



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **GBUK GROUP LIMITED**

Company Number: **09458917**



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Company Name: **GBUK GROUP LIMITED**

Company Number: **09458917**

Confirmation **25/02/2017**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	280600
	ORDINARY	Aggregate nominal value:	2806
	SHARES		

Currency: GBP

Prescribed particulars

(A) VOTING: THE HOLDERS OF A ORDINARY SHARES ARE ENTITLED TO ONE VOTE ON A SHOW OF HANDS AND ONE VOTE PER A ORDINARY SHARE HELD ON A POLL SAVE IN CERTAIN DEFAULT SITUATIONS WHEN IF THE HOLDERS OF A ORDINARY SHARES VOTE IN FAVOUR THEN THE RESOLUTION IS DEEMED PASSED AND IF THEY VOTE AGAINST THE THE RESOLUTION SHALL BE DEEMED NOT TO HAVE BEEN PASSED. (B) INCOME: IF ANY DIVIDENDS ARE PAID THE A ORDINARY SHARES PARTICIPATE PARI PASSU WITH WITH THE HOLDERS OF B ORDINARY SHARES AND C ORDINARY SHARES AS IF THEY WERE ONE CLASS OF SHARE ACCORDING TO THE NUMBER OF SHARES HELD. (C) CAPITAL: SEE CONTINUATION SHEET FOR A ORDINARY SHARES (D) REDEMPTION: THE A ORDINARY SHARES ARE NOT REDEEMABLE. (C) CAPITAL: ON A CAPITAL DISTRIBUTION (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) THEN THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY REMAINING AFTER PAYMENT OF ALL ITS LIABILITIES OR THE PROCEED: OF THE EXIT AS APPROPRIATE (THE "PROCEEDS") ARE APPLIED IN THE FOLLOWING ORDER AND PRIORITY: (I) TO THE HOLDERS OF PREFERENCE SHARES THE SUBSCRIPTION PRICE ON ALL ISSUED PREFERENCE SHARES TOGETHER WITH AN AMOUNT EQUAL TO ALL ARREARS AND ACCRUALS OF PREFERENCE DIVIDEND WHETHER EARNED OR DECLARED OR NOT; AND (II) ANY BALANCE OF THE PROCEEDS AFTER THE PAYMENTS REFERRED TO AT (I) ABOVE (THE "BALANCE") SHALL BE PAID TO THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (TOGETHER "EQUITY SHARES") AS FOLLOWS: (A) IF THE BALANCE IS LESS THAN £50,000.000 BUT EQUAL TO OR MORE THAN £40,000,000, PRO RATA TO THE NUMBER OF SUCH EQUITY SHARES HELD; (B) IF THE BALANCE IS LESS THAN £40,000,000: (I) TO THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED A SINGLE CLASS OF SHARE) AN AMOUNT "X" CALCULATED AS FOLLOWS AND ALLOCATED PRO RATA TO THE NUMBER OF A ORDINARY SHARES AND B ORDINARY SHARES HELD: $X = [((A + B)/E) + 0.04] \times \text{BALANCE}$, WHERE: "A" MEANS THE NUMBER OF A ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME; "B" MEANS THE NUMBER OF B ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME; "C MEANS THE

