



Companies House

CS01 (ef)

Confirmation Statement

Company Name: **UNLIMITED MARKETING GROUP LTD**

Company Number: **10469103**



Received for filing in Electronic Format on the: **16/03/2023**

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Company Name: **UNLIMITED MARKETING GROUP LTD**

Company Number: **10469103**

Confirmation **16/03/2023**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	890
	ORDINARY	Aggregate nominal value:	8900
Currency:	GBP		
Prescribed particulars			

THE A ORDINARY SHAREHOLDERS SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF, TO ATTEND OR VOTE AT, GENERAL MEETINGS OF THE COMPANY OR TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. THE COMPANY AND/OR THE DIRECTORS MAY DECLARE AND PAY DIVIDENDS AS BETWEEN THE CLASSES OF SHARE AS THEY SEE FIT AND FOR THE AVOIDANCE OF DOUBT THE ORDINARY SHARES, THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES SHALL CONSTITUTE SEPARATE CLASSES OF SHARE, SUCH THAT DIVIDENDS MAY BE DECLARED ON ONE OR MORE CLASSES AND NOT ON THE OTHERS. ON A RETURN OF CAPITAL OF THE COMPANY ON A WINDING UP OR OTHERWISE (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS ("SURPLUS ASSETS") SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: - IF THE IRR DOES NOT EXCEED 8% SUCH SURPLUS ASSETS SHALL BE PAID TO THE HOLDERS OF ORDINARY SHARES PRO RATA BASED ON THE NUMBER OF ORDINARY SHARES HELD BY THEM; - IF THE XRR IS GREATER THAN 0% BUT NOT MORE THAN 20%, THE SURPLUS ASSETS SHALL BE APPLIED AS FOLLOWS: 1. FIRST IN PAYING AN AMOUNT EQUAL TO THE INITIAL TRANCHE RETURN TO THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES AS FOLLOWS: (A) AS TO 65% OF THE INITIAL TRANCHE RETURN TO THE HOLDERS OF A ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF A ORDINARY SHARES HELD; (B) AS TO 35% OF THE INITIAL TRANCHE RETURN TO THE HOLDERS OF B ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF B ORDINARY SHARES HELD; 2. SECOND, IN PAYING TO THE HOLDERS OF THE C ORDINARY SHARES AN AMOUNT CALCULATED AS FOLLOWS: C ORDINARY SHARE MULTIPLE X \$100,000, WHERE THE C ORDINARY SHARE MULTIPLE = THE SUM OF THE AMOUNTS AT (A) TO (D) LESS (0 IN THE DEFINITION OF IRR INITIAL TRANCHE RETURN) DIVIDED BY \$42.5 MILLION PROVIDED THAT FOR THE PURPOSES OF THE ABOVE FRACTION ITEMS (C) AND (D) IN THE DEFINITION OF IRR SHALL BE INCLUDED IN FULL AND NOT ONLY TO THE EXTENT THAT SUCH AMOUNTS EXCEED \$12 MILLION COMPOUNDED AT 15% PER ANNUM; AND 3. THIRD, IN PAYING THE BALANCE OF THE SURPLUS ASSETS TO THE HOLDER OF ORDINARY SHARES PRO RATA TO THE NUMBER OF SHARES HELD BY THEM; - IF THE IRR IS GREATER 20% BUT NOT MORE THAN 25%, THE SURPLUS ASSETS SHALL BE APPLIED AS FOLLOWS: 1. FIRST IN PAYING AN AMOUNT EQUAL TO THE INITIAL TRANCHE RETURN AND THE SECOND TRANCHE RETURN TO THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES AS FOLLOWS: (A) AS TO 65% OF SUCH AMOUNT TO THE HOLDERS OF A ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF A ORDINARY SHARES HELD; (B) AS TO 35% OF SUCH

AMOUNT TO THE HOLDERS OF B ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF B ORDINARY SHARES HELD; AND 2. SECOND, IN PAYING TO THE HOLDERS OF THE C ORDINARY SHARES AN AMOUNT CALCULATED AS FOLLOWS: C ORDINARY SHARE MULTIPLE: :

Class of Shares:	C	Number allotted	100
	ORDINARY	Aggregate nominal value:	100
Currency:	GBP		
Prescribed particulars			

