



Companies House

# CS01<sub>(ef)</sub>

## Confirmation Statement

Company Name: **TORTOISE MEDIA LTD**

Company Number: **11100473**



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XCHVRAAZ

Company Name: **TORTOISE MEDIA LTD**

Company Number: **11100473**

Confirmation **29/11/2023**

Statement date:

# Statement of Capital (Share Capital)

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|                         |                 |                          |               |
|-------------------------|-----------------|--------------------------|---------------|
| <b>Class of Shares:</b> | <b>B</b>        | Number allotted          | <b>100000</b> |
|                         | <b>ORDINARY</b> | Aggregate nominal value: | <b>1</b>      |
| Currency:               | <b>GBP</b>      |                          |               |

Prescribed particulars

THE B ORDINARY SHARES CARRY FULL VOTING RIGHTS. THE PARTICIPATING EQUITY SHARES (THE ORDINARY SHARES, B ORDINARY SHARES AND SERIES SEED SHARES) RANK PARI PASSU ON A DISTRIBUTION OF DIVIDENDS ON A PRO RATA BASIS. ON A LIQUIDATION OR A RETURN OF CAPITAL WHERE THE SURPLUS ASSETS OF THE COMPANY ARE LESS THAN THE HURDLE AMOUNT, SUCH SURPLUS ASSETS ARE TO BE DISTRIBUTED FIRST IN PAYING TO EACH OF THE SERIES SEED SHAREHOLDERS AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT, SECOND IN PAYING THE HOLDERS OF DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS, THIRD IN PAYING TO THE HOLDERS OF THE GROWTH SHARES, IF ANY, AN AMOUNT PER GROWTH SHARE HELD EQUAL TO THE PRICE CREDITED AS PAID UP ON THAT GROWTH SHARE AND, FINALLY THE BALANCE SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES AND B ORDINARY SHARES (AS IF THEY CONSTITUTED A SINGLE CLASS) PRO RATA TO THE NUMBER OF ORDINARY SHARES AND B ORDINARY SHARES HELD. ON A LIQUIDATION OR A RETURN OF CAPITAL WHERE THE SURPLUS ASSETS OF THE COMPANY ARE EQUAL TO OR GREATER THAN THE HURDLE AMOUNT, ANY SURPLUS ASSETS ARE TO BE DISTRIBUTED FIRST IN PAYING TO EACH OF THE SERIES SEED SHAREHOLDERS AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT, SECOND IN PAYING THE HOLDERS OF DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS, THIRD IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS OF B ORDINARY SHARES AND, ANY THE BALANCE OF SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES AND GROWTH SHARES (AS IF THEY CONSTITUTED A SINGLE CLASS) PRO RATA TO THE NUMBER OF ORDINARY SHARES AND GROWTH SHARES HELD. THE B ORDINARY SHARES ARE NOT REDEEMABLE.

|                         |               |                          |               |
|-------------------------|---------------|--------------------------|---------------|
| <b>Class of Shares:</b> | <b>GROWTH</b> | Number allotted          | <b>100000</b> |
|                         | <b>SHARES</b> | Aggregate nominal value: | <b>1</b>      |
| Currency:               | <b>GBP</b>    |                          |               |

Prescribed particulars

THE GROWTH SHARES CARRY NO VOTING RIGHTS OR RIGHT TO RECEIVE DIVIDENDS. ON A LIQUIDATION OR A RETURN OF CAPITAL WHERE THE SURPLUS ASSETS OF THE COMPANY ARE LESS THAN THE HURDLE AMOUNT, SUCH SURPLUS ASSETS ARE TO BE DISTRIBUTED FIRST IN PAYING TO EACH OF THE SERIES SEED SHAREHOLDERS AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT, SECOND IN PAYING THE HOLDERS OF DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS, THIRD IN PAYING TO THE HOLDERS OF THE GROWTH SHARES, IF ANY, AN AMOUNT PER GROWTH SHARE HELD EQUAL TO THE PRICE CREDITED AS PAID UP ON THAT GROWTH SHARE AND, FINALLY THE BALANCE SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES AND B ORDINARY SHARES (AS IF THEY CONSTITUTED A SINGLE CLASS) PRO RATE TO THE NUMBER OF ORDINARY SHARES AND B ORDINARY SHARES HELD. ON A LIQUATION OR A RETURN OF CAPITAL WHERE THE SURPLUS ASSETS OF THE COMPANY ARE EQUAL TO OR GREATHER THAN THE HURDLE AMOUNT, ANY SURPLUS ASSETS ARE TO BE DISTRIBUTED FIRST IN PAYING TO EACH OF THE SERIES SEED SHAREHOLDERS AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT, SECOND IN PAYING THE HOLDERS OF DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS, THIRD IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS OF B ORDINARY SHARES AND, ANY OF THE BALANCE OF SURPLUS ASSETS SHALL BE DISTRIBUTED AMOUN THE HOLDERS OF ORDINARY SHARES AND GROWTH SHARES (AS IF THEY CONSTITUTED A SINGLE CLASS) PRO RATA TO THE NUMBER OF ORDINARY SHARES AND GROWTH SHARES HELD. THE GROWTH SHARES ARE NO REDEEMABLE.