NUMBER OF C ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME; AND "E" MEANS A PLUS B PLUS C; AND (II) TO THE HOLDERS OF C ORDINARY SHARES AN AMOUNT "Y" CALCULATED AS FOLLOWS AND ALLOCATED PRO RATA TO THE NUMBER OF C ORDINARY SHARES HELD: $Y = [((C/E) - 0.04) \times \text{BALANCE}]$; AND (C) IF THE BALANCE IS EQUAL TO OR EXCEEDS £50,000,000 (I) TO THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED A SINGLE CLASS OF SHARE) AN AMOUNT "W" CALCULATED AS FOLLOWS AND ALLOCATED PRO RATA TO THE NUMBER OF A ORDINARY SHARES AND B ORDINARY SHARES HELD: $W = [((A + B)/E) - 0.04] \times \text{BALANCE}$; AND (II) TO THE HOLDERS OF C ORDINARY SHARES OTHER THAN THOSE THAT ARE LEAVERS (SAVE WHERE AN INVESTOR MAJORITY HAS CONSENTED TO A LEAVER BEING INCLUDED IN THIS CATEGORY) AN AMOUNT "Z" CALCULATED AS FOLLOWS AND ALLOCATED PRO RATA TO THE NUMBER OF C ORDINARY SHARES HELD: $Z = [((AC/E) + 0.04) \times \text{BALANCE}]$, WHERE: "AC" MEANS THE NUMBER OF C ORDINARY SHARES IN ISSUE AT THE RELEVANT TIME OTHER THAN ANY C ORDINARY SHARES HELD BY A LEAVER SAVE WHERE AN INVESTOR MAJORITY HAS CONSENTED TO A LEAVER BEING INCLUDED IN THIS CATEGORY; AND (III) TO THE HOLDERS OF C ORDINARY SHARES WHO ARE LEAVERS (OTHER THAN THOSE LEAVERS WHO FALL WITHIN PARAGRAPH (C) (II) ABOVE) AN AMOUNT "S" CALCULATED AS FOLLOWS AND ALLOCATED PRO RATA TO THE NUMBER OF C ORDINARY SHARES HELD BY SUCH LEAVERS: $S = (L/E) \times \text{BALANCE}$, WHERE: "L" MEANS THE NUMBER OF C ORDINARY SHARES HELD BY LEAVERS AT THE RELEVANT TIME (OTHER THAN THOSE LEAVERS WHO FALL WITHIN PARAGRAPH (C)(II)).

Class of Shares:	A	Number allotted	1973409
	PREFERENCE	Aggregate nominal value:	1973.409
	SHARES		

Currency: **GBP**

Prescribed particulars

(A) VOTING: THE A PREFERENCE SHARES HAVE NO VOTING RIGHTS. (B) INCOME: THE HOLDERS OF A PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARES (OTHER THAN THE PREFERENCE SHARES), A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 11 PER CENT OF THE A PREFERENCE SHARE VALUE (SUBSCRIPTION PRICE PLUS ACCURED BUT UNPAID A PREFERENCE DIVIDENDS) WHICH ARE PAYABLE ON EXIT OR AT ANY TIME WITH THE CONSENT OF THE BOARD AND THE INVESTOR MAJORITY. (C) CAPITAL: SEE

CONTINUATION SHEET RE A ORDINARY SHARES. (D): REDEMPTION: THE A ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	76591
	ORDINARY	Aggregate nominal value:	765.91
	SHARES		

Currency: **GBP**

Prescribed particulars

(A) VOTING: THE HOLDERS OF B ORDINARY SHARES ARE ENTITLED TO ONE VOTE ON A SHOW OF HANDS AND ONE VOTE PER B ORDINARY SHARE HELD ON A POLL SAVE IN CERTAIN DEFAULT SITUATIONS WHEN IF THE HOLDERS OF A ORDINARY SHARES VOTE IN FAVOUR THEN THE RESOLUTION IS DEEMED PASSED AND IF THEY VOTE AGAINST THE THE RESOLUTION SHALL BE DEEMED NOT TO HAVE BEEN PASSED. (B) INCOME: IF ANY DIVIDENDS ARE PAID THE B ORDINARY SHARES PARTICIPATE PARI PASSU WITH WITH THE HOLDERS OF A ORDINARY SHARES AND C ORDINARY SHARES AS IF THEY WERE ONE CLASS OF SHARE ACCORDING TO THE NUMBER OF SHARES HELD. (C) CAPITAL: SEE CONTINUATION SHEET FOR A ORDINARY SHARES (D) REDEMPTION: THE B ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	C	Number allotted	33333
	ORDINARY	Aggregate nominal value:	333.33
	SHARES		

Currency: **GBP**

Prescribed particulars

(A) VOTING: THE HOLDERS OF C ORDINARY SHARES ARE ENTITLED TO ONE VOTE ON A SHOW OF HANDS AND ONE VOTE PER C ORDINARY SHARE HELD ON A POLL SAVE IN CERTAIN DEFAULT SITUATIONS WHEN IF THE HOLDERS OF A ORDINARY SHARES VOTE IN FAVOUR THEN THE RESOLUTION IS DEEMED PASSED AND IF THEY VOTE AGAINST THE THE RESOLUTION SHALL BE DEEMED NOT TO HAVE BEEN PASSED. (B) INCOME: IF ANY DIVIDENDS ARE PAID THE C ORDINARY SHARES PARTICIPATE PARI PASSU WITH WITH THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES AS IF THEY WERE ONE CLASS OF SHARE ACCORDING TO THE NUMBER OF SHARES HELD. (C) CAPITAL: SEE CONTINUATION SHEET FOR A ORDINARY SHARES (D) REDEMPTION: THE C ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	PREFERENCE	Number allotted	14419400
	SHARES	Aggregate nominal value:	14419.4
Currency:	GBP		

