



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **Sykes Cottages Holdings Limited**

Company Number: **09346246**



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X6L37SAG

Company Name: **Sykes Cottages Holdings Limited**

Company Number: **09346246**

Confirmation **08/12/2017**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	5846667
	ORDINARY	Aggregate nominal value:	29233.335
Currency:	GBP		

Prescribed particulars

THE A ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS, THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	B	Number allotted	2153333
	ORDINARY	Aggregate nominal value:	21533.33
Currency:	GBP		

Prescribed particulars

THE B ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS, THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	B1	Number allotted	1000
	ORDINARY	Aggregate nominal value:	1
Currency:	GBP		

Prescribed particulars

1. INCOME THE B1 ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES SHALL NOT BE ENTITLED TO PARTICIPATE IN THE DISTRIBUTION OF A DIVIDEND. 2. CAPITAL FOLLOWING THE DISTRIBUTION OF THE CAPITALISATION VALUE TO THE E, A B AND C SHARE HOLDERS, THE BALANCE (IF ANY) OF THE CAPITALISATION VALUE IS ALLOCATED AS FOLLOWS: THE B1 SHARE PER CENT. OF THE EXCESS PROCEEDS SHALL BE ALLOCATED TO THE HOLDERS OF THE B1 ORDINARY SHARES PRO RATA AND THE B1 SHARE PER CENT. SHALL BE 0.44387% OF THE EXCESS PROCEEDS. 3. VOTING THE B1 ORDINARY SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO A VOTE, WHETHER ON A SHOW OF HANDS, A POLL, WRITTEN RESOLUTION OR OTHERWISE.

Class of Shares:	C	Number allotted	1875000
	ORDINARY	Aggregate nominal value:	18750
Currency:	GBP		

Prescribed particulars

THE C ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS, THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	C1	Number allotted	500000
	ORDINARY	Aggregate nominal value:	600
Currency:	GBP		

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. THE PROFITS AVAILABLE FOR DISTRIBUTION SHALL UNTIL THE OCCURRENCE OF AN EXIT EVENT BE USED TO PAY A D

Class of Shares:	C2	Number allotted	200000
	ORDINARY	Aggregate nominal value:	3540
Currency:	GBP		

Prescribed particulars

1. INCOME THE B1 ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES SHALL NOT BE ENTITLED TO PARTICIPATE IN THE DISTRIBUTION OF A DIVIDED. 2. CAPITAL FOLLOWING THE DISTRIBUTION OF THE CAPITALISATION VALUE TO THE E, A, B AND C SHARE HOLDERS, THE BALANCE (IF ANY) OF THE CAPITALISATION VALUE IS ALLOCATED AS FOLLOWS: THE C# SHARE PER CENT. OF THE EXCESS PROCEEDS SHALL BE ALLOCATED TO THE HOLDERS OF THE C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES PRO RATA AS BETWEEN SUCH HOLDERS O THEIR RESPECTIVE HOLDINGS OF THE RELEVANT CLASSES AS IF SUCH SHARES CONSTITUTED A SINGLE CLASS. THE C# SHARE EXCESS PROCEEDS PER CENT. SHALL BE 10% OF THE EXCESS PROCEEDS. 3. VOTING SUBJECT TO ANY SPECIAL RIGHTS OR RESTRICTIONS AS TO VOTING ATTACHED TO ANY SHARES BY OR IN ACCORDANCE WITH THE ARTICLES: (I) SUBJECT TO (I), ON A SHOW OF HANDS, EVERY SHAREHOLDER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAT B1 ORDINARY SHARES) WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY REPRESENTATIVE OR BY PROXY, SHALL HAVE ONE VOTE; (II) SUBJECT TO (I), ON A POLL, EVERY SHAREHOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR

BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE FOR EVERY EQUITY SHARE (OTHER THAN B1 ORDINARY SHARES) OF WHICH HE IS THE HOLDER; PROVIDED THAT THE C2 ORDINARY SHARES SHALL, AT ALL TIMES, BE ENTITLED TO 3.96% OF THE TOTAL NUMBER OF VOTES CAPABLE OF BEING CAST ON ANY RESOLUTION OF THE COMPANY.

