



Companies House

**CS01** (ef)

**Confirmation Statement**

Company Name: **MONACO TOPCO LIMITED**

Company Number: **10294405**



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Company Name: **MONACO TOPCO LIMITED**

Company Number: **10294405**

Confirmation **24/07/2017**

Statement date:

# Statement of Capital (Share Capital)

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Class of Shares:	A	Number allotted	69518
	ORDINARY	Aggregate nominal value:	69.518
Currency:	GBP		

Prescribed particulars

SHARE RIGHTS-THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES SHALL BE TREATED AS PARI PASSU AND AS IF THEY CONSTITUTED ONE CLASS OF SHARE.DIVIDENDS-ANY PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL, SUBJECT TO THE APPROVAL OF THE HOLDERS IN GENERAL MEETING AND INVESTOR CONSENT, BE APPLIED IN DISTRIBUTING SUCH PROFITS AMONGST THE HOLDERS OF THE EQUITY SHARES THEN IN ISSUE PARI PASSU ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THEM RESPECTIVELY AS IF THEY CONSTITUTED ONE CLASS OF SHARE. CAPITAL-SUBJECT TO ARTICLES 14.2.2, ON A RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (THE "SURPLUS ASSETS") SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES IN PROPORTION TO THE NUMBERS OF THE EQUITY SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE). THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES (IN THAT CAPACITY) SHALL BE ENTITLED TO RECEIVE THE SURPLUS ASSETS NOT ALLOCATED TO THE HOLDERS OF THE C ORDINARY SHARES PURSUANT TO ARTICLE 14.2.2.1, TO BE SHARED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND B ORDINARY SHARES PRO RATA TO THE NUMBER OF A ORDINARY SHARES AND/OR B ORDINARY SHARES HELD BY THEM (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS). VOTING-SUBJECT TO ANY RIGHTS OR RESTRICTIONS FOR THE TIME BEING ATTACHED TO ANY CLASS OR CLASSES OF SHARES, AND TO ARTICLES 14.4 AND 14.5, THE HOLDERS OF THE EQUITY SHARES SHALL BE ENTITLED TO:-RECEIVE NOTICE OF, AND TO ATTEND AND SPEAK, AT ANY GENERAL MEETING OF THE COMPANY AND/OR ANY SEPARATE CLASS MEETING OF THE COMPANY FOR SHARES OF THE CLASS THEY HOLD AND EACH HOLDER OF EQUITY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY AT ANY SUCH MEETING SHALL, ON A SHOW OF HANDS OR A POLL, HAVE ONE VOTE IN RESPECT OF EACH EQUITY SHARE THEY HOLD (SUBJECT ALWAYS TO ARTICLE 14.3.2); AND-RECEIVE A COPY OF ANY

WRITTEN RESOLUTION CIRCULATED TO THE MEMBERS OF THE COMPANY AND/OR CIRCULATED TO THE HOLDERS OF ANY CLASS OF SHARES HELD BY SUCH HOLDER AND EACH HOLDER OF EQUITY SHARES SHALL HAVE ONE VOTE IN RESPECT OF EACH EQUITY SHARE THEY HOLD IN RESPECT OF SUCH WRITTEN RESOLUTION (SUBJECT ALWAYS TO ARTICLE 14.3.2). NOTWITHSTANDING ANY OTHER PROVISION OF THE ARTICLES, IN RESPECT OF ANY GENERAL MEETING OR WRITTEN RESOLUTION OF THE COMPANY:-THE HOLDERS OF THE C2 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C2 ORDINARY SHARES HELD BY EACH OF THEM). THE HOLDERS OF THE C3 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C3 ORDINARY SHARES HELD BY EACH OF THEM).-THE HOLDERS OF THE C4 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C4 ORDINARY SHARES HELD BY EACH OF THEM).-THE HOLDERS OF THE C5 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C5 ORDINARY SHARES HELD BY EACH OF THEM).-THE HOLDERS OF THE C6 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C6 ORDINARY SHARES HELD BY EACH OF THEM).

