



Companies House

CS01 (ef)

Confirmation Statement

Company Name: **UPPER STREET EVENTS TOPCO LIMITED**

Company Number: **09243695**



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Company Name: **UPPER STREET EVENTS TOPCO LIMITED**

Company Number: **09243695**

Confirmation **01/10/2016**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	21027203
	ORDINARY	Aggregate nominal value:	21027.203
Currency:	GBP		

Prescribed particulars

ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY, AND TO RECEIVE A COPY OF AND TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY AND TO HAVE A TOTAL OF 49.9% OF THE VOTES CAPABLE OF BEING CAST ON ANY RESOLUTION OF THE COMPANY, SAVE FOR WHERE THERE IS A MATERIAL DEFAULT, WHICH THEN ENTITLES EACH HOLDER TO HAVE 100,000 VOTES FOR EVERY A ORDINARY SHARE HELD. HOLDERS OF THE A, C, D1, D2, D3, E, F1, F2, F3 AND F4 ORDINARY SHARES (THE "EQUITY SHARES") SHALL BE ENTITLED TO THE ISSUE PRICE OF EACH SHARE ON RETURN OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER DISCHARGE OF OTHER LIABILITIES FOLLOWING LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES AS TO 99.99% OF SUCH ASSETS. NO DIVIDEND SHALL BE DECLARED OR PAID TO THE HOLDERS OF ANY CLASS OF SHARES IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY WITHOUT INVESTOR CONSENT AND ANY SUCH DIVIDEND SHALL THEN BE PAID AS 99.99% OF THE AGGREGATE AMOUNT OF EACH OF SUCH DIVIDEND TO ALL THE HOLDERS OF THE EQUITY SHARES. THE HOLDERS OF A, B AND C ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE A DIVIDEND PAYMENT IF THE PAYMENT WOULD EXCEED 50% OF THE TOTAL AMOUNT OF THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION.

Class of Shares:	B	Number allotted	54974397
	ORDINARY	Aggregate nominal value:	54.974397
Currency:	GBP		

Prescribed particulars

NOT ENTITLED TO RECEIVE NOTICE OF OR TO ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY OR TO RECEIVE A COPY OF OR TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. NOT ENTITLED TO PARTICIPATE IN ANY PROFITS OR ASSETS OF THE COMPANY, SAVE FOR, THE HOLDERS OF THE B ORDINARY SHARE SHALL BE PAID THE B SHARE PRICE OF EACH SUCH SHARE TOGETHER IN EACH CASE WITH A SUM EQUAL TO ANY ARREARS OR ACCRUALS OF ANY DIVIDENDS

CALCULATED DOWN TO AND INCLUDING THE DATE OF ACTUAL PAYMENT ON RETURN OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER DISCHARGE OF OTHER LIABILITIES FOLLOWING LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE B ORDINARY SHARES AS TO 0.01% OF SUCH ASSETS PROVIDED THAT THE AMOUNT PAYABLE TO THE A, B AND C ORDINARY SHARES SHALL NOT EXCEED 50% OF THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE PARTICIPATORS OF THE COMPANY. NO DIVIDEND SHALL BE DECLARED OR PAID TO THE HOLDERS OF ANY CLASS OF SHARES IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY WITHOUT INVESTOR CONSENT AND ANY SUCH DIVIDEND SHALL THEN BE PAID AS 0.01% OF THE AGGREGATE AMOUNT OF EACH OF SUCH DIVIDEND TO THE HOLDERS OF THE B ORDINARY AND DEFERRED SHARES. THE HOLDERS OF A, B AND C ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE A DIVIDEND PAYMENT IF THE PAYMENT WOULD EXCEED 50% OF THE TOTAL AMOUNT OF THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION. IMMEDIATELY PRIOR TO, AND CONDITION ON, A LISTING, SUCH NUMBER OF B ORDINARY SHARES CONVERT INTO AND BE REDESIGNATED AS SUCH NUMBER OF FULLY PAID SHARES OF THE CLASS OF ORDINARY SHARE WHICH IS TO BE THE SUBJECT OF THE LISTING AND THE BALANCE OF THE B ORDINARY SHARES NOT SO CONVERTED SHALL BE CONVERTED INTO AND REDESIGNATED AS DEFERRED SHARES.

