BE PAYABLE TO THE A SHAREHOLDERS AND D SHAREHOLDERS PRO RATA TO THEIR HOLDINGS OF A SHARES AND D SHARES AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES; 1.3 THIRD, AN AMOUNT EQUAL TO THE B SHAREHOLDER AMOUNT (AS DEFINED AT CLAUSE 3 BELOW) SHALL BE DISTRIBUTED TO THE B SHAREHOLDERS PRO RATA TO THEIR HOLDINGS OF B SHARES; 1.4 FINALLY, THE BALANCE OF THE REMAINING ASSETS SHALL BE DISTRIBUTED TO THE A SHAREHOLDERS, THE C SHAREHOLDERS AND THE D SHAREHOLDERS PRO RATA TO THEIR HOLDINGS OF A SHARES, C SHARES AND D SHARES AS IF THE SAME CONSTITUTED THE SAME CLASS OF SHARES. 2. THE A/D SHAREHOLDER PRIORITY AMOUNT SHALL BE THE C SHARE HURDLE AMOUNT LESS B%. B% SHALL BE CALCULATED AS FOLLOWS: $B\% = 100 \text{ DIVIDED BY NRA AND MULTIPLIED BY THE B SHAREHOLDER AMOUNT WHERE: NRA IS THE REMAINING ASSETS LESS ALL MONIES PAID TO SHAREHOLDERS PURSUANT TO 1.1 ABOVE.}$ 3. THE B SHAREHOLDER AMOUNT SHALL BE AN AMOUNT EQUAL TO THE MARKET VALUE OF HUK MULTIPLIED BY THE B SHAREHOLDER PERCENTAGE (AS DEFINED AT CLAUSE 3.2 BELOW) WHERE: 3.1 THE MARKET VALUE OF HUK IS THE AMOUNT DETERMINED BY THE AUDITORS OF THE COMPANY AS THE AMOUNT CONSIDERED BY THEM TO BE THE MARKET VALUE OF HUK AS AT THE DATE OF SUCH RETURN OF CAPITAL. THE AUDITORS SHALL ACT AT THE COST AND EXPENSE OF THE COMPANY AS EXPERTS AND NOT AS ARBITRATORS AND THEIR DETERMINATION SHALL BE FINAL AND BINDING ON ALL PERSONS CONCERNED AND, IN THE ABSENCE OF FRAUD, THE AUDITORS SHALL BE UNDER NO LIABILITY TO ANY SUCH PERSON BY REASON OF THEIR DETERMINATION OR CERTIFICATE OR BY ANYTHING DONE OR OMITTED TO BE DONE BY THE AUDITORS FOR THE PURPOSE OF OR IN CONNECTION WITH DETERMINING THE MARKET VALUE; AND 3.2 THE B SHAREHOLDER PERCENTAGE SHALL BE X% WHERE X IS: $100 \text{ DIVIDED BY } (A + B) \text{ MULTIPLIED BY B}$ WHERE A IS THE NUMBER OF ISSUED A ORDINARY SHARES IN HUK; AND B IS THE NUMBER OF ISSUED B SHARES IN THE COMPANY; (D) REDEMPTION THE D SHARES ARE NON-REDEEMABLE. THE FOLLOWING DEFINITIONS ARE USED IN THIS FORM SH01: "BOARD" THE BOARD OF DIRECTORS OF THE COMPANY AS CONSTITUTED FROM TIME TO TIME. "COMPANY" HAPPEN GP LIMITED (COMPANY NUMBER 07761402) "C SHARE HURDLE AMOUNT" £1,4000,000

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	109457
		<i>Total aggregate nominal value</i>	1094.57

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 05/09/2013 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

Shareholding 1 : **35144 A ORDINARY shares held as at the date of this return**
Name: **DAVID ROY WALKER**

Shareholding 2 : **28122 A ORDINARY shares held as at the date of this return**
Name: **MARK COWAN**

Shareholding 3 : **25687 A ORDINARY shares held as at the date of this return**
Name: **AIKONO BV**

Shareholding 4 : **3921 C ORDINARY shares held as at the date of this return**
Name: **RICHARD FIFIELD**

Shareholding 5 : **3421 C ORDINARY shares held as at the date of this return**
Name: **SWEETHOOK HOLDING BV**

Shareholding 6 : **3601 C ORDINARY shares held as at the date of this return**
Name: **MELINDA LEHMAN**

Shareholding 7 : **5470 D ORDINARY shares held as at the date of this return**
Name: **CAROLINE JANE HOLT**

Shareholding 8 : **670 D ORDINARY shares held as at the date of this return**
Name: **ROGER NEILL**

Shareholding 9 : **3421 C ORDINARY shares held as at the date of this return**
Name: **TOMORROW NL BV**

Authorisation

Authenticated

This form was authorised by one of the following:

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