Class of Shares:	C1	Number allotted	3280
Currency:	GBP	Aggregate nominal value:	3.28

Prescribed particulars

SHARE RIGHTS-THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES SHALL BE TREATED AS PARI PASSU AND AS IF THEY CONSTITUTED ONE CLASS OF SHARE. DIVIDENDS-ANY PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL,

SUBJECT TO THE APPROVAL OF THE HOLDERS IN GENERAL MEETING AND INVESTOR CONSENT, BE APPLIED IN DISTRIBUTING SUCH PROFITS AMONGST THE HOLDERS OF THE EQUITY SHARES THEN IN ISSUE PARI PASSU ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THEM RESPECTIVELY AS IF THEY CONSTITUTED ONE CLASS OF SHARE. CAPITAL-SUBJECT TO ARTICLES 14.2.2, ON A RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (THE "SURPLUS ASSETS") SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES IN PROPORTION TO THE NUMBERS OF THE EQUITY SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE). THE HOLDERS OF THE C ORDINARY SHARES (IN THAT CAPACITY) SHALL BE ENTITLED TO RECEIVE:THE PRE-RATCHET RELEVANT PERCENTAGE OF THE SURPLUS ASSETS UP TO THE TARGET RETURN AMOUNT; AND THE POST-RATCHET RELEVANT PERCENTAGE OF THE ANY SURPLUS ASSETS IN EXCESS OF THE TARGET RETURN AMOUNT TO BE SHARED AMONGST THE HOLDERS OF THE C ORDINARY SHARES PRO-RATA TO THE NUMBER OF C ORDINARY SHARES HELD BY THEM. VOTING-SUBJECT TO ANY RIGHTS OR RESTRICTIONS FOR THE TIME BEING ATTACHED TO ANY CLASS OR CLASSES OF SHARES, AND TO ARTICLES 14.4 AND 14.5, THE HOLDERS OF THE EQUITY SHARES SHALL BE ENTITLED TO: - RECEIVE NOTICE OF, AND TO ATTEND AND SPEAK, AT ANY GENERAL MEETING OF THE COMPANY AND/OR ANY SEPARATE CLASS MEETING OF THE COMPANY FOR SHARES OF THE CLASS THEY HOLD AND EACH HOLDER OF EQUITY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY AT ANY SUCH MEETING SHALL, ON A SHOW OF HANDS OR A POLL, HAVE ONE VOTE IN RESPECT OF EACH EQUITY SHARE THEY HOLD (SUBJECT ALWAYS TO ARTICLE 14.3.2); AND - RECEIVE A COPY OF ANY WRITTEN RESOLUTION CIRCULATED TO THE MEMBERS OF THE COMPANY AND/OR CIRCULATED TO THE HOLDERS OF ANY CLASS OF SHARES HELD BY SUCH HOLDER AND EACH HOLDER OF EQUITY SHARES SHALL HAVE ONE VOTE IN RESPECT OF EACH EQUITY SHARE THEY HOLD IN RESPECT OF SUCH WRITTEN RESOLUTION (SUBJECT ALWAYS TO ARTICLE 14.3.2). NOTWITHSTANDING ANY OTHER PROVISION OF THE ARTICLES, IN RESPECT OF ANY GENERAL MEETING OR WRITTEN RESOLUTION OF THE COMPANY - THE HOLDERS OF THE C2 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C2 ORDINARY SHARES HELD BY EACH OF THEM). - THE HOLDERS OF THE C3 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO

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<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>9982</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>9.982</b>

