



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **TRAVELNEST LIMITED**

Company Number: **09141571**



X9JD4TVE

Received for filing in Electronic Format on the: **07/12/2020**

Company Name: **TRAVELNEST LIMITED**

Company Number: **09141571**

Confirmation **07/12/2020**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	7689126
	ORDINARY	Aggregate nominal value:	7689.126
Currency:	GBP		

Prescribed particulars

(A) ON A SHOW OF HANDS EACH MEMBER HOLDING A ORDINARY SHARES HAS ONE VOTE AND ON A POLL EACH MEMBER HOLDING A ORDINARY SHARES HAS ONE VOTE FOR EACH A ORDINARY SHARE HELD. THE HOLDERS OF A ORDINARY SHARES AND THE HOLDERS OF PREFERRED ORDINARY SHARES SHALL VOTE TOGETHER AS THOUGH THEY CONSTITUTED ONE CLASS OF SHARES. (B) NO DIVIDEND SHALL BE PAID ON ANY EQUITY SHARE WITHOUT THE APPROVAL OF THE BOARD AND INVESTOR CONSENT. SUBJECT TO THE FOREGOING, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF EQUITY SHARES PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM. (C) UPON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS (WHEN AVAILABLE) SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS OF THE COMPANY AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE (AS THE CASE MAY BE) TAKES PLACE, AS FOLLOWS: (I) SUBJECT TO (II) BELOW, IN PAYING TO THE HOLDERS OF THE EQUITY SHARES AN AMOUNT WHICH IS EQUAL TO THEIR PRO RATA ENTITLEMENT TO THE EXIT PROCEEDS BY REFERENCE TO THE NUMBER OF EQUITY SHARES (ON A PARI PASSU BASIS); (II) IN THE EVENT THE PAYMENT IN (I) ABOVE WOULD RESULT IN THE PAYMENT TO EACH PREFERRED ORDINARY SHAREHOLDER BEING AN AMOUNT WHICH IS LESS THAN THE PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT FOR EACH PREFERRED ORDINARY SHARE HELD, THE EXIT PROCEEDS SHALL INSTEAD BE ALLOCATED AS FOLLOWS: (A) FIRST, IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF ANY OTHER SHARES, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES IN RESPECT OF EACH PREFERRED ORDINARY SHARE HELD, THE PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT AND, IF THERE IS A SHORTFALL OF EXIT PROCEEDS REMAINING TO SATISFY SUCH PAYMENTS IN FULL, THE EXIT PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES PRO RATA TO THE AGGREGATE AMOUNTS DUE UNDER THIS PARAGRAPH (II) (A) TO EACH SUCH PREFERRED ORDINARY SHARE HELD; AND (B) SECOND, IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF ANY OTHER SHARES (AFTER THE PAYMENT IN PARAGRAPH (II)(A) ABOVE), IN PAYING TO THE HOLDERS

OF THE A ORDINARY SHARES AN AMOUNT WHICH IS EQUAL TO THEIR PRO RATA ENTITLEMENT TO THE RELEVANT PROCEEDS BY REFERENCE TO THE NUMBER OF EQUITY SHARES (ON A PARI PASSU BASIS). (D) THE SHARES DO NOT OFFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	B	Number allotted	135314
	ORDINARY	Aggregate nominal value:	135.314
Currency:	GBP		

