



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **FARMSTAND LIMITED**

Company Number: **09899173**



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Company Name: **FARMSTAND LIMITED**

Company Number: **09899173**

Confirmation Statement date: **01/12/2018**

Statement date:

Sic Codes: **47290**

56101

56102

56210

Principal activity description: **Other retail sale of food in specialised stores**

Licensed restaurants

Unlicensed restaurants and cafes

Event catering activities

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	6058880
	A	Aggregate nominal value:	60588.8
Currency:	GBP		

Prescribed particulars

ORDINARY SHARES A OF £0.01 EACH; AND ORDINARY SHARES B OF £0.01 EACH, RANKING PARI PASSU IN ALL RESPECTS, SAVE AS HEREINAFTER PROVIDED. UNLESS OTHERWISE DIRECTED BY STEVEN NOVICK, HIS PERSONAL REPRESENTATIVES OR HIS NOMINEES, UPON THE TRANSFER OF ANY 'ORDINARY SHARES B' SUCH SHARES SHALL BE AUTOMATICALLY REDESIGNATED AS 'ORDINARY SHARES A'. EACH 'ORDINARY SHARE A' SHALL ENTITLE THE A SHAREHOLDERS TO ONE (1) VOTE ON ANY RESOLUTION OF THE MEMBERS. SUBJECT TO THE PROVISIONS OF THE ACT, THE DIRECTORS MAY DECLARE AN INTERIM DIVIDEND AND THE COMPANY MAY BY ORDINARY RESOLUTION, UPON THE RECOMMENDATION OF THE DIRECTORS, DECLARE A FINAL DIVIDEND BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. EVERY MEETING OF THE DIRECTORS, A COMMITTEE OF DIRECTORS OR GENERAL MEETING OF THE COMPANY AT WHICH A DIVIDEND IS DECLARED SHALL, BY THE DIRECTORS OR ORDINARY RESOLUTION (AS APPROPRIATE), DIRECT THAT SUCH DIVIDEND BE PAID EITHER IN RESPECT OF ONE OR MORE CLASS OF SHARES TO THE EXCLUSION OF THE OTHER CLASS(ES), OR IN RESPECT OF ALL CLASSES OF SHARES. WHERE A DIVIDEND IS DECLARED IN RESPECT OF ALL CLASSES OF SHARES THE COMPANY MAY, BY ORDINARY RESOLUTION, DIFFERENTIATE BETWEEN CLASSES AS TO THE AMOUNT OR PERCENTAGE OF DIVIDEND PAYABLE, BUT IN DEFAULT THE SHARES IN EACH SUCH CLASS SHALL BE DEEMED TO RANK PARI PASSU IN ALL RESPECTS AS IF THEY CONSTITUTED ONE CLASS OF SHARE.

Class of Shares:	ORDINARY	Number allotted	10000000
	B	Aggregate nominal value:	100000
Currency:	GBP		

Prescribed particulars

THE COMPANY MAY FROM TIME TO TIME ISSUE SHARES OF DIFFERENT CLASSES WITH DIFFERENT RIGHTS AND RESTRICTIONS ATTACHED TO THEM. AS OF THE DATE OF INCORPORATION THE COMPANY HAS THE FOLLOWING PREDEFINED SHARE CLASS: ORDINARY "B" SHARES OF £0.01 EACH RANKING PARI PASSU IN ALL RESPECTS, SAVE AS HEREINAFTER PROVIDED: CHANGE OF CONTROL NOTWITHSTANDING ANY OTHER