Currency: **GBP**

Prescribed particulars

SHARE RIGHTS-THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES SHALL BE TREATED AS PARI PASSU AND AS IF THEY CONSTITUTED ONE CLASS OF SHARE.DIVIDENDS-ANY PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL, SUBJECT TO THE APPROVAL OF THE HOLDERS IN GENERAL MEETING AND INVESTOR CONSENT, BE APPLIED IN DISTRIBUTING SUCH PROFITS AMONGST THE HOLDERS OF THE EQUITY SHARES THEN IN ISSUE PARI PASSU ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THEM RESPECTIVELY AS IF THEY CONSTITUTED ONE CLASS OF SHARE. CAPITAL-SUBJECT TO ARTICLES 14.2.2, ON A RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (THE “SURPLUS ASSETS”) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES IN PROPORTION TO THE NUMBERS OF THE EQUITY SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE). THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES (IN THAT CAPACITY) SHALL BE ENTITLED TO RECEIVE THE SURPLUS ASSETS NOT

ALLOCATED TO THE HOLDERS OF THE C ORDINARY SHARES PURSUANT TO ARTICLE 14.2.2.1, TO BE SHARED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND B ORDINARY SHARES PRO RATA TO THE NUMBER OF A ORDINARY SHARES AND/OR B ORDINARY SHARES HELD BY THEM (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS). VOTING-SUBJECT TO ANY RIGHTS OR RESTRICTIONS FOR THE TIME BEING ATTACHED TO ANY CLASS OR CLASSES OF SHARES, AND TO ARTICLES 14.4 AND 14.5, THE HOLDERS OF THE EQUITY SHARES SHALL BE ENTITLED TO:-RECEIVE NOTICE OF, AND TO ATTEND AND SPEAK, AT ANY GENERAL MEETING OF THE COMPANY AND/OR ANY SEPARATE CLASS MEETING OF THE COMPANY FOR SHARES OF THE CLASS THEY HOLD AND EACH HOLDER OF EQUITY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY AT ANY SUCH MEETING SHALL, ON A SHOW OF HANDS OR A POLL, HAVE ONE VOTE IN RESPECT OF EACH EQUITY SHARE THEY HOLD (SUBJECT ALWAYS TO ARTICLE 14.3.2); AND-RECEIVE A COPY OF ANY WRITTEN RESOLUTION CIRCULATED TO THE MEMBERS OF THE COMPANY AND/OR CIRCULATED TO THE HOLDERS OF ANY CLASS OF SHARES HELD BY SUCH HOLDER AND EACH HOLDER OF EQUITY SHARES SHALL HAVE ONE VOTE IN RESPECT OF EACH EQUITY SHARE THEY HOLD IN RESPECT OF SUCH WRITTEN RESOLUTION (SUBJECT ALWAYS TO ARTICLE 14.3.2).NOTWITHSTANDING ANY OTHER PROVISION OF THE ARTICLES, IN RESPECT OF ANY GENERAL MEETING OR WRITTEN RESOLUTION OF THE COMPANY:-THE HOLDERS OF THE C2 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C2 ORDINARY SHARES HELD BY EACH OF THEM). THE HOLDERS OF THE C3 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C3 ORDINARY SHARES HELD BY EACH OF THEM).-THE HOLDERS OF THE C4 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C4 ORDINARY SHARES HELD BY EACH OF THEM).-THE HOLDERS OF THE C5 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C5 ORDINARY SHARES HELD BY

EACH OF THEM).-THE HOLDERS OF THE C6 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C6 ORDINARY SHARES HELD BY EACH OF THEM).