Prescribed particulars

(A) VOTING: THE PREFERENCE SHARES HAVE NO VOTING RIGHTS. (B) INCOME: THE HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARES, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 12.5 PER CENT OF THE PREFERENCE SHARE VALUE (SUBSCRIPTION PRICE PLUS ACCRUED BUT UNPAID PREFERENCE DIVIDENDS) WHICH ARE PAYABLE ON EXIT OR AT ANY TIME WITH THE CONSENT OF THE BOARD AND THE INVESTOR MAJORITY. (C) CAPITAL: SEE CONTINUATION SHEET RE A ORDINARY SHARES. (D) REDEMPTION: THE PREFERENCE SHARES ARE NOT REDEEMABLE

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	16783333
		Total aggregate nominal value:	20298.049
		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: **280600 A ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **COOPERATIEF H2 EQUITY PARTNERS FUND IV**

Shareholding 2: **12219400 PREFERENCE SHARES shares held as at the date of this confirmation statement**

Name: **COOPERATIEF H2 EQUITY PARTNERS FUND IV**

Shareholding 3: **50000 B ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **GUY RODERIC MILLS**

Shareholding 4: **2200000 PREFERENCE SHARES shares held as at the date of this confirmation statement**

Name: **GUY RODERIC MILLS**

Shareholding 5: **820053 A PREFERENCE SHARES shares held as at the date of this confirmation statement**

Name: **MATTHEW EDWARD ROOT**

Shareholding 6: **11050 B ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **MATTHEW EDWARD ROOT**

Shareholding 7: **1153356 A PREFERENCE SHARES shares held as at the date of this confirmation statement**

Name: **IDEN SHAMS**

Shareholding 8: **15541 B ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **IDEN SHAMS**

Shareholding 9: **13417 C ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **MARK CLIFTON THOMPSON**

Shareholding 10: **6250 C ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **PETER VINCENT JOHN SPILLER**

Shareholding 11: **3673 C ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **MARTIN RICHARD GARBETT**

Shareholding 12: **3333 C ORDINARY SHARES shares held as at the date of this confirmation statement**
Name: **MICHAEL JOHN GEERING**

Shareholding 13: **1110 C ORDINARY SHARES shares held as at the date of this confirmation statement**
Name: **JACQUELINE LESLEY GOODSSELL**

Shareholding 14: **1110 C ORDINARY SHARES shares held as at the date of this confirmation statement**
Name: **RICHARD JOHN GOODWIN**

Shareholding 15: **1110 C ORDINARY SHARES shares held as at the date of this confirmation statement**
Name: **CORNELIA HAINDL**

Shareholding 16: **1110 C ORDINARY SHARES shares held as at the date of this confirmation statement**
Name: **DAVID PICKLES**

Shareholding 17: **1110 C ORDINARY SHARES shares held as at the date of this confirmation statement**
Name: **LEE QUICKMIRE**

Shareholding 18: **1110 C ORDINARY SHARES shares held as at the date of this confirmation statement**
Name: **MATTHEW WILLIAMS**

Persons with Significant Control (PSC)

PSC notifications

Notification Details

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

Name: **COOPERATIEF H2 EQUITY PARTNERS FUND IV HOLDING W.A.**

Registered or Principal Office Address: **19 OOSTEINDE
AMSTERDAM
NETHERLANDS
1017WT**

Legal Form: **DUTCH PRIVATE EQUITY FUND**

Governing Law: **DUTCH CORPORATE LAW**

Register: **DUTCH CHAMBER OF COMMERCE**

Country/state of register: **NETHERLANDS**

Registration Number: **50603019**

Nature of control

The relevant legal entity holds, directly or indirectly, more than 50% but less than 75% of the shares in the company.

The relevant legal entity holds, directly or indirectly, 75% or more 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