PROVISION IN THESE ARTICLES, NO SALE OR OTHER DISPOSITION OF ANY SHARES SHALL HAVE ANY EFFECT IF IT WOULD RESULT IN A CHANGE OF CONTROL UNLESS BEFORE THE TRANSFER IS LODGED FOR REGISTRATION CONSENT IS OBTAINED FROM THE HOLDERS OF THE ORDINARY "B" SHARES VOTING EACH ORDINARY "B" SHARE SHALL ENTITLE THE HOLDER THEREOF TO FIFTEEN (15) VOTES ON ANY RESOLUTION OF THE MEMBERS. DIVIDEND SUBJECT TO THE PROVISIONS OF THE COMPANIES ACT 2006, THE DIRECTORS MAY DECLARE AN INTERIM DIVIDEND AND THE COMPANY MAY BY ORDINARY RESOLUTION, UPON THE RECOMMENDATION OF THE DIRECTORS, DECLARE A FINAL DIVIDEND BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. EVERY MEETING OF THE DIRECTORS, A COMMITTEE OF DIRECTORS OR GENERAL MEETING OF THE COMPANY AT WHICH A DIVIDEND IS DECLARED SHALL, BY DIRECTORS' OR ORDINARY RESOLUTION (AS APPROPRIATE), DIRECT THAT SUCH DIVIDEND BE PAID EITHER IN RESPECT OF ONE OR MORE CLASS OF SHARES TO THE EXCLUSION OF THE OTHER CLASS(ES), OR IN RESPECT OF ALL CLASSES OF SHARES. WHERE A DIVIDEND IS DECLARED IN RESPECT OF ALL CLASSES OF SHARES THE COMPANY MAY, BY ORDINARY RESOLUTION, DIFFERENTIATE BETWEEN THE CLASSES AS TO THE AMOUNT OR PERCENTAGE OF DIVIDEND PAYABLE, BUT IN DEFAULT THE SHARES IN EACH SUCH CLASS SHALL BE DEEMED TO RANK PARI PASSU IN ALL RESPECTS AS IF THEY CONSTITUTED ONE CLASS OF SHARE.

Class of Shares:	SERIES	Number allotted	3798135
	A	Aggregate nominal value:	37981.35
Currency:	GBP		

Prescribed particulars

I) THE SERIES A SHARES SHALL CONFER ON EACH HOLDER OF SERIES A SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. II) EACH SERIES A SHARE AND EACH A ORDINARY SHARE SHALL ENTITLE THE SERIES A SHAREHOLDER AND THE A SHAREHOLDER (RESPECTIVELY) TO ONE (1) VOTE ON ANY RESOLUTION OF THE MEMBERS. III) THE COMPANY MAY, WITH INVESTOR MAJORITY CONSENT, UPON THE RECOMMENDATION OF THE DIRECTORS, DECLARE A FINAL DIVIDEND WHICH WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE SHARES (PARI PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SHARES, BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. IV) ANY HOLDER OF SERIES A SHARES (OTHER THAN AN EIS INVESTOR) SHALL BE

ENTITLED, BY NOTICE IN WRITING TO THE COMPANY, TO REQUIRE CONVERSION INTO ORDINARY SHARES OF ALL OF THE FULLY PAID SERIES A SHARES HELD BY THEM AT ANY TIME AND THOSE SERIES A SHARES SHALL CONVERT AUTOMATICALLY ON THE DATE OF SUCH NOTICE (THE "CONVERSION DATE"), PROVIDED THAT THE HOLDER MAY IN SUCH NOTICE, STATE THAT CONVERSION OF ITS SERIES A SHARES INTO A ORDINARY SHARES IS CONDITIONAL UPON THE OCCURRENCE OF ONE OR MORE EVENTS (THE "CONDITIONS"). V) SERIES A SHARES MAY ONLY BE VARIED OR ABROGATED (EITHER WHILST THE COMPANY IS A GOING CONCERN OR DURING OR IN CONTEMPLATION OF A LIQUIDATION) WITH INVESTOR MAJORITY CONSENT. VI) THE ORDER OF PRIORITY FOR THE DISTRIBUTION OF THE PROCEEDS OF SALE (FOR THE PURPOSES OF ARTICLE 7.1),OR THE SURPLUS ASSETS (FOR THE PURPOSES OF ARTICLE 7.2.1 OR ARTICLE 7.2.2) (IN EACH CASE, THE "LIQUIDATION PROCEEDS") IS AS FOLLOWS: (1) FIRST, IN PAYING A SUM EQUAL TO THE HIGHER OF: (A) £X PLUS £100 (WHERE X IS AN AMOUNT PER SERIES A SHARE EQUAL TO THE AGGREGATE PREFERENCE AMOUNT OF ALL THE SERIES A SHARES IN ISSUE AT THE RELEVANT TIME) TO BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES HELD BY THEM AND AS TO THE BALANCE TO THE HOLDERS OF THE SERIES A SHARES SUCH THAT EACH HOLDER OF SERIES A SHARES RECEIVES IN RESPECT OF EACH SERIES A SHARE HELD THE PREFERENCE AMOUNT OF THAT SERIES A SHARE (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SERIES A SHARE EQUAL TO THE PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES A SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA TO THE AMOUNTS WHICH SUCH HOLDERS WOULD OTHERWISE HAVE BEEN ENTITLED TO RECEIVE UNDER THIS ARTICLE 13.1.1(A)(I)); AND (B) £X PLUS £100 (WHERE X IS AN AMOUNT PER SERIES A SHARE EQUAL TO THE AGGREGATE AMOUNT PER SHARE TO WHICH THE SERIES A SHAREHOLDERS WOULD BE ENTITLED IF THE SERIES A SHARES WERE CONVERTED INTO ORDINARY SHARES IN ACCORDANCE WITH THESE ARTICLES AND LIQUIDATION PROCEEDS WERE DISTRIBUTED AMONG ALL HOLDERS OF SHARES PRO RATA TO THE NUMBER OF SHARES HELD) TO BE DISTRIBUTED AS TO 0.0001% TO HOLDERS OF ORDINARY SHARES PRO-RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES HELD BY THEM AND AS TO THE BALANCE TO THE HOLDERS OF THE SERIES A SHARE PRO RATA ACCORDING TO THE AMOUNTS PAID UP ON THE SERIES A SHARE (INCLUDING ANY PREMIUM); AND (2) THEREAFTER, THE BALANCE OF THE LIQUIDATION PROCEEDS (IF ANY) SHALL BE DISTRIBUTED AS TO 0.0001% TO THE HOLDERS OF THE SERIES A SHARES PRO-RATA ACCORDING TO THE NUMBER OF SERIES A SHARES HELD BY THEM