Class of Shares:	C2	Number allotted	5862
	ORDINARY	Aggregate nominal value:	586.2
Currency:	GBP		

Prescribed particulars

SHARE RIGHTS-THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES SHALL BE TREATED AS PARI PASSU AND AS IF THEY CONSTITUTED ONE CLASS OF SHARE.DIVIDENDS-ANY PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL, SUBJECT TO THE APPROVAL OF THE HOLDERS IN GENERAL MEETING AND INVESTOR CONSENT, BE APPLIED IN DISTRIBUTING SUCH PROFITS AMONGST THE HOLDERS OF THE EQUITY SHARES THEN IN ISSUE PARI PASSU ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THEM RESPECTIVELY AS IF THEY CONSTITUTED ONE CLASS OF SHARE. CAPITAL-SUBJECT TO ARTICLES 14.2.2, ON A RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (THE “SURPLUS ASSETS”) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES IN PROPORTION TO THE NUMBERS OF THE EQUITY SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE). THE HOLDERS OF THE C ORDINARY SHARES (IN THAT CAPACITY) SHALL BE ENTITLED TO RECEIVE:THE PRE-RATCHET RELEVANT PERCENTAGE OF THE SURPLUS ASSETS UP TO THE TARGET RETURN AMOUNT; AND THE POST-RATCHET RELEVANT PERCENTAGE OF THE ANY SURPLUS ASSETS IN EXCESS OF THE TARGET RETURN AMOUNT TO BE SHARED AMONGST THE HOLDERS OF THE C ORDINARY SHARES PRO-RATA TO THE NUMBER OF C ORDINARY SHARES HELD BY THEM. VOTING-SUBJECT TO ANY RIGHTS OR RESTRICTIONS FOR THE TIME BEING ATTACHED TO ANY CLASS OR CLASSES OF SHARES, AND TO ARTICLES 14.4 AND 14.5, THE HOLDERS OF THE EQUITY SHARES SHALL BE ENTITLED TO:-RECEIVE NOTICE OF, AND TO ATTEND AND SPEAK, AT ANY GENERAL MEETING OF THE COMPANY AND/OR ANY SEPARATE CLASS MEETING OF THE COMPANY FOR SHARES OF THE CLASS THEY HOLD AND EACH HOLDER OF EQUITY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR

(BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY AT ANY SUCH MEETING SHALL, ON A SHOW OF HANDS OR A POLL, HAVE ONE VOTE IN RESPECT OF EACH EQUITY SHARE THEY HOLD (SUBJECT ALWAYS TO ARTICLE 14.3.2); AND - RECEIVE A COPY OF ANY WRITTEN RESOLUTION CIRCULATED TO THE MEMBERS OF THE COMPANY AND/OR CIRCULATED TO THE HOLDERS OF ANY CLASS OF SHARES HELD BY SUCH HOLDER AND EACH HOLDER OF EQUITY SHARES SHALL HAVE ONE VOTE IN RESPECT OF EACH EQUITY SHARE THEY HOLD IN RESPECT OF SUCH WRITTEN RESOLUTION (SUBJECT ALWAYS TO ARTICLE 14.3.2). NOTWITHSTANDING ANY OTHER PROVISION OF THE ARTICLES, IN RESPECT OF ANY GENERAL MEETING OR WRITTEN RESOLUTION OF THE COMPANY-THE HOLDERS OF THE C2 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C2 ORDINARY SHARES HELD BY EACH OF THEM).-THE HOLDERS OF THE C3 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C3 ORDINARY SHARES HELD BY EACH OF THEM). - THE HOLDERS OF THE C4 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C4 ORDINARY SHARES HELD BY EACH OF THEM).-THE HOLDERS OF THE C5 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C5 ORDINARY SHARES HELD BY EACH OF THEM).-THE HOLDERS OF THE C6 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C6 ORDINARY SHARES HELD BY EACH OF THEM).

