



Second Filing of a Previously Filed Document

Company Name: **UNLIMITED MARKETING GROUP LTD**

Company Number: **10469103**



Received for filing in Electronic Format on the: **13/03/2024**

XCYT NXBZ

Description of the original document

Document type: **RP04CS01**

*Date of registration of
original document:* **14/03/2023**

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	965
	ORDINARY	Aggregate nominal value:	9650
Currency:	GBP		

Prescribed particulars

THE A ORDINARY SHARES OF £10.00 EACH ("A SHARES") HAVE ATTACHED TO THEM THE FOLLOWING RIGHTS: (1) VOTING: THE A SHARES DO NOT CONFER ANY RIGHTS ON THE HOLDERS TO RECEIVE NOTICE OF, TO ATTEND OR VOTE AT GENERAL MEETINGS OF THE COMPANY OR TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. (2) DIVIDENDS: SUBJECT TO THE PREFERENTIAL DIVIDEND RIGHTS ATTACHING TO THE PREFERENCE SHARES, THE HOLDERS OF THE A SHARES ARE ENTITLED TO RECEIVE DIVIDENDS. THE COMPANY AND/OR THE DIRECTORS MAY DECLARE AND PAY DIVIDENDS AS BETWEEN THE CLASSES OF SHARES IN THE COMPANY AS THEY SEE FIT SUCH THAT DIVIDENDS MAY BE DECLARED ON ONE OR MORE CLASSES AND NOT ON THE OTHER(S). (3) CAPITAL DISTRIBUTION: 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 OF THE COMPANY SHALL BE DISTRIBUTED TO THE SHAREHOLDERS IN THE ORDER OF PRIORITY SET OUT IN ARTICLE 5.1 OF THE COMPANY'S ARTICLES OF ASSOCIATION ("ARTICLES"), WHICH PROVIDES FOR THE SURPLUS ASSETS TO BE APPLIED IN THE FOLLOWING ORDER: (I) FIRSTLY, IN PAYMENT TO THE HOLDERS OF THE PREFERENCE SHARES; AND (II) SECONDLY, IN PAYMENT TO THE HOLDERS OF THE ORDINARY SHARES, A SHARES AND C SHARES IN ACCORDANCE WITH ARTICLES 5.1.2 TO 5.1.7 (WHICH GOVERN THE PRIORITY AND PROPORTIONS IN WHICH THE SURPLUS ASSETS ARE TO BE APPLIED BY REFERENCE TO IRR). (4) REDEMPTION: THE A SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. (THE TERMS, "C SHARES", "IRR", "ORDINARY SHARES", "PREFERENCE SHARES" AND "SURPLUS ASSETS", ARE DEFINED IN THE ARTICLES.)

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

Prescribed particulars

THE C ORDINARY SHARES OF £1.00 EACH ("C SHARES") HAVE ATTACHED TO THEM THE FOLLOWING RIGHTS: (1) VOTING: THE C SHARES DO NOT CONFER ANY RIGHTS ON THE HOLDERS TO RECEIVE NOTICE OF, TO ATTEND OR VOTE AT GENERAL MEETINGS

OF THE COMPANY OR TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. (2) DIVIDENDS: SUBJECT TO THE PREFERENTIAL DIVIDEND RIGHTS ATTACHING TO THE PREFERENCE SHARES, THE HOLDERS OF THE C SHARES ARE ENTITLED TO RECEIVE DIVIDENDS. THE COMPANY AND/OR THE DIRECTORS MAY DECLARE AND PAY DIVIDENDS AS BETWEEN THE CLASSES OF SHARES IN THE COMPANY AS THEY SEE FIT SUCH THAT DIVIDENDS MAY BE DECLARED ON ONE OR MORE CLASSES AND NOT ON THE OTHER(S). (3) CAPITAL DISTRIBUTION: 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 OF THE COMPANY SHALL BE DISTRIBUTED TO THE SHAREHOLDERS IN THE ORDER OF PRIORITY SET OUT IN ARTICLE 5.1 OF THE COMPANY’S ARTICLES OF ASSOCIATION ("ARTICLES"), WHICH PROVIDES FOR THE SURPLUS ASSETS TO BE APPLIED IN THE FOLLOWING ORDER: (I) FIRSTLY, IN PAYMENT TO THE HOLDERS OF THE PREFERENCE SHARES; AND (II) SECONDLY, IN PAYMENT TO THE HOLDERS OF THE ORDINARY SHARES, A SHARES AND C SHARES IN ACCORDANCE WITH ARTICLES 5.1.2 TO 5.1.7 (WHICH GOVERN THE PRIORITY AND PROPORTIONS IN WHICH THE SURPLUS ASSETS ARE TO BE APPLIED BY REFERENCE TO IRR). (4) REDEMPTION: THE C SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. (THE TERMS, "A SHARES", "IRR", "ORDINARY SHARES", "PREFERENCE SHARES" AND "SURPLUS ASSETS", ARE DEFINED IN THE ARTICLES.)