Class of Shares:	C3	Number allotted	300000
	ORDINARY	Aggregate nominal value:	2550

Currency: GBP

Prescribed particulars

1. INCOME THE B1 ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES SHALL NOT BE ENTITLED TO PARTICIPATE IN THE DISTRIBUTION OF A DIVIDED. 2. CAPITAL FOLLOWING THE DISTRIBUTION OF THE CAPITALISATION VALUE TO THE E, A, B AND C SHARE HOLDERS, THE BALANCE (IF ANY) OF THE CAPITALISATION VALUE IS ALLOCATED AS FOLLOWS: THE C# SHARE PER CENT. OF THE EXCESS PROCEEDS SHALL BE ALLOCATED TO THE HOLDERS OF THE C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES PRO RATA AS BETWEEN SUCH HOLDERS O THEIR RESPECTIVE HOLDINGS OF THE RELEVANT CLASSES AS IF SUCH SHARES CONSTITUTED A SINGLE CLASS. THE C# SHARE EXCESS PROCEEDS PER CENT. SHALL BE 10% OF THE EXCESS PROCEEDS. 3. VOTING SUBJECT TO ANY SPECIAL RIGHTS OR RESTRICTIONS AS TO VOTING ATTACHED TO ANY SHARES BY OR IN ACCORDANCE WITH THE ARTICLES: (I) SUBJECT TO (I), ON A SHOW OF HANDS, EVERY SHAREHOLDER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAT B1 ORDINARY SHARES) WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY REPRESENTATIVE OR BY PROXY, SHALL HAVE ONE VOTE; (II) SUBJECT TO (I), ON A POLL, EVERY SHAREHOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE FOR EVERY EQUITY SHARE (OTHER THAN B1 ORDINARY SHARES) OF WHICH HE IS THE HOLDER; PROVIDED THAT THE C3 ORDINARY SHARES SHALL, AT ALL TIMES, BE ENTITLED TO 3.57% OF THE TOTAL NUMBER OF VOTES CAPABLE OF BEING CAST ON ANY RESOLUTION OF THE COMPANY.

Class of Shares:	C4	Number allotted	100000
	ORDINARY	Aggregate nominal value:	4600

Currency: **GBP**

Prescribed particulars

1. INCOME THE B1 ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES SHALL NOT BE ENTITLED TO PARTICIPATE IN THE DISTRIBUTION OF A DIVIDED. 2. CAPITAL FOLLOWING THE DISTRIBUTION OF THE CAPITALISATION VALUE TO THE E, A, B AND C SHARE HOLDERS, THE BALANCE (IF ANY) OF THE CAPITALISATION VALUE IS ALLOCATED AS FOLLOWS: THE C# SHARE PER CENT. OF THE EXCESS PROCEEDS SHALL BE ALLOCATED TO THE HOLDERS OF THE C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES PRO RATA AS BETWEEN SUCH HOLDERS O THEIR RESPECTIVE HOLDINGS OF THE RELEVANT CLASSES AS IF SUCH SHARES CONSTITUTED A SINGLE CLASS. THE C# SHARE EXCESS PROCEEDS PER CENT. SHALL BE 10% OF THE EXCESS PROCEEDS. 3. VOTING SUBJECT TO ANY SPECIAL RIGHTS OR RESTRICTIONS AS TO VOTING ATTACHED TO ANY SHARES BY OR IN ACCORDANCE WITH THE ARTICLES: (I) SUBJECT TO (I), ON A SHOW OF HANDS, EVERY SHAREHOLDER HOLDING ONE OR MORE EQUITY SHARES (OTHER THAT B1 ORDINARY SHARES) WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY REPRESENTATIVE OR BY PROXY, SHALL HAVE ONE VOTE; (II) SUBJECT TO (I), ON A POLL, EVERY SHAREHOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE FOR EVERY EQUITY SHARE (OTHER THAN B1 ORDINARY SHARES) OF WHICH HE IS THE HOLDER; PROVIDED THAT THE C4 ORDINARY SHARES SHALL, AT ALL TIMES, BE ENTITLED TO 4.47% OF THE TOTAL NUMBER OF VOTES CAPABLE OF BEING CAST ON ANY RESOLUTION OF THE COMPANY.

Class of Shares:	C5	Number allotted	100000
	ORDINARY	Aggregate nominal value:	4600

Currency: **GBP**

Prescribed particulars

SEE ARTICLES

Class of Shares:	E	Number allotted	4347000
	ORDINARY	Aggregate nominal value:	23908.5

