



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **TROO LTD**

Company Number: **10293408**



Received for filing in Electronic Format on the: **18/08/2022**

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Company Name: **TROO LTD**

Company Number: **10293408**

Confirmation **07/08/2022**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	274573
Currency:	GBP	Aggregate nominal value:	274573
Prescribed particulars			

(I) VOTING RIGHTS - SHALL BE ENTITLED TO RECEIVE NOTICE OF AND SHALL BE ENTITLED TO ATTEND EITHER IN PERSON OR BY PROXY AT GENERAL MEETING OF THE COMPANY AND ON A SHOW OF HANDS, WRITTEN RESOLUTION OR ON A POLL SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE IN RESPECT OF WHICH HE IS THE HOLDER. A HOLDER OF ORDINARY SHARES (AND ANY BODY CORPORATE UNDER THE CONTROL (DIRECTLY OR INDIRECTLY) OF THAT MEMBER (IF ANY)) SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF, ATTEND OR VOTE AT ANY GENERAL MEETING OR WRITTEN RESOLUTION OF THE COMPANY FOLLOWING THE DATE OF TERMINATION IN RESPECT OF THAT HOLDER. IF, AT THE DATE OF ANY GENERAL MEETING OR THE CIRCULATION DATE OF ANY WRITTEN RESOLUTION, ANY OF THE EVENTS OR CIRCUMSTANCES SPECIFIED BELOW SHALL HAVE OCCURRED AND BE SUBSISTING AND PROVIDED ALWAYS THAT THE FUND IS THE LEAD INVESTOR, THE NUMBER OF VOTING RIGHTS ATTACHING TO THE SHARES HELD BY THE FUND SHALL BE INCREASED TO SUCH NUMBER AS IS EQUAL TO 99% OF THE TOTAL VOTING RIGHTS ATTACHING TO ALL SHARES AT ANY GENERAL MEETING. THE ENHANCED VOTING RIGHTS ATTACHED TO THE SHARES HELD BY THE FUND SHALL CONTINUE FOR SO LONG AS THE RELEVANT EVENT OR CIRCUMSTANCE CONTINUES TO SUBSIST OR UNTIL SUCH MATTER IS WAIVED OR OTHERWISE REMEDIED TO THE REASONABLE SATISFACTION, CONFIRMED IN WRITING, OF THE FUND. THE RELEVANT EVENTS OR CIRCUMSTANCES ARE: • ANY ACT, OMISSION OR EVENT OCCURRING WHICH CONSTITUTES OR MAY, WITH THE PASSING OF TIME OR THE GIVING OF NOTICE, CONSTITUTE AN EVENT OF DEFAULT UNDER ANY OF THE FACILITIES; • ANY BREACH OCCURRING BY THE COMPANY, A DIRECTOR (OTHER THAN THE INVESTOR DIRECTOR) OR ANY HOLDER OF SHARES (OTHER THAN THE FUND) OF ANY MATERIAL PROVISION OF THESE ARTICLES, THE LOAN AGREEMENT, THE LOAN NOTE INSTRUMENT OR THE INVESTMENT AGREEMENT; OR • CIRCUMSTANCES HAVE ARISEN WHICH IN THE REASONABLE OPINION OF THE FUND ARE LIKELY TO RESULT IN AN EVENT OF DEFAULT UNDER THE FACILITIES. (II) DIVIDEND RIGHTS – SHALL BE ENTITLED TO DIVIDEND AS AUTHORISED BY ORDINARY RESOLUTION OF THE COMPANY SAVE THAT FOR SO LONG AS THE FUND IS THE LEAD INVESTOR NO DIVIDENDS SHALL BE DECLARED AND NO SUCH DISTRIBUTIONS SHALL BE MADE WITHOUT THE WRITTEN CONSENT OF THE FUND. (III) CAPITAL RIGHTS - ON A RETURN OF ASSETS ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) OR ON A SALE OR FLOTATION, THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (“THE SURPLUS”) SHALL, SUBJECT TO ALL AMOUNTS DUE TO THE STOCKHOLDERS UNDER THE TERMS OF THE LOAN STOCK INSTRUMENT HAVING BEEN SETTLED IN FULL AND WITHOUT DEDUCTION