THE C ORDINARY SHAREHOLDERS SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF OR TO ATTEND OR VOTE AT GENERAL MEETINGS OF THE COMPANY OR TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY THE COMPANY AND/OR THE DIRECTORS MAY DECLARE AND PAY DIVIDENDS AS BETWEEN THE CLASSES OF SHARE AS IHEY SEE FIT AND FOR THE AVOIDANCE OF DOUBT THE ORDINARY SHARES, THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES SHALL CONSTITUTE SEPARATE CLASSES OF SHARE, SUCH THAT DIVIDENDS MAY BE DECLARED ON ONE OR MORE CLASSES AND NOT ON THE OTHERS. ON A RETURN OF CAPITAL OF THE COMPANY ON A WINDING UP OR OTHERWISE (OTHER THAN A REDEMPTION OF SHARES OR IHE PURCHASE BY IHE COMPANY OF ITS OWN SHARES), THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS ("SURPLUS ASSETS") SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: - IF THE IRR DOES NOT EXCEED 8% SUCH SURPLUS ASSELS SHALL BE PAID TO THE HOLDERS OF ORDINARY SHARES PRO RATA BASED ON IHE NUMBER OF ORDINARY SHARES HELD BY THEM; - IF THE IRR IS GREATER THAN 8% BUT NOT MORE THAN 20%, THE SURPLUS ASSETS SHALL BE APPLIED AS FOLLOWS: 1. FIRST IN PAYING AN AMOUNT EQUAL TO THE INITIAL TRANCHE RELURN TO THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES AS FOLLOWS: (A) AS TO 65% OT THE INITIAL TRANCHE RETURN TO LHE HOLDERS OF A ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF A ORDINARY SHARES HELD; (B) AS TO 35% OF THE INITIAL TRANCHE RETURN TO IHE HOLDERS OF B ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OT B ORDINARY SHARES HELD; 2. SECOND, IN PAYING TO THE HOLDERS OF THE C ORDINARY SHARES AN AMOUNT CALCULATED AS FOLLOWS: C ORDINARY SHARE MULTIPLE X #100,000 WHERE THE C ORDINARY SHARE MULTIPLE = WHERE THE C ORDINARY SHARE MULTIPLE = THE SUM OF THE AMOUNTS AT (A) TO (D) LESS (F) IN THE DEFINITION OF IRR -INITIAL TRANCHE RETURN DIVIDED BY 1.42.5 MILLION PROVIDED THAT FOR THE PURPOSES OF THE ABOVE FRACTION, ITEMS (C) AND (D) IN THE DEFINITION OF IRR SHALL BE INCLUDED IN FULL AND NOT ONLY TO THE EXTENT THAT SUCH AMOUNTS EXCEED #.12 MILLION COMPOUNDED AT 15FC PER ANNUM; AND 3. THIRD, IN PAYING THE BALANCE OF THE SURPLUS ASSETS TO THE HOLDER OF ORDINARY SHARES PRO RATA TO THE NUMBER OF SHARES HELD BY THEM. THE C ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	ORDINARY	Number allotted	11100001
Currency:	GBP	Aggregate nominal value:	11100001
Prescribed particulars			

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

Class of Shares:	PREFERENCE	Number allotted	9035616
Currency:	GBP	Aggregate nominal value:	9035616

Prescribed particulars

THE PREFERENCE SHARES SHALL NOT ENTITLE THE HOLDERS OF THESE TO RECEIVE NOTICE OF, OR TO ATTEND OR VOTE AT, GENERAL MEETINGS OF THE COMPANY OR TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. A FIXED CUMULATIVE CASH PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 14 PER CENT OF THE ISSUE PRICE (EXCLUDING ANY ASSOCIATED TAX CREDIT) SHALL ACCRUE DAILY IN RESPECT OF EACH PREFERENCE SHARE (THE "PREFERENCE DIVIDEND") WITHOUT RESOLUTION OF THE BOARD OR OF THE COMPANY IN A GENERAL MEETING AND BEFORE APPLICATION OF ANY PROFITS TO RESERVE OR FOR ANY OTHER PURPOSE. ON A RETURN OF CAPITAL OF THE COMPANY ON A WINDING UP OR OTHERWISE (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS ("SURPLUS ASSETS") SHALL BE PAID TO EACH OF THE PREFERENCE SHAREHOLDERS IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE PREFERENCE SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF PREFERENCE SHARES), AND SECONDLY TO THE HOLDERS OF THE ORDINARY SHARES, A SHARES, B SHARES AND C SHARES. THE PREFERENCE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	20136607
		Total aggregate nominal value:	20144617
		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:	100 A ORDINARY shares held as at the date of this confirmation statement
Name:	TIMOTHY JAMES JUSTIN BONNET
Shareholding 2:	75 A ORDINARY shares held as at the date of this confirmation statement
Name:	AMANDA JANE RUDLING
Shareholding 3:	100 C ORDINARY shares held as at the date of this confirmation statement
Name:	IAIN FRASER FERGUSON
Shareholding 4:	11100001 ORDINARY shares held as at the date of this confirmation statement
Name:	REDWHITEBLUE CAYMAN II
Shareholding 5:	2168548 PREFERENCE shares held as at the date of this confirmation statement
Name:	DOUGLASBAY CAPITAL II CAYMAN FUND L.P.
Shareholding 6:	6867068 PREFERENCE shares held as at the date of this confirmation statement
Name:	DOUGLASBAY CAPITAL II FUND L.P
Shareholding 7:	20 A ORDINARY shares held as at the date of this confirmation statement
Name:	SUSAN JANE FARR
Shareholding 8:	25 A ORDINARY shares held as at the date of this confirmation statement
Name:	LEE GIBBONS
Shareholding 9:	25 A ORDINARY shares held as at the date of this confirmation statement
Name:	WILL HART
Shareholding 10:	250 A ORDINARY shares held as at the date of this confirmation statement
Name:	TIMOTHY BRIAN HASSETT
Shareholding 11:	25 A ORDINARY shares held as at the date of this confirmation statement
Name:	FAYE LOUISE HAWKINS

Shareholding 12:	125 A ORDINARY shares held as at the date of this confirmation statement
Name:	EDWARD GUEST
Shareholding 13:	100 A ORDINARY shares held as at the date of this confirmation statement
Name:	CHRIS MELLISH
Shareholding 14:	25 A ORDINARY shares held as at the date of this confirmation statement
Name:	DAVE SCANLAN
Shareholding 15:	50 A ORDINARY shares held as at the date of this confirmation statement
Name:	MARK SMITH
Shareholding 16:	20 A ORDINARY shares held as at the date of this confirmation statement
Name:	CHRISTOPHER PAUL SWEETLAND
Shareholding 17:	25 A ORDINARY shares held as at the date of this confirmation statement
Name:	ITA WALLER
Shareholding 18:	25 A ORDINARY shares held as at the date of this confirmation statement
Name:	CLARE PECK

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



Companies House

COMPANY NAME: UNLIMITED MARKETING GROUP LTD

COMPANY NUMBER: 10469103

A second filed CS01 (Statement of capital and Shareholder information) was registered on 19/03/24