Prescribed particulars

A) THE HOLDERS OF THE B ORDINARY SHARES SHALL NOT BE ENTITLED TO VOTE ON ANY MATTERS EXCEPT WHERE THERE IS A VOTE TO VARY ANY SPECIAL RIGHTS ATTACHED TO THE CLASS. (B) NO DIVIDEND SHALL BE PAID ON ANY EQUITY SHARE WITHOUT THE APPROVAL OF THE BOARD AND INVESTOR CONSENT. SUBJECT TO THE FOREGOING, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF EQUITY SHARES PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM. (C) UPON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS (WHEN AVAILABLE) SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS OF THE COMPANY AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE (AS THE CASE MAY BE) TAKES PLACE, AS FOLLOWS: (I) SUBJECT TO (II) BELOW, IN PAYING TO THE HOLDERS OF THE EQUITY SHARES AN AMOUNT WHICH IS EQUAL TO THEIR PRO RATA ENTITLEMENT TO THE EXIT PROCEEDS BY REFERENCE TO THE NUMBER OF EQUITY SHARES (ON A PARI PASSU BASIS); (II) IN THE EVENT THE PAYMENT IN (I) ABOVE WOULD RESULT IN THE PAYMENT TO EACH PREFERRED ORDINARY SHAREHOLDER BEING AN AMOUNT WHICH IS LESS THAN THE PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT FOR EACH PREFERRED ORDINARY SHARE HELD, THE EXIT PROCEEDS SHALL INSTEAD BE ALLOCATED AS FOLLOWS: (A) FIRST, IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF ANY OTHER SHARES, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES IN RESPECT OF EACH PREFERRED ORDINARY SHARE HELD, THE PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT AND, IF THERE IS A SHORTFALL OF EXIT PROCEEDS REMAINING TO SATISFY SUCH PAYMENTS IN FULL, THE EXIT PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES PRO RATA TO THE AGGREGATE AMOUNTS DUE UNDER THIS PARAGRAPH (II) (A) TO EACH SUCH PREFERRED ORDINARY SHARE HELD; AND (B) SECOND, IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF ANY OTHER SHARES

(AFTER THE PAYMENT IN PARAGRAPH (II)(A) ABOVE), IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES AN AMOUNT WHICH IS EQUAL TO THEIR PRO RATA ENTITLEMENT TO THE RELEVANT PROCEEDS BY REFERENCE TO THE NUMBER OF EQUITY SHARES (ON A PARI PASSU BASIS). (D) THE SHARES DO NOT OFFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	PREFERRED	Number allotted	18840718
	ORDINARY	Aggregate nominal value:	18840.718

Currency: GBP

Prescribed particulars

(A) ON A SHOW OF HANDS EACH MEMBER HOLDING PREFERRED ORDINARY SHARES HAS ONE VOTE AND ON A POLL EACH MEMBER HOLDING PREFERRED ORDINARY SHARES HAS ONE VOTE FOR EACH PREFERRED ORDINARY SHARE HELD. THE HOLDERS OF A ORDINARY SHARES AND THE HOLDERS OF PREFERRED ORDINARY SHARES SHALL VOTE TOGETHER AS THOUGH THEY CONSTITUTED ONE CLASS OF SHARES.

(B) NO DIVIDEND SHALL BE PAID ON ANY EQUITY SHARE WITHOUT THE APPROVAL OF THE BOARD AND INVESTOR CONSENT. SUBJECT TO THE FOREGOING, ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF EQUITY SHARES PRO RATA ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY THEM. (C) UPON A CAPITAL DISTRIBUTION EVENT OR A SHARE SALE, THE EXIT PROCEEDS (WHEN AVAILABLE) SHALL BE DISTRIBUTED AMONG THE SHAREHOLDERS OF THE COMPANY AS AT THE DATE ON WHICH THE CAPITAL DISTRIBUTION EVENT OR COMPLETION OF THE SHARE SALE (AS THE CASE MAY BE) TAKES PLACE, AS FOLLOWS: (I) SUBJECT TO (II) BELOW, IN PAYING TO THE HOLDERS OF THE EQUITY SHARES AN AMOUNT WHICH IS EQUAL TO THEIR PRO RATA ENTITLEMENT TO THE EXIT PROCEEDS BY REFERENCE TO THE NUMBER OF EQUITY SHARES (ON A PARI PASSU BASIS); (II) IN THE EVENT THE PAYMENT IN (I) ABOVE WOULD RESULT IN THE PAYMENT TO EACH PREFERRED ORDINARY SHAREHOLDER BEING AN AMOUNT WHICH IS LESS THAN THE PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT FOR EACH PREFERRED ORDINARY SHARE HELD, THE EXIT PROCEEDS SHALL INSTEAD BE ALLOCATED AS FOLLOWS: (A) FIRST, IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF ANY OTHER SHARES, IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES IN RESPECT OF EACH PREFERRED ORDINARY SHARE HELD, THE PREFERRED ORDINARY SHARE SUBSCRIPTION AMOUNT AND, IF THERE IS A SHORTFALL OF EXIT PROCEEDS REMAINING TO SATISFY SUCH PAYMENTS IN FULL, THE EXIT PROCEEDS SHALL BE