OR SET OFF IN ACCORDANCE WITH THE TERMS OF THE LOAN STOCK INSTRUMENT, BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES AS FOLLOWS: FIRSTLY, TO THE HOLDERS OF A ORDINARY SHARES, A SUM EQUAL TO THE AMOUNTS PAID UP OR CREDITED AS PAID UP (INCLUDING ANY PREMIUM) (THE “SUBSCRIPTION PRICE”) ON SUCH SHARES HELD BY THEM (AND PRO-RATA ACCORDING TO SUCH AMOUNTS) TOGETHER WITH A SUM EQUAL TO ANY ARREARS OR ACCRUALS OF THE DIVIDENDS ON SUCH A ORDINARY SHARES CALCULATED DOWN TO THE DATE OF THE RETURN OF CAPITAL TO THE HOLDERS OF THE A ORDINARY SHARES; - SECONDLY, TO THE HOLDERS OF ORDINARY SHARES, A SUM EQUAL TO THE SUBSCRIPTION PRICE OF SUCH SHARES HELD BY THEM (AND PRO-RATA ACCORDING TO SUCH AMOUNTS) TOGETHER WITH A SUM EQUAL TO ANY ARREARS OR ACCRUALS OF THE DIVIDENDS ON SUCH ORDINARY SHARES CALCULATED DOWN TO THE DATE OF THE RETURN OF CAPITAL TO THE HOLDERS OF THE ORDINARY SHARES; AND - THIRDLY, THE REMAINING AMOUNT OF THE SURPLUS (IF ANY) SHALL BE PAID TO THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND ORDINARY SHARES (AS IF SUCH SHARES CONSTITUTED A SINGLE CLASS) IN PROPORTION TO THE NUMBER OF SUCH SHARES HELD BY THEM. (IV) NOT REDEEMABLE.

Class of Shares:	A	Number allotted	232025
	ORDINARY	Aggregate nominal value:	232025
Currency:	GBP		
Prescribed particulars			

(I) VOTING RIGHTS - SHALL BE ENTITLED TO RECEIVE NOTICE OF AND SHALL BE ENTITLED TO ATTEND EITHER IN PERSON OR BY PROXY AT GENERAL MEETING OF THE COMPANY AND ON A SHOW OF HANDS, WRITTEN RESOLUTION OR ON A POLL SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE IN RESPECT OF WHICH HE IS THE HOLDER. IF, AT THE DATE OF ANY GENERAL MEETING OR THE CIRCULATION DATE OF ANY WRITTEN RESOLUTION, ANY OF THE EVENTS OR CIRCUMSTANCES SPECIFIED BELOW SHALL HAVE OCCURRED AND BE SUBSISTING AND PROVIDED ALWAYS THAT THE FUND IS THE LEAD INVESTOR, THE NUMBER OF VOTING RIGHTS ATTACHING TO THE SHARES HELD BY THE FUND SHALL BE INCREASED TO SUCH NUMBER AS IS EQUAL TO 99% OF THE TOTAL VOTING RIGHTS ATTACHING TO ALL SHARES AT ANY GENERAL MEETING. THE ENHANCED VOTING RIGHTS ATTACHED TO THE SHARES HELD BY THE FUND SHALL CONTINUE FOR SO LONG AS THE RELEVANT EVENT OR CIRCUMSTANCE CONTINUES TO SUBSIST OR UNTIL SUCH MATTER IS WAIVED OR OTHERWISE REMEDIED TO THE REASONABLE SATISFACTION, CONFIRMED IN WRITING, OF THE FUND. THE RELEVANT EVENTS OR CIRCUMSTANCES ARE: • ANY ACT, OMISSION OR EVENT OCCURRING WHICH CONSTITUTES OR MAY, WITH THE PASSING OF TIME OR THE GIVING OF NOTICE, CONSTITUTE AN EVENT OF DEFAULT UNDER ANY OF THE FACILITIES; • ANY BREACH OCCURRING BY THE COMPANY, A DIRECTOR (OTHER THAN THE INVESTOR DIRECTOR) OR ANY HOLDER OF SHARES (OTHER THAN THE FUND) OF ANY MATERIAL PROVISION OF THESE ARTICLES, THE LOAN AGREEMENT, THE LOAN NOTE INSTRUMENT OR THE INVESTMENT AGREEMENT; OR • CIRCUMSTANCES HAVE ARISEN WHICH IN THE REASONABLE OPINION OF THE FUND ARE LIKELY TO RESULT IN AN EVENT OF DEFAULT UNDER THE FACILITIES. (II) DIVIDEND RIGHTS – SHALL BE ENTITLED TO DIVIDEND AS AUTHORISED BY ORDINARY RESOLUTION OF THE COMPANY SAVE THAT FOR SO LONG AS THE FUND IS THE LEAD INVESTOR NO DIVIDENDS SHALL BE DECLARED AND NO SUCH DISTRIBUTIONS SHALL BE MADE WITHOUT THE WRITTEN CONSENT OF THE FUND. WITH EFFECT FROM 30 SEPTEMBER 2024, AND FOR SO LONG AS THE FUND IS THE LEAD INVESTOR SUBJECT TO THE WRITTEN CONSENT OF THE FUND, THE HOLDERS OF THE A ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE A DIVIDEND IN RESPECT OF EACH FINANCIAL YEAR, AND IN EACH YEAR SUCH DIVIDEND SHALL BE THE HIGHER OF:

- THE FIXED DIVIDEND; OR - IN THE YEAR ENDING: - 30 SEPTEMBER 2024, AN AMOUNT EQUAL TO 2.5% OF EBIT; - 30 SEPTEMBER 2025, AN AMOUNT EQUAL TO 5% OF EBIT; - 30 SEPTEMBER 2026, AN AMOUNT EQUAL TO 7.5% OF EBIT; AND - 30 SEPTEMBER 2027 AND EACH YEAR THEREAFTER, AN AMOUNT EQUAL TO 10% OF EBIT

Class of Shares:	B	Number allotted	2100
	ORDINARY	Aggregate nominal value:	2100
Currency:	GBP		
Prescribed particulars			

(I) VOTING RIGHTS - SHALL BE ENTITLED TO RECEIVE NOTICE OF AND SHALL BE ENTITLED TO ATTEND EITHER IN PERSON OR BY PROXY AT GENERAL MEETING OF THE COMPANY AND ON A SHOW OF HANDS, WRITTEN RESOLUTION OR ON A POLL SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE IN RESPECT OF WHICH HE IS THE HOLDER. A HOLDER OF B ORDINARY SHARES (OTHER THAN THE FUND) (AND ANY BODY CORPORATE UNDER THE CONTROL (DIRECTLY OR INDIRECTLY) OF THAT MEMBER (IF ANY)) SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF, ATTEND OR VOTE AT ANY GENERAL MEETING OR WRITTEN RESOLUTION OF THE COMPANY FOLLOWING THE DATE OF TERMINATION IN RESPECT OF THAT HOLDER. IF, AT THE DATE OF ANY GENERAL MEETING OR THE CIRCULATION DATE OF ANY WRITTEN RESOLUTION, ANY OF THE EVENTS OR CIRCUMSTANCES SPECIFIED BELOW SHALL HAVE OCCURRED AND BE SUBSISTING AND PROVIDED ALWAYS THAT THE FUND IS THE LEAD INVESTOR, THE NUMBER OF VOTING RIGHTS ATTACHING TO THE SHARES HELD BY THE FUND SHALL BE INCREASED TO SUCH NUMBER AS IS EQUAL TO 99% OF THE TOTAL VOTING RIGHTS ATTACHING TO ALL SHARES AT ANY GENERAL MEETING. THE ENHANCED VOTING RIGHTS ATTACHED TO THE SHARES HELD BY THE FUND SHALL CONTINUE FOR SO LONG AS THE RELEVANT EVENT OR CIRCUMSTANCE CONTINUES TO SUBSIST OR UNTIL SUCH MATTER IS WAIVED OR OTHERWISE REMEDIED TO THE REASONABLE SATISFACTION, CONFIRMED IN WRITING, OF THE FUND. THE RELEVANT EVENTS OR CIRCUMSTANCES ARE: • ANY ACT, OMISSION OR EVENT OCCURRING WHICH CONSTITUTES OR MAY, WITH THE PASSING OF TIME OR THE GIVING OF NOTICE, CONSTITUTE AN EVENT OF DEFAULT UNDER ANY OF THE FACILITIES; • ANY BREACH OCCURRING BY THE COMPANY, A DIRECTOR (OTHER THAN THE INVESTOR DIRECTOR) OR ANY HOLDER OF SHARES (OTHER THAN THE FUND) OF ANY MATERIAL PROVISION OF THESE ARTICLES, THE LOAN AGREEMENT, THE LOAN NOTE INSTRUMENT OR THE INVESTMENT AGREEMENT; OR • CIRCUMSTANCES HAVE ARISEN WHICH IN THE REASONABLE OPINION OF THE FUND ARE LIKELY TO RESULT IN AN EVENT OF DEFAULT UNDER THE FACILITIES. (II) DIVIDEND RIGHTS – SHALL BE ENTITLED TO DIVIDEND AS AUTHORISED BY ORDINARY RESOLUTION OF THE COMPANY SAVE THAT FOR SO LONG AS THE FUND IS THE LEAD INVESTOR NO DIVIDENDS SHALL BE DECLARED AND NO SUCH DISTRIBUTIONS SHALL BE MADE WITHOUT THE WRITTEN CONSENT OF THE FUND. (III) CAPITAL RIGHTS - ON A RETURN OF ASSETS ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) OR ON A SALE OR FLOTATION, THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (“THE SURPLUS”) SHALL, SUBJECT TO ALL AMOUNTS DUE TO THE STOCKHOLDERS UNDER THE TERMS OF THE LOAN STOCK INSTRUMENT HAVING

BEEN SETTLED IN FULL AND WITHOUT DEDUCTION OR SET OFF IN ACCORDANCE
WITH THE TERMS OF THE LOAN STOCK INSTRUMENT, BE DISTRIBUTED AMONGST THE
HOLDERS OF THE SHARES AS FOLLOWS:

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	508698
		Total aggregate nominal value:	508698
		Total aggregate amount	0
		unpaid:	

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:	139322 ORDINARY shares held as at the date of this confirmation statement
Name:	ANDREW RICHARDSON
Shareholding 2:	135251 ORDINARY shares held as at the date of this confirmation statement
Name:	RACHEL RICHARDSON
Shareholding 3:	196065 A ORDINARY shares held as at the date of this confirmation statement
Name:	ENTERPRISE VENTURES (GENERAL PARTNER NE VENTURE) LTD
Shareholding 4:	2100 B ORDINARY shares held as at the date of this confirmation statement
Name:	MALCOM SMITH
Shareholding 5:	7192 A ORDINARY shares held as at the date of this confirmation statement
Name:	ANDREW RICHARDSON
Shareholding 6:	7192 A ORDINARY shares held as at the date of this confirmation statement
Name:	RACHEL RICHARDSON
Shareholding 7:	1598 A ORDINARY shares held as at the date of this confirmation statement
Name:	MALCOM SMITH
Shareholding 8:	19978 A ORDINARY shares held as at the date of this confirmation statement
Name:	UK FF NOMINEES LTD

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