



Companies House

# CS01<sub>(ef)</sub>

## Confirmation Statement

Company Name: **FPE GLOBAL (HOLDINGS) LIMITED**

Company Number: **08218934**



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Company Name: **FPE GLOBAL (HOLDINGS) LIMITED**

Company Number: **08218934**

Confirmation **18/09/2016**

Statement date:

# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>2100000</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>10500</b>
Currency:	<b>GBP</b>		

Prescribed particulars

THE A SHARES, B SHARES AND C SHARES SHALL RANK PARI PASSU IN ALL RESPECTS SAVE AS SET OUT BELOW AND IN THE COMPANY'S ARTICLES OF ASSOCIATION. ANY DIVIDEND DECLARED (SAVE FOR THE PREFERENCE DIVIDEND) WILL BELONG TO AND BE PAID TO THE HOLDERS OF THE RELEVANT CLASSES OF SHARES PRO RATA TO THEIR HOLDINGS OF SUCH CLASS. ON A WINDING UP, THE HOLDERS OF ANY SECURED DEBT WILL BE PAID IN FULL. THE SURPLUS ASSETS WILL BE USED FIRSTLY TO PAY THE HOLDERS OF THE INVESTOR LOAN NOTES. THE HOLDERS OF THE C SHARES WILL BE ENTITLED TO A PORTION OF THE EXCESS PROCEEDS CALCULATED IN ACCORDANCE WITH ARTICLE 7.3(B) AND THEN THE REMAINING SURPLUS WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE INVESTOR LOAN NOTES AND THE PREFERENCE SHARES ON A PARI PASSU BASIS IN ACCORDANCE WITH ARTICLE 7.3(B) AND THEN TO THE HOLDERS OF THE A SHARES AND B SHARES. EVERY HOLDER OF A SHARES, B SHARES AND C SHARES SHALL HAVE ONE VOTE FOR EACH A SHARE, B SHARE AND C SHARE HELD BY HIM, SAVE IN CIRCUMSTANCES WHERE A BREACH OR OTHER RELEVANT CIRCUMSTANCE REFERRED TO IN ARTICLE 6.3 HAS OCCURRED. SUBJECT ALWAYS TO ARTICLE 6.3, VOTES CAPABLE OF BEING PASSED BY EACH HOLDER OF C SHARES SHALL, AT ALL TIMES, BE 5% OF ALL VOTES CAPABLE OF BEING CAST ON ANY RESOLUTION OF THE COMPANY AND THE VOTES ATTACHING TO THE A SHARES AND B SHARES SHALL BE REDUCED PRO-RATA IN ORDER TO GIVE EFFECT TO THIS.

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>105000</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>10500</b>
Currency:	<b>GBP</b>		

Prescribed particulars

THE A SHARES, B SHARES AND C SHARES SHALL RANK PARI PASSU IN ALL RESPECTS SAVE AS SET OUT BELOW AND IN THE COMPANY'S ARTICLES OF ASSOCIATION. ANY DIVIDEND DECLARED (SAVE FOR THE PREFERENCE DIVIDEND) WILL BELONG TO AND BE PAID TO THE HOLDERS OF THE RELEVANT CLASSES OF SHARES PRO RATA TO THEIR HOLDINGS OF SUCH CLASS. ON A WINDING UP, THE HOLDERS OF ANY SECURED DEBT WILL BE PAID IN FULL. THE SURPLUS ASSETS WILL BE USED FIRSTLY TO PAY THE