AND AS TO THE BALANCE TO THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE
NUMBER OF ORDINARY SHARES HELD.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	19857015
		Total aggregate nominal value:	198570.15
		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: **46935 SERIES A shares held as at the date of this confirmation statement**

Name: **DOMINIC ANTHONY**

Shareholding 2: **65217 ORDINARY A shares held as at the date of this confirmation statement**

Name: **MATTHEW BARBET**

Shareholding 3: **86957 ORDINARY A shares held as at the date of this confirmation statement**

Name: **BRUCE BARCLAY**

Shareholding 4: **100000 ORDINARY A shares held as at the date of this confirmation statement**

Name: **ROB BIER**

Shareholding 5: **80327 SERIES A shares held as at the date of this confirmation statement**

Name: **ROB BIER**

Shareholding 6: **129194 ORDINARY A shares held as at the date of this confirmation statement**

Name: **DANIEL BOULLE**

Shareholding 7: **9886 SERIES A shares held as at the date of this confirmation statement**

Name: **DANIEL BOULLE**

Shareholding 8: **237615 ORDINARY A shares held as at the date of this confirmation statement**

Name: **BRAY CAPITAL LIMITED**

Shareholding 9: **176404 ORDINARY A shares held as at the date of this confirmation statement**

Name: **AL CHOU**

Shareholding 10: **113692 ORDINARY A shares held as at the date of this confirmation statement**

Name: **THOMAS CHOWANIEC**

Shareholding 11: **26149 ORDINARY A shares held as at the date of this confirmation statement**

Name: **BENJAMIN CONSTANT**

Shareholding 12:	75000 ORDINARY A shares held as at the date of this confirmation statement
Name:	KEITH CROCKETT
Shareholding 13:	104596 ORDINARY A shares held as at the date of this confirmation statement
Name:	DN CAPITAL-GVC SEED III LP
Shareholding 14:	25000 ORDINARY A shares held as at the date of this confirmation statement
Name:	PHIL DROWLEY
Shareholding 15:	46935 SERIES A shares held as at the date of this confirmation statement
Name:	MARTIN FAHR
Shareholding 16:	362218 ORDINARY A shares held as at the date of this confirmation statement
Name:	ERIC GOETSCH
Shareholding 17:	439445 SERIES A shares held as at the date of this confirmation statement
Name:	ERIC GOETSCH
Shareholding 18:	21739 ORDINARY A shares held as at the date of this confirmation statement
Name:	LAURA MARIE GUTOWSKI
Shareholding 19:	234675 SERIES A shares held as at the date of this confirmation statement
Name:	DUSAN HAMLIN
Shareholding 20:	244436 ORDINARY A shares held as at the date of this confirmation statement
Name:	MARK HARRIES
Shareholding 21:	55860 SERIES A shares held as at the date of this confirmation statement
Name:	MARK HARRIES
Shareholding 22:	352808 ORDINARY A shares held as at the date of this confirmation statement
Name:	MARCUS HISEMAN
Shareholding 23:	86957 ORDINARY A shares held as at the date of this confirmation statement
Name:	JIM JONES