Currency: **GBP**

Prescribed particulars

1. INCOME THE COMPANY SHALL PAY TO EACH HOLDER OF E ORDINARY SHARES, IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE, A CUMULATIVE DIVIDEND ACCRUING AT A RATE EQUAL TO LIBOR PLUS 1% MULTIPLIED BY THE NOMINAL VALUE OF EACH E ORDINARY SHARE HELD BY HIM (A) WHICH SHALL ACCRUE FROM AND INCLUDING THE DATE ON WHICH SUCH E ORDINARY SHARE IS FULLY PAID UP UNTIL THE DATE OF REALISATION. 2. CAPITAL THE CAPITALISATION VALUE SHALL BE ALLOCATED BETWEEN THE HOLDERS OF THE E ORDINARY SHARES PRO-RATA AS IF SUCH SHARES CONSTITUTED A SINGLE CLASS, PROVIDED THAT IN ALL CASES, THE HOLDERS OF THE E SHARES SHALL RECEIVE A MAXIMUM, IN AGGREGATE, OF AN AMOUNT EQUAL TO THE ISSUE PRICE OF SUCH E SHARES TOGETHER WIT ANY ACCRUED BUT UNPAID DIVIDENDS THEREON CALCULATED DOWN O THE DATE OF SUCH REALISATION. 3. VOTING THE E ORDINARY SHARES SHALL, AT ALL TIMES, BE ENTITLED TO 24.62% OF THE TOTAL NUMBER OF VOTES CAPABLE OF BEING CAST ON ANY RESOLUTION OF THE COMPANY.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	15423000
		Total aggregate nominal value:	109316.165
		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:	5732189 A ORDINARY shares held as at the date of this confirmation statement
Name:	FIS NOMINEE LIMITED (ACTING AS NOMINEE ON BEHALF OF LIVINGBRIDGE 5 LP)
Shareholding 2:	114478 A ORDINARY shares held as at the date of this confirmation statement
Name:	FIS NOMINEE LIMITED (HOLDING NOMINEE FOR LIVING BRIDGE 5 CO-INVEST LP)
Shareholding 3:	906667 B ORDINARY shares held as at the date of this confirmation statement
Name:	MILES GEOFFREY HILL
Shareholding 4:	340000 B ORDINARY shares held as at the date of this confirmation statement
Name:	NICHOLAS PAUL MAGOOLAGAN
Shareholding 5:	453333 B ORDINARY shares held as at the date of this confirmation statement
Name:	CLIVE PETER SYKES
Shareholding 6:	453333 B ORDINARY shares held as at the date of this confirmation statement
Name:	LYNNE JOYCE TEASDALE
Shareholding 7:	1000 B1 ORDINARY shares held as at the date of this confirmation statement
Name:	NICHOLAS PAUL MAGOOLAGAN
Shareholding 8:	500000 C ORDINARY shares held as at the date of this confirmation statement
Name:	GRAHAM DONOGHUE
Shareholding 9:	225000 C ORDINARY shares held as at the date of this confirmation statement
Name:	MR PAUL JOHN THOMAS GILBERT
Shareholding 10:	300000 C ORDINARY shares held as at the date of this confirmation statement
Name:	MICHAEL STEVEN GRAHAM

Shareholding 11:	100000 C ORDINARY shares held as at the date of this confirmation statement
Name:	PETER HARRISON
Shareholding 12:	200000 C ORDINARY shares held as at the date of this confirmation statement
Name:	MR LAURENCE MARLOR
Shareholding 13:	200000 C ORDINARY shares held as at the date of this confirmation statement
Name:	MICHAEL CHARLES RIVIS
Shareholding 14:	100000 C ORDINARY shares held as at the date of this confirmation statement
Name:	JAMES SHAW
Shareholding 15:	450000 transferred on 2017-03-30 0 C ORDINARY shares held as at the date of this confirmation statement
Name:	SYKES COTTAGES EBT LIMITED AS TRUSTEE FOR SYKES COTTAGES EMPLOYEE BENEFIT TRUST
Shareholding 16:	250000 C ORDINARY shares held as at the date of this confirmation statement
Name:	CLIVE PETER SYKES
Shareholding 17:	100000 transferred on 2016-12-30 0 C ORDINARY shares held as at the date of this confirmation statement
Name:	TOM LOWES
Shareholding 18:	500000 C1 ORDINARY shares held as at the date of this confirmation statement
Name:	GRAHAM DONOGHUE
Shareholding 19:	200000 C2 ORDINARY shares held as at the date of this confirmation statement
Name:	MICHAEL CHARLES RIVIS
Shareholding 20:	300000 C3 ORDINARY shares held as at the date of this confirmation statement
Name:	MICHAEL STEVEN GRAHAM
Shareholding 21:	100000 C4 ORDINARY shares held as at the date of this confirmation statement
Name:	JAMES SHAW
Shareholding 22:	100000 C5 ORDINARY shares held as at the date of this confirmation statement
Name:	PETER HARRISON

Shareholding 23: **2941260 E ORDINARY shares held as at the date of this confirmation statement**
Name: **FIS NOMINEE LIMITED (ACTING AS NOMINEE ON BEHALF OF LIVINGBRIDGE 5 LP)**

Shareholding 24: **58740 E ORDINARY shares held as at the date of this confirmation statement**
Name: **FIS NOMINEE LIMITED (HOLDING NOMINEE FOR LIVING BRIDGE 5 CO-INVEST LP)**

Shareholding 25: **661000 E ORDINARY shares held as at the date of this confirmation statement**
Name: **MR PAUL JOHN THOMAS GILBERT**

Shareholding 26: **686000 E ORDINARY shares held as at the date of this confirmation statement**
Name: **MR LAURENCE MARLOR**

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