HOLDERS OF THE INVESTOR LOAN NOTES. THE HOLDERS OF THE C SHARES WILL BE ENTITLED TO A PORTION OF THE EXCESS PROCEEDS CALCULATED IN ACCORDANCE WITH ARTICLE 7.3(B) AND THEN THE REMAINING SURPLUS WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE INVESTOR LOAN NOTES AND THE PREFERENCE SHARES ON A PARI PASSU BASIS IN ACCORDANCE WITH ARTICLE 7.3(B) AND THEN TO THE HOLDERS OF THE A SHARES AND B SHARES. EVERY HOLDER OF A SHARES, B SHARES AND C SHARES SHALL HAVE ONE VOTE FOR EACH A SHARE, B SHARE AND C SHARE HELD BY HIM, SAVE IN CIRCUMSTANCES WHERE A BREACH OR OTHER RELEVANT CIRCUMSTANCES REFERRED TO IN ARTICLE 6.3 HAS OCCURRED. SUBJECT ALWAYS TO ARTICLE 6.3, VOTES CAPABLE OF BEING PASSED BY EACH HOLDER OF C SHARES SHALL, AT ALL TIMES, BE 5% OF ALL VOTES CAPABLE OF BEING CAST ON ANY RESOLUTION OF THE COMPANY AND THE VOTES ATTACHING TO THE A SHARES AND B SHARES SHALL BE REDUCED PRO-RATA IN ORDER TO GIVE EFFECT TO THIS.

Class of Shares:	C	Number allotted	1260000
	ORDINARY	Aggregate nominal value:	25200
Currency:	GBP		

Prescribed particulars

THE A SHARES, B SHARES AND C SHARES SHALL RANK PARI PASSU IN ALL RESPECTS SAVE AS SET OUT BELOW AND IN THE COMPANY'S ARTICLES OF ASSOCIATION. ANY DIVIDEND DECLARED (SAVE FOR THE PREFERENCE DIVIDEND) WILL BELONG TO AND BE PAID TO THE HOLDERS OF THE RELEVANT CLASSES OF SHARES PRO RATA TO THEIR HOLDINGS OF SUCH CLASS. ON A WINDING UP, THE HOLDERS OF ANY SECURED DEBT WILL BE PAID IN FULL. THE SURPLUS ASSETS WILL BE USED FIRSTLY TO PAY THE HOLDERS OF THE INVESTOR LOAN NOTES. THE HOLDERS OF THE C SHARES WILL BE ENTITLED TO A PORTION OF THE EXCESS PROCEEDS CALCULATED IN ACCORDANCE WITH ARTICLE 7.3(B) AND THEN THE REMAINING SURPLUS WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE INVESTOR LOAN NOTES AND THE PREFERENCE SHARES ON A PARI PASSU BASIS IN ACCORDANCE WITH ARTICLE 7.3(B) AND THEN TO THE HOLDERS OF THE A SHARES AND B SHARES. EVERY HOLDER OF A SHARES, B SHARES AND C SHARES SHALL HAVE ONE VOTE FOR EACH A SHARE, B SHARE AND C SHARE HELD BY HIM, SAVE IN CIRCUMSTANCES WHERE A BREACH OR OTHER RELEVANT CIRCUMSTANCES REFERRED TO IN ARTICLE 6.3 HAS OCCURRED. SUBJECT ALWAYS TO ARTICLE 6.3, VOTES CAPABLE OF BEING PASSED BY EACH HOLDER OF C SHARES SHALL, AT ALL TIMES, BE 5% OF ALL VOTES CAPABLE OF BEING CAST ON ANY

**RESOLUTION OF THE COMPANY AND THE VOTES ATTACHING TO THE A SHARES AND B SHARES SHALL BE REDUCED PRO-RATA IN ORDER TO GIVE EFFECT TO THIS.**

<b>Class of Shares:</b>	<b>PREFERENCE</b>	<b>Number allotted</b>	<b>96375</b>
<b>Currency:</b>	<b>GBP</b>	<b>Aggregate nominal value:</b>	<b>963.75</b>