Class of Shares:	C	Number allotted	1000000
	ORDINARY	Aggregate nominal value:	1
Currency:	GBP		

Prescribed particulars

NOT ENTITLED TO RECEIVE NOTICE OF OR TO ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY OR TO RECEIVE A COPY OF AND TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. HOLDERS OF THE A, C, D1, D2, D3, E, F1, F2, F3 AND F4 ORDINARY SHARES (THE "EQUITY SHARES") SHALL BE ENTITLED TO THE ISSUE PRICE OF EACH SHARE ON RETURN OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER DISCHARGE OF OTHER LIABILITIES FOLLOWING LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES AS TO 99.99% OF SUCH ASSETS. ENTITLED TO A PREFERRED CUMULATIVE CASH DIVIDEND EQUAL TO 12.5% OF THE NET PROFIT FOR THE RELEVANT FINANCIAL YEAR ARISING FROM 31 MARCH 2020 ONWARDS THE HOLDERS OF A, B AND C ORDINARY SHARES SHALL NOT BE ENTITLED

TO RECEIVE DIVIDEND PAYMENT IF THE PAYMENT WOULD EXCEED 50% OF THE TOTAL AMOUNT OF THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION.

Class of Shares:	D1	Number allotted	541865
	ORDINARY	Aggregate nominal value:	5418.65
Currency:	GBP		

Prescribed particulars

ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY AND TO RECEIVE A COPY OF AND TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY AND, SAVE FOR WHERE THERE IS A MATERIAL DEFAULT, EACH SHARE SHALL BE ENTITLED TO 0.2 VOTES PER D1 ORDINARY SHARE. HOLDERS OF THE A, C, D1, D2, D3, E, F1, F2, F3 AND F4 ORDINARY SHARES (THE "EQUITY SHARES") SHALL BE ENTITLED TO THE ISSUE PRICE OF EACH SHARE ON RETURN OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER DISCHARGE OF OTHER LIABILITIES FOLLOWING LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES AS TO 99.99% OF SUCH ASSETS. NO DIVIDEND SHALL BE DECLARED OR PAID TO THE HOLDERS OF ANY CLASS OF SHARES IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY WITHOUT INVESTOR CONSENT AND ANY SUCH DIVIDEND SHALL THEN BE PAID AS 99.99% OF THE AGGREGATE AMOUNT OF EACH OF SUCH DIVIDEND TO ALL THE HOLDERS OF THE EQUITY SHARES.

Class of Shares:	D2	Number allotted	193931
	ORDINARY	Aggregate nominal value:	19.3931
Currency:	GBP		

Prescribed particulars

ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY, AND TO RECEIVE A COPY OF AND TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY, SUBJECT TO THE CLASS VOTING RIGHTS OF THE A SHARES OF 49.9%. HOLDERS OF THE A, C, D1, D2, D3, E, F1, F2, F3 AND F4 ORDINARY SHARES (THE "EQUITY SHARES") SHALL BE ENTITLED TO THE ISSUE PRICE OF EACH SHARE ON RETURN OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER DISCHARGE OF OTHER LIABILITIES FOLLOWING LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES AS TO 99.99% OF SUCH ASSETS. NO DIVIDEND SHALL BE DECLARED OR PAID TO THE HOLDERS OF ANY

CLASS OF SHARES IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY WITHOUT INVESTOR CONSENT AND ANY SUCH DIVIDEND SHALL THEN BE PAID AS 99.99% OF THE AGGREGATE AMOUNT OF EACH OF SUCH DIVIDEND TO ALL THE HOLDERS OF THE EQUITY SHARES.

Class of Shares:	D3	Number allotted	77002
	ORDINARY	Aggregate nominal value:	770.02
Currency:	GBP		

Prescribed particulars

ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY, AND TO RECEIVE A COPY OF AND TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY, SUBJECT TO THE CLASS VOTING RIGHTS OF THE A SHARES OF 49.9%. HOLDERS OF THE A, C, D1, D2, D3, E, F1, F2, F3 AND F4 ORDINARY SHARES (THE "EQUITY SHARES") SHALL BE ENTITLED TO THE ISSUE PRICE OF EACH SHARE ON RETURN OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER DISCHARGE OF OTHER LIABILITIES FOLLOWING LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES AS TO 99.99% OF SUCH ASSETS. NO DIVIDEND SHALL BE DECLARED OR PAID TO THE HOLDERS OF ANY CLASS OF SHARES IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY WITHOUT INVESTOR CONSENT AND ANY SUCH DIVIDEND SHALL THEN BE PAID AS 99.99% OF THE AGGREGATE AMOUNT OF EACH OF SUCH DIVIDEND TO ALL THE HOLDERS OF THE EQUITY SHARES.