<b>Class of Shares:</b>	<b>C3</b>	Number allotted	<b>2688</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>268.8</b>
Currency:	<b>GBP</b>		
Prescribed particulars			



SHARE RIGHTS-THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES SHALL BE TREATED AS PARI PASSU AND AS IF THEY CONSTITUTED ONE CLASS OF SHARE.DIVIDENDS-ANY PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL, SUBJECT TO THE APPROVAL OF THE HOLDERS IN GENERAL MEETING AND INVESTOR CONSENT, BE APPLIED IN DISTRIBUTING SUCH PROFITS AMONGST THE HOLDERS OF THE EQUITY SHARES THEN IN ISSUE PARI PASSU ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THEM RESPECTIVELY AS IF THEY CONSTITUTED ONE CLASS OF SHARE.CAPITAL-SUBJECT TO ARTICLES 14.2.2, ON A RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (THE “SURPLUS ASSETS”) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES IN PROPORTION TO THE NUMBERS OF THE EQUITY SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE). THE HOLDERS OF THE C ORDINARY SHARES (IN THAT CAPACITY) SHALL BE ENTITLED TO RECEIVE:THE PRE-RATCHET RELEVANT PERCENTAGE OF THE SURPLUS ASSETS UP TO THE TARGET RETURN AMOUNT; AND THE POST-RATCHET RELEVANT PERCENTAGE OF THE ANY SURPLUS ASSETS IN EXCESS OF THE TARGET RETURN AMOUNT TO BE SHARED AMONGST THE HOLDERS OF THE C ORDINARY SHARES PRO-RATA TO THE NUMBER OF C ORDINARY SHARES HELD BY THEM. VOTING-SUBJECT TO ANY RIGHTS OR RESTRICTIONS FOR THE TIME BEING ATTACHED TO ANY CLASS OR CLASSES OF SHARES, AND TO ARTICLES 14.4 AND 14.5, THE HOLDERS OF THE EQUITY SHARES SHALL BE ENTITLED TO: -RECEIVE NOTICE OF, AND TO ATTEND AND SPEAK, AT ANY GENERAL MEETING OF THE COMPANY AND/OR ANY SEPARATE CLASS MEETING OF THE COMPANY FOR SHARES OF THE CLASS THEY HOLD AND EACH HOLDER OF EQUITY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY AT ANY SUCH MEETING SHALL, ON A SHOW OF HANDS OR A POLL, HAVE ONE VOTE IN RESPECT OF EACH EQUITY SHARE THEY HOLD (SUBJECT ALWAYS TO ARTICLE 14.3.2); AND -RECEIVE A COPY OF ANY WRITTEN RESOLUTION CIRCULATED TO THE MEMBERS OF THE COMPANY AND/OR CIRCULATED TO THE HOLDERS OF ANY CLASS OF SHARES HELD BY SUCH HOLDER AND EACH HOLDER OF EQUITY SHARES SHALL HAVE ONE VOTE IN RESPECT OF EACH EQUITY SHARE THEY HOLD IN RESPECT OF SUCH WRITTEN RESOLUTION (SUBJECT ALWAYS TO ARTICLE 14.3.2). NOTWITHSTANDING ANY OTHER PROVISION OF THE ARTICLES, IN RESPECT OF ANY GENERAL MEETING OR WRITTEN RESOLUTION OF THE COMPANY - THE HOLDERS OF THE C2 ORDINARY SHARES (IN THAT

CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C2 ORDINARY SHARES HELD BY EACH OF THEM). -THE HOLDERS OF THE C3 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C3 ORDINARY SHARES HELD BY EACH OF THEM). -THE HOLDERS OF THE C4 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C4 ORDINARY SHARES HELD BY EACH OF THEM). - THE HOLDERS OF THE C5 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C5 ORDINARY SHARES HELD BY EACH OF THEM). - THE HOLDERS OF THE C6 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C6 ORDINARY SHARES HELD BY EACH OF THEM).