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

Prescribed particulars

THE ORDINARY SHARES OF £1.00 EACH ("ORDINARY SHARES") HAVE ATTACHED TO THEM THE FOLLOWING RIGHTS: (1) VOTING: SUBJECT TO ARTICLE 45 OF THE COMPANY’S ARTICLES OF ASSOCIATION ("ARTICLES"), WHICH SETS OUT THE CIRCUMSTANCES IN WHICH THE VOTING RIGHTS ATTACHING TO SHARES MAY BE RESTRICTED, THE ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS. (2) DIVIDENDS: SUBJECT TO THE PREFERENTIAL DIVIDEND RIGHTS ATTACHING TO THE PREFERENCE SHARES, THE HOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO RECEIVE DIVIDENDS. THE COMPANY AND/OR THE DIRECTORS MAY DECLARE AND PAY DIVIDENDS AS BETWEEN THE CLASSES OF SHARES IN THE COMPANY AS THEY SEE FIT SUCH THAT DIVIDENDS MAY BE DECLARED ON ONE OR MORE CLASSES AND NOT ON THE OTHER(S). (3) CAPITAL DISTRIBUTION: 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

OF THE COMPANY SHALL BE DISTRIBUTED TO THE SHAREHOLDERS IN THE ORDER OF PRIORITY SET OUT IN ARTICLE 5.1, WHICH PROVIDES FOR THE SURPLUS ASSETS TO BE APPLIED IN THE FOLLOWING ORDER: (I) FIRSTLY, IN PAYMENT TO THE HOLDERS OF THE PREFERENCE SHARES; AND (II) SECONDLY, IN PAYMENT TO THE HOLDERS OF THE ORDINARY SHARES, A SHARES AND C SHARES IN ACCORDANCE WITH ARTICLES 5.1.2 TO 5.1.7 (WHICH GOVERN THE PRIORITY AND PROPORTIONS IN WHICH THE SURPLUS ASSETS ARE TO BE APPLIED BY REFERENCE TO IRR). (4) REDEMPTION: THE ORDINARY SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. (THE TERMS, "A SHARES", "C SHARES", "IRR", "PREFERENCE SHARES" AND "SURPLUS ASSETS", ARE DEFINED IN THE ARTICLES.)

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

Prescribed particulars

THE PREFERENCE SHARES OF £1.00 EACH ("PREFERENCE SHARES") HAVE ATTACHED TO THEM THE FOLLOWING RIGHTS: (1) VOTING: THE PREFERENCE SHARES DO NOT CONFER ANY RIGHTS ON THE HOLDERS TO RECEIVE NOTICE OF, TO ATTEND OR VOTE AT GENERAL MEETINGS OF THE COMPANY OR TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. (2) DIVIDENDS: THE HOLDERS OF THE PREFERENCE SHARES ARE ENTITLED TO RECEIVE A FIXED CUMULATIVE CASH PREFERENTIAL DIVIDEND IN ACCORDANCE WITH ARTICLE 53.9 OF THE COMPANY'S ARTICLES OF ASSOCIATION ("ARTICLES"). (3) CAPITAL DISTRIBUTION: 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 OF THE COMPANY SHALL BE DISTRIBUTED TO THE SHAREHOLDERS IN THE ORDER OF PRIORITY SET OUT IN ARTICLE 5.1, WHICH PROVIDES FOR THE SURPLUS ASSETS TO BE APPLIED IN THE FOLLOWING ORDER: (I) FIRSTLY, IN PAYMENT TO THE HOLDERS OF THE PREFERENCE SHARES; AND (II) SECONDLY, IN PAYMENT TO THE HOLDERS OF THE ORDINARY SHARES, A SHARES AND C SHARES IN ACCORDANCE WITH ARTICLES 5.1.2 TO 5.1.7 (WHICH GOVERN THE PRIORITY AND PROPORTIONS IN WHICH THE SURPLUS ASSETS ARE TO BE APPLIED BY REFERENCE TO IRR). (4) REDEMPTION: THE PREFERENCE SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. (THE TERMS, "A SHARES", "C SHARES", "IRR", "ORDINARY SHARES" AND "SURPLUS ASSETS", ARE DEFINED IN THE ARTICLES.)

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	20136682
		Total aggregate nominal value:	20145367
		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:	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
Shareholding 19:	75 A ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL BISHOP