Shareholding 24: **358127 ORDINARY A shares held as at the date of this confirmation statement**
Name: **TIMOTHY M JONES**

Shareholding 25: **140573 SERIES A shares held as at the date of this confirmation statement**
Name: **TIMOTHY M JONES**

Shareholding 26: **2159014 SERIES A shares held as at the date of this confirmation statement**
Name: **KINDRED CAPITAL LLP**

Shareholding 27: **108696 ORDINARY A shares held as at the date of this confirmation statement**
Name: **NICHOLAS LOFBERG**

Shareholding 28: **104596 ORDINARY A shares held as at the date of this confirmation statement**
Name: **NENAD MAROVAC**

Shareholding 29: **93870 SERIES A shares held as at the date of this confirmation statement**
Name: **ANDY MCGINN**

Shareholding 30: **1136912 ORDINARY A shares held as at the date of this confirmation statement**
Name: **NICOLAS MOTELAY**

Shareholding 31: **113089 SERIES A shares held as at the date of this confirmation statement**
Name: **NICOLAS MOTELAY**

Shareholding 32: **217391 ORDINARY A shares held as at the date of this confirmation statement**
Name: **STEVEN ROBERT NOVICK**

Shareholding 33: **10000000 ORDINARY B shares held as at the date of this confirmation statement**
Name: **STEVEN ROBERT NOVICK**

Shareholding 34: **145953 SERIES A shares held as at the date of this confirmation statement**
Name: **STEVEN ROBERT NOVICK**

Shareholding 35: **28161 SERIES A shares held as at the date of this confirmation statement**
Name: **GEORGE POWLICK**

Shareholding 36: **375181 ORDINARY A shares held as at the date of this confirmation statement**
Name: **MUHANNAD QUBBAJ**

Shareholding 37: **125446 ORDINARY A shares held as at the date of this confirmation statement**
Name: **BENJAMIN RICHARDSON**

Shareholding 38: **4348 ORDINARY A shares held as at the date of this confirmation statement**
Name: **BARBARA ROMER**

Shareholding 39: **125000 ORDINARY A shares held as at the date of this confirmation statement**
Name: **PHILIP JOHN ROTHERAM**

Shareholding 40: **275435 ORDINARY A shares held as at the date of this confirmation statement**
Name: **RAOUL SCHUDEBOOM**

Shareholding 41: **100409 SERIES A shares held as at the date of this confirmation statement**
Name: **RAOUL SCHUDEBOOM**

Shareholding 42: **43478 ORDINARY A shares held as at the date of this confirmation statement**
Name: **CLAUDE SERFILIPPI**

Shareholding 43: **71003 SERIES A shares held as at the date of this confirmation statement**
Name: **CHARLES SONGHURST**

Shareholding 44: **125000 ORDINARY A shares held as at the date of this confirmation statement**
Name: **WILLIAM STERN**

Shareholding 45: **62500 ORDINARY A shares held as at the date of this confirmation statement**
Name: **CHRISTIAN TANSEY**

Shareholding 46: **62500 ORDINARY A shares held as at the date of this confirmation statement**
Name: **DEREK VENHUIZEN**

Shareholding 47: **363812 ORDINARY A shares held as at the date of this confirmation statement**
Name: **RUDOLF SEBASTIAN HENKELL VON RIBBENTROP**

Shareholding 48: **358128 ORDINARY A shares held as at the date of this confirmation statement**
Name: **DANIEL VON ROTHENBURG**

Shareholding 49: **30123 SERIES A shares held as at the date of this confirmation statement**
Name: **DANIEL VON ROTHENBURG**

Shareholding 50: **4348 ORDINARY A shares held as at the date of this confirmation statement**
Name: **REBECCA CATRIN WILLIAMS**

Shareholding 51: **1877 SERIES A shares held as at the date of this confirmation statement**
Name: **MARK GREGORY WOOD**

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