Class of Shares:	E	Number allotted	2458135
	ORDINARY	Aggregate nominal value:	1229.0675
Currency:	GBP		

Prescribed particulars

ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY, AND TO RECEIVE A COPY OF AND TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY, SUBJECT TO THE CLASS VOTING RIGHTS OF THE A SHARES OF 49 9%. HOLDERS OF THE A, C, D1, D2, D3, E, F1, F2, F3 AND F4 ORDINARY SHARES (THE "EQUITY SHARES") SHALL BE ENTITLED TO THE ISSUE PRICE OF EACH SHARE ON RETURN OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER DISCHARGE OF OTHER LIABILITIES FOLLOWING LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE. THE BALANCE OF SUCH ASSETS SHALL BE

DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES AS TO 99.99% OF SUCH ASSETS. NO DIVIDEND SHALL BE DECLARED OR PAID TO THE HOLDERS OF ANY CLASS OF SHARES IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY WITHOUT INVESTOR CONSENT AND ANY SUCH DIVIDEND SHALL THEN BE PAID AS 99.99% OF THE AGGREGATE AMOUNT OF EACH OF SUCH DIVIDEND TO ALL THE HOLDERS OF THE EQUITY SHARES.

Class of Shares:	F2	Number allotted	900000
	ORDINARY	Aggregate nominal value:	4500
Currency:	GBP		

Prescribed particulars

ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY, AND TO RECEIVE A COPY OF AND TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY, SUBJECT TO THE CLASS VOTING RIGHTS OF THE A SHARES OF 49.9%. HOLDERS OF THE A, C, D1, D2, D3, E, F1, F2, F3 AND F4 ORDINARY SHARES (THE "EQUITY SHARES") SHALL BE ENTITLED TO THE ISSUE PRICE OF EACH SHARE ON RETURN OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER DISCHARGE OF OTHER LIABILITIES FOLLOWING LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES AS TO 99.99% OF SUCH ASSETS. NO DIVIDEND SHALL BE DECLARED OR PAID TO THE HOLDERS OF ANY CLASS OF SHARES IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY WITHOUT INVESTOR CONSENT AND ANY SUCH DIVIDEND SHALL THEN BE PAID AS 99.99% OF THE AGGREGATE AMOUNT OF EACH OF SUCH DIVIDEND TO ALL THE HOLDERS OF THE EQUITY SHARES.

Class of Shares:	F3	Number allotted	2129067
	ORDINARY	Aggregate nominal value:	10645.335
Currency:	GBP		

Prescribed particulars

ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY, AND TO RECEIVE A COPY OF AND TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY, SUBJECT TO THE CLASS VOTING RIGHTS OF THE A SHARES OF 49.9%. HOLDERS OF THE A, C, D1, D2, D3, E, F1, F2, F3 AND F4 ORDINARY SHARES (THE "EQUITY SHARES") SHALL BE ENTITLED TO THE ISSUE PRICE OF EACH SHARE ON RETURN OF THE SURPLUS ASSETS OF THE COMPANY

REMAINING AFTER DISCHARGE OF OTHER LIABILITIES FOLLOWING LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE EQUITY SHARES AS TO 99.99% OF SUCH ASSETS. NO DIVIDEND SHALL BE DECLARED OR PAID TO THE HOLDERS OF ANY CLASS OF SHARES IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY WITHOUT INVESTOR CONSENT AND ANY SUCH DIVIDEND SHALL THEN BE PAID AS 99.99% OF THE AGGREGATE AMOUNT OF EACH OF SUCH DIVIDEND TO ALL THE HOLDERS OF THE EQUITY SHARES.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	83301600
		Total aggregate nominal value:	43665.642997
		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:	2399890 A ORDINARY shares held as at the date of this confirmation statement
Name:	BARONSMEAD VCT PLC
Shareholding 2:	22607494 B ORDINARY shares held as at the date of this confirmation statement
Name:	FIS NOMINEE LIMITED
Shareholding 3:	411235 C ORDINARY shares held as at the date of this confirmation statement
Name:	FIS NOMINEE LIMITED
Shareholding 4:	8647131 A ORDINARY shares held as at the date of this confirmation statement
Name:	FIS NOMINEE LIMITED
Shareholding 5:	541865 D1 ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL JONATHAN BYROM
Shareholding 6:	7129955 B ORDINARY shares held as at the date of this confirmation statement
Name:	BARONSMEAD VCT 3 PLC
Shareholding 7:	114133 C ORDINARY shares held as at the date of this confirmation statement
Name:	BARONSMEAD VCT 3 PLC
Shareholding 8:	2458135 E ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL JONATHAN BYROM
Shareholding 9:	2399890 A ORDINARY shares held as at the date of this confirmation statement
Name:	BARONSMEAD VCT 4 PLC
Shareholding 10:	900000 F2 ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL JONATHAN BYROM
Shareholding 11:	1306069 F3 ORDINARY shares held as at the date of this confirmation statement
Name:	DANIEL HOLMES