DISTRIBUTED TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES PRO RATA TO THE AGGREGATE AMOUNTS DUE UNDER THIS PARAGRAPH (II) (A) TO EACH SUCH PREFERRED ORDINARY SHARE HELD; AND (B) SECOND, IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF ANY OTHER SHARES (AFTER THE PAYMENT IN PARAGRAPH (II) (A) ABOVE), IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES AN AMOUNT WHICH IS EQUAL TO THEIR PRO RATA ENTITLEMENT TO THE RELEVANT PROCEEDS BY REFERENCE TO THE NUMBER OF EQUITY SHARES (ON A PARI PASSU BASIS). (D) ANY SHARES MAY BE ISSUED ON THE TERMS THAT THEY ARE, OR AT THE OPTION OF THE COMPANY OR THE HOLDER ARE LIABLE, TO BE REDEEMED AND THE DIRECTORS SHALL BE AUTHORISED TO DETERMINE THE TERMS, CONDITIONS AND MANNER OF REDEMPTION OF SUCH SHARES.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	26665158
		Total aggregate nominal value:	26665.158
		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:	281358 A ORDINARY shares held as at the date of this confirmation statement
Name:	MARK LOGAN
Shareholding 2:	99891 A ORDINARY shares held as at the date of this confirmation statement
Name:	JOHN MCALLISTER NICHOLSON
Shareholding 3:	213377 A ORDINARY shares held as at the date of this confirmation statement
Name:	ANDREW STUART WEIR PATERSON
Shareholding 4:	7000000 A ORDINARY shares held as at the date of this confirmation statement
Name:	DOUGLAS FRASER STEPHENSON
Shareholding 5:	47200 A ORDINARY shares held as at the date of this confirmation statement
Name:	JEREMY STEPHENSON
Shareholding 6:	47300 A ORDINARY shares held as at the date of this confirmation statement
Name:	JULIE STEPHENSON
Shareholding 7:	1678 B ORDINARY shares held as at the date of this confirmation statement
Name:	KSENIA ALEKSANKINA
Shareholding 8:	1400 B ORDINARY shares held as at the date of this confirmation statement
Name:	MARTA BEVERAGE
Shareholding 9:	7786 B ORDINARY shares held as at the date of this confirmation statement
Name:	TOM DALZIEL
Shareholding 10:	18740 B ORDINARY shares held as at the date of this confirmation statement
Name:	LAURA GRAY
Shareholding 11:	6500 B ORDINARY shares held as at the date of this confirmation statement
Name:	YVONNE JACKSON

Shareholding 12:	140 B ORDINARY shares held as at the date of this confirmation statement
Name:	CAROL LAU
Shareholding 13:	4462 B ORDINARY shares held as at the date of this confirmation statement
Name:	DIEGO LEON
Shareholding 14:	6562 B ORDINARY shares held as at the date of this confirmation statement
Name:	CRAIG LINDSAY
Shareholding 15:	315 B ORDINARY shares held as at the date of this confirmation statement
Name:	GREGOR MCEWAN
Shareholding 16:	11250 B ORDINARY shares held as at the date of this confirmation statement
Name:	PETER MATHIJS VAN OERLE
Shareholding 17:	1284 B ORDINARY shares held as at the date of this confirmation statement
Name:	CASSIE PRYDE
Shareholding 18:	2363 B ORDINARY shares held as at the date of this confirmation statement
Name:	ASHLEIGH RAYNE
Shareholding 19:	6000 B ORDINARY shares held as at the date of this confirmation statement
Name:	EDDIE READIE
Shareholding 20:	61667 B ORDINARY shares held as at the date of this confirmation statement
Name:	SIMON RIGDEN
Shareholding 21:	1555 B ORDINARY shares held as at the date of this confirmation statement
Name:	SYLVIA RODGER
Shareholding 22:	3612 B ORDINARY shares held as at the date of this confirmation statement
Name:	ALEX SHAW
Shareholding 23:	5713761 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	MANGROVE V INVESTMENTS S.À R.L

Shareholding 24: **5713761 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **PENTECH FUND III LIMITED PARTNERSHIP**

Shareholding 25: **2719097 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **SCOTTISH ENTERPRISE**

Shareholding 26: **4694099 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **THE FRONTLINE VENTURE FUND II LIMITED PARTNERSHIP**

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