Prescribed particulars

**THE PREFERENCE SHARES NON-VOTING AND ARE REDEEMABLE BY THE COMPANY AT ANY TIME. THE HOLDERS OF THE PREFERENCE SHARES ARE ENTITLED TWICE YEARLY TO A CUMULATIVE NET CASH DIVIDEND AT THE RATE OF 9.5% OF THE ISSUE PRICE OF EACH PREFERENCE SHARE HELD BY HIM, IN PRIORITY TO THE HOLDER OF ANY OTHER CLASS OF SHARE. ANY DIVIDEND DECLARED (SAVE FOR THE PREFERENCE DIVIDEND) WILL BELONG TO AND BE PAID TO THE HOLDERS OF THE RELEVANT CLASSES OF SHARES PRO RATA TO THEIR HOLDINGS OF SUCH CLASS. ON A WINDING UP, THE HOLDERS OF ANY SECURED DEBT WILL BE PAID IN FULL. THE SURPLUS ASSETS WILL BE USED FIRSTLY TO PAY THE HOLDERS OF THE INVESTOR LOAN NOTES. THE HOLDERS OF THE C SHARES WILL BE ENTITLED TO A PORTION OF THE EXCESS PROCEEDS CALCULATED IN ACCORDANCE WITH ARTICLE 7.3(B) AND THEN THE REMAINING SURPLUS WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE INVESTOR LOAN NOTES AND THE PREFERENCE SHARES ON A PARI PASSU BASIS IN ACCORDANCE WITH ARTICLE 7.3(B) AND THEN TO THE HOLDERS OF THE A SHARES AND B SHARES.**

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**Statement of Capital (Totals)**

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<b>Currency:</b>	<b>GBP</b>	<b>Total number of shares:</b>	<b>3561375</b>
		<b>Total aggregate nominal value:</b>	<b>47163.75</b>
		<b>Total aggregate amount unpaid:</b>	<b>0</b>

## 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:	<b>2052868 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>NORTHEDGE CAPITAL LLP ACTING IN ITS CAPACITY AS MANAGER OF NORTHEDGE CAPITAL FUND I LP</b>
Shareholding 2:	<b>47132 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>NORTHEDGE CAPITAL 1 GP LLP</b>
Shareholding 3:	<b>86875 PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>S LEES</b>
Shareholding 4:	<b>560000 C ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>DAVID COOPER</b>
Shareholding 5:	<b>102643 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>NORTHEDGE CAPITAL LLP ACTING IN ITS CAPACITY AS MANAGER OF NORTHEDGE CAPITAL FUND I LP</b>
Shareholding 6:	<b>2357 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>NORTHEDGE CAPITAL I GP LLP</b>
Shareholding 7:	<b>140000 C ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>TIM HINES</b>
Shareholding 8:	<b>280000 C ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>PETER WILLIAMSON</b>
Shareholding 9:	<b>140000 C ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>DEREK WOOD</b>
Shareholding 10:	<b>140000 C ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JEREMY BOOTH</b>

Shareholding 11: **9287 PREFERENCE shares held as at the date of this confirmation statement**  
Name: **NORTHEDGE CAPITAL LLP ACTING IN ITS CAPACITY AS MANAGER OF NORTHEDGE CAPITAL FUND I LP**

Shareholding 12: **213 PREFERENCE shares held as at the date of this confirmation statement**  
Name: **NORTHEDGE CAPITAL I GP LLP**

# Persons with Significant Control (PSC)

## PSC notifications

### Notification Details

Date of becoming a registrable RLE: **06/04/2016**

Name: **NORTHEDGE CAPITAL LLP ACTING IN ITS CAPACITY AS  
MANAGER OF NORTHEDGE CAPITAL FUND I LP**

Registered or Principal Office Address: **6TH FLOOR VANTAGE POINT HARDMAN STREET  
MANCHESTER  
UNITED KINGDOM  
M3 3HF**

Legal Form: **LIMITED LIABILITY PARTNERSHIP**

Governing Law: **LIMITED PARTNERSHIP ACT 1990**

Register: **COMPANIES HOUSE**

Country/state of register: **ENGLAND**

Registration Number: **LP015078**

### Nature of control

The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.

The relevant legal entity holds, directly or indirectly, more than 50% but less than 75% 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