Shareholding 12:	2399890 A ORDINARY shares held as at the date of this confirmation statement
Name:	BARONSMEAD VCT 2 PLC
Shareholding 13:	7129955 B ORDINARY shares held as at the date of this confirmation statement
Name:	BARONSMEAD VCT 2 PLC
Shareholding 14:	114133 C ORDINARY shares held as at the date of this confirmation statement
Name:	BARONSMEAD VCT 4 PLC
Shareholding 15:	822998 F3 ORDINARY shares held as at the date of this confirmation statement
Name:	ISOBEL DENNIS
Shareholding 16:	259414 A ORDINARY shares held as at the date of this confirmation statement
Name:	FIS NOMINEE LIMITED
Shareholding 17:	678225 B ORDINARY shares held as at the date of this confirmation statement
Name:	FIS NOMINEE LIMITED
Shareholding 18:	114133 C ORDINARY shares held as at the date of this confirmation statement
Name:	BARONSMEAD VCT PLC
Shareholding 19:	3168858 B ORDINARY shares held as at the date of this confirmation statement
Name:	BARONSMEAD VCT 5 PLC
Shareholding 20:	1066618 A ORDINARY shares held as at the date of this confirmation statement
Name:	BARONSMEAD VCT 5 PLC
Shareholding 21:	7129955 B ORDINARY shares held as at the date of this confirmation statement
Name:	BARONSMEAD VCT PLC
Shareholding 22:	50725 C ORDINARY shares held as at the date of this confirmation statement
Name:	BARONSMEAD VCT 5 PLC
Shareholding 23:	193931 D2 ORDINARY shares held as at the date of this confirmation statement
Name:	DANIEL HOLMES

Shareholding 24:	69171 C ORDINARY shares held as at the date of this confirmation statement
Name:	FIS NOMINEE LIMITED
Shareholding 25:	114133 C ORDINARY shares held as at the date of this confirmation statement
Name:	BARONSMEAD VCT 2 PLC
Shareholding 26:	12337 C ORDINARY shares held as at the date of this confirmation statement
Name:	FIS NOMINEE LIMITED
Shareholding 27:	1454480 A ORDINARY shares held as at the date of this confirmation statement
Name:	FIS NOMINEE LIMITED
Shareholding 28:	7129955 B ORDINARY shares held as at the date of this confirmation statement
Name:	BARONSMEAD VCT 4 PLC
Shareholding 29:	2399890 A ORDINARY shares held as at the date of this confirmation statement
Name:	BARONSMEAD VCT 3 PLC
Shareholding 30:	77002 D3 ORDINARY shares held as at the date of this confirmation statement
Name:	ISOBEL DENNIS

Persons with Significant Control (PSC)

PSC notifications

Notification Details

Date of becoming a registrable RLE: **01/07/2016**

Name: **LIVINGBRIDGE ENTERPRISE LLP**

Registered or Principal Office Address: **100 WOOD STREET
LONDON
UNITED KINGDOM
EC2V 7AN**

Legal Form: **LIMITED LIABILITY PARTNERSHIP**

Governing Law: **LIMITED LIABILITY PARTNERSHIPS ACT 2000**

Register: **COMPANIES HOUSE**

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

Registration Number: **OC401650**

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 25% but not more than 50% of the voting rights in the company.

Notification Details

Date of becoming a registrable RLE: **01/07/2016**

Name: **LIVINGBRIDGE ENTERPRISES GP LIMITED**

Registered or Principal Office Address: **100 WOOD STREET
LONDON
UNITED KINGDOM
EC2V 7AN**

Legal Form: **PRIVATE LIMITED BY SHARES**

Governing Law: **COMPANIES ACT 2006**

Register: **COMPANIES HOUSE**

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

Registration Number: **9758974**

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 25% but not more than 50% 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