|                  |          |                          |          |
|------------------|----------|--------------------------|----------|
| Class of Shares: | ORDINARY | Number allotted          | 1705195  |
| Currency:        | GBP      | Aggregate nominal value: | 17.05195 |

Prescribed particulars

**DIVIDENDS - THE HOLDERS OF ORDINARY SHARES SHALL BE ENTITLED TO FULL DIVIDEND RIGHTS. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OF A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) A) FIRST, IN PAYING TO EACH OF THE SERIES SEED 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 SERIES SEED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES SEED SHARES; B) SECOND, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND C) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD. VOTING - THE HOLDERS OF ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY. REDEMPTION - ORDINARY SHARES ARE NOT REDEEMABLE**

|                         |               |                          |                |
|-------------------------|---------------|--------------------------|----------------|
| <b>Class of Shares:</b> | <b>SERIES</b> | Number allotted          | <b>694561</b>  |
|                         | <b>SEED</b>   | Aggregate nominal value: | <b>6.94561</b> |
| Currency:               | <b>GBP</b>    |                          |                |
| Prescribed particulars  |               |                          |                |

DIVIDENDS - THE HOLDERS OF SERIES SEED SHARES SHALL BE ENTITLED TO FULL DIVIDEND RIGHTS. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OF A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): A) FIRST, IN PAYING TO EACH OF THE SERIES SEED 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 SERIES SEED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES SEED SHARES; VOTING - THE HOLDERS OF SERIES SEED SHARES SHALL BE ENTITLED TO RECEIVE NOTICE AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY. REDEMPTION - ORDINARY SHARES ARE NOT REDEEMABLE

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**Statement of Capital (Totals)**

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|           |            |                                |                 |
|-----------|------------|--------------------------------|-----------------|
| Currency: | <b>GBP</b> | Total number of shares:        | <b>2599756</b>  |
|           |            | Total aggregate nominal value: | <b>25.99756</b> |
|           |            | Total aggregate amount         | <b>0</b>        |
|           |            | 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: **67000 B ORDINARY shares held as at the date of this confirmation statement**

Name: **MATTHEW WINTHROP BARZUN**

Shareholding 2: **33000 ORDINARY shares held as at the date of this confirmation statement**

Name: **MATTHEW WINTHROP BARZUN**

Shareholding 3: **12247 ORDINARY shares held as at the date of this confirmation statement**

Name: **MATTHEW WINTHROP BARZUN  
BROOKE BROWN BARZUN**

Shareholding 4: **59808 SERIES SEED shares held as at the date of this confirmation statement**

Name: **MATTHEW WINTHROP BARZUN  
BROOKE BROWN BARZUN**

Shareholding 5: **61237 ORDINARY shares held as at the date of this confirmation statement**

Name: **CO-MADE STHLM AB**

Shareholding 6: **2741 ORDINARY shares held as at the date of this confirmation statement**

Name: **CHRISTOPHER COOK**

Shareholding 7: **1197 ORDINARY shares held as at the date of this confirmation statement**

Name: **POLLY CURTIS**

Shareholding 8: **2990 ORDINARY shares held as at the date of this confirmation statement**

Name: **FELICITY DEMIR**

Shareholding 9: **59809 ORDINARY shares held as at the date of this confirmation statement**

Name: **ALEXANDER FITZGIBBONS**

Shareholding 10: **19936 SERIES SEED shares held as at the date of this confirmation statement**

Name: **ISABELLE GEORGEAUX**

|                  |  |
|------------------|--|
| Shareholding 11: | <b>19936 ORDINARY shares held as at the date of this confirmation statement</b>    |
| Name:            | <b>FRASER HARDIE</b>   |
| Shareholding 12: | <b>33000 B ORDINARY shares held as at the date of this confirmation statement</b>  |
| Name:            | <b>JAMES PAUL HARDING</b>  |
| Shareholding 13: | <b>811764 ORDINARY shares held as at the date of this confirmation statement</b>   |
| Name:            | <b>JAMES PAUL HARDING</b>  |
| Shareholding 14: | <b>39872 SERIES SEED shares held as at the date of this confirmation statement</b> |
| Name:            | <b>PATRICK HEALY</b>   |
| Shareholding 15: | <b>362 ORDINARY shares held as at the date of this confirmation statement</b>      |
| Name:            | <b>ELLA HILL</b>   |
| Shareholding 16: | <b>306185 ORDINARY shares held as at the date