Class of Shares:	C4	Number allotted	3515
	ORDINARY	Aggregate nominal value:	351.5
Currency:	GBP		

Prescribed particulars

SHARE RIGHTS-THE A ORDINARY SHARES, B ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES, C5 ORDINARY SHARES, C6 ORDINARY SHARES SHALL BE TREATED AS PARI PASSU AND AS IF THEY CONSTITUTED ONE CLASS OF SHARE.DIVIDENDS-ANY PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL, SUBJECT TO THE APPROVAL OF THE HOLDERS IN GENERAL MEETING AND INVESTOR CONSENT, BE APPLIED IN DISTRIBUTING SUCH PROFITS AMONGST THE HOLDERS OF THE EQUITY SHARES THEN IN ISSUE PARI PASSU ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THEM RESPECTIVELY AS IF THEY CONSTITUTED ONE CLASS OF SHARE. CAPITAL-SUBJECT TO ARTICLES 14.2.2, ON A RETURN OF CAPITAL, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS

LIABILITIES (THE "SURPLUS ASSETS") SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES IN PROPORTION TO THE NUMBERS OF THE EQUITY SHARES HELD BY THEM RESPECTIVELY (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE). THE HOLDERS OF THE C ORDINARY SHARES (IN THAT CAPACITY) SHALL BE ENTITLED TO RECEIVE: THE PRE-RATCHET RELEVANT PERCENTAGE OF THE SURPLUS ASSETS UP TO THE TARGET RETURN AMOUNT; AND THE POST-RATCHET RELEVANT PERCENTAGE OF THE ANY SURPLUS ASSETS IN EXCESS OF THE TARGET RETURN AMOUNT TO BE SHARED AMONGST THE HOLDERS OF THE C ORDINARY SHARES PRO-RATA TO THE NUMBER OF C ORDINARY SHARES HELD BY THEM. VOTING-SUBJECT TO ANY RIGHTS OR RESTRICTIONS FOR THE TIME BEING ATTACHED TO ANY CLASS OR CLASSES OF SHARES, AND TO ARTICLES 14.4 AND 14.5, THE HOLDERS OF THE EQUITY SHARES SHALL BE ENTITLED TO: - RECEIVE NOTICE OF, AND TO ATTEND AND SPEAK, AT ANY GENERAL MEETING OF THE COMPANY AND/OR ANY SEPARATE CLASS MEETING OF THE COMPANY FOR SHARES OF THE CLASS THEY HOLD AND EACH HOLDER OF EQUITY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY AT ANY SUCH MEETING SHALL, ON A SHOW OF HANDS OR A POLL, HAVE ONE VOTE IN RESPECT OF EACH EQUITY SHARE THEY HOLD (SUBJECT ALWAYS TO ARTICLE 14.3.2); AND - RECEIVE A COPY OF ANY WRITTEN RESOLUTION CIRCULATED TO THE MEMBERS OF THE COMPANY AND/OR CIRCULATED TO THE HOLDERS OF ANY CLASS OF SHARES HELD BY SUCH HOLDER AND EACH HOLDER OF EQUITY SHARES SHALL HAVE ONE VOTE IN RESPECT OF EACH EQUITY SHARE THEY HOLD IN RESPECT OF SUCH WRITTEN RESOLUTION (SUBJECT ALWAYS TO ARTICLE 14.3.2). NOTWITHSTANDING ANY OTHER PROVISION OF THE ARTICLES, IN RESPECT OF ANY GENERAL MEETING OR WRITTEN RESOLUTION OF THE COMPANY - THE HOLDERS OF THE C2 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C2 ORDINARY SHARES HELD BY EACH OF THEM).-THE HOLDERS OF THE C3 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C3 ORDINARY SHARES HELD BY EACH OF THEM).-THE HOLDERS OF THE C4 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO

THE NUMBER OF C4 ORDINARY SHARES HELD BY EACH OF THEM).-THE HOLDERS OF THE C5 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C5 ORDINARY SHARES HELD BY EACH OF THEM).-THE HOLDERS OF THE C6 ORDINARY SHARES (IN THAT CAPACITY) SHALL TOGETHER BE ENTITLED TO EXERCISE AN AGGREGATE NUMBER OF VOTES EQUAL TO 5% OF THE TOTAL NUMBER OF VOTES EXERCISABLE BY THE HOLDERS OF THE EQUITY SHARES (PRO RATA TO THE NUMBER OF C6 ORDINARY SHARES HELD BY EACH OF THEM).

Class of Shares:	C5	Number allotted	2500
	ORDINARY	Aggregate nominal value:	250
Currency:	GBP		

Prescribed particulars

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<b>Class of Shares:</b>	<b>C6</b>	Number allotted	<b>100</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>10</b>
Currency:	<b>GBP</b>		

Prescribed particulars

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**Statement of Capital (Totals)**

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Currency:	<b>GBP</b>	Total number of shares:	<b>97445</b>
		Total aggregate nominal value:	<b>1549.28</b>
		Total aggregate amount unpaid:	<b>0</b>

## 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: **14282 transferred on 2017-03-03**  
**436 transferred on 2016-11-01**  
**316 transferred on 2017-03-03**  
**41172 A ORDINARY shares held as at the date of this confirmation statement**  
Name: **INFLEXION BUYOUT FUND IV (NO.1) LP**

Shareholding 2: **4089 transferred on 2017-03-03**  
**9436 A ORDINARY shares held as at the date of this confirmation statement**  
Name: **INFLEXION BUYOUT FUND IV (NO.2) LP**

Shareholding 3: **1392 B ORDINARY shares held as at the date of this confirmation statement**  
Name: **FREDERICK STRATFORD**

Shareholding 4: **5293 B ORDINARY shares held as at the date of this confirmation statement**  
Name: **ANGELA TRACY BAUMFIELD**

Shareholding 5: **3515 C4 ORDINARY shares held as at the date of this confirmation statement**  
Name: **ANGELA TRACY BAUMFIELD**

Shareholding 6: **5862 C2 ORDINARY shares held as at the date of this confirmation statement**  
Name: **FREDERICK STRATFORD**

Shareholding 7: **100 B ORDINARY shares held as at the date of this confirmation statement**  
Name: **VICTORIA O'ROURKE**

Shareholding 8: **380 C1 shares held as at the date of this confirmation statement**  
Name: **VICTORIA O'ROURKE**

Shareholding 9: **1599 B ORDINARY shares held as at the date of this confirmation statement**  
Name: **MATTHEW EVERSON**

Shareholding 10: **2688 C3 ORDINARY shares held as at the date of this confirmation statement**  
Name: **MATTHEW EVERSON**



Shareholding 11:	<b>24 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JOSEPH HANLY</b>
Shareholding 12:	<b>2500 C5 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JOSEPH HANLY</b>
Shareholding 13:	<b>1574 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>RICHARD BOARDMAN</b>
Shareholding 14:	<b>100 C6 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>RICHARD BOARDMAN</b>
Shareholding 15:	<b>380 C1 shares held as at the date of this confirmation statement</b>
Name:	<b>TOMAS RIGBY</b>
Shareholding 16:	<b>380 C1 shares held as at the date of this confirmation statement</b>
Name:	<b>WILLIAM BANKS</b>
Shareholding 17:	<b>380 C1 shares held as at the date of this confirmation statement</b>
Name:	<b>ANDREW LEEKS</b>
Shareholding 18:	<b>380 C1 shares held as at the date of this confirmation statement</b>
Name:	<b>LYNDSEY RIGBY</b>
Shareholding 19:	<b>380 C1 shares held as at the date of this confirmation statement</b>
Name:	<b>ANTHONY PECKHAM</b>
Shareholding 20:	<b>1000 C1 shares held as at the date of this confirmation statement</b>
Name:	<b>GARY SPELLINS</b>
Shareholding 21:	<b>539 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>GARY SPELLINS</b>
Shareholding 22:	<b>14282 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>INFLEXION SUPPLEMENTAL FUND IV (NO.1) LP</b>
Shareholding 23:	<b>4089 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>INFLEXION SUPPLEMENTAL FUND IV (NO.2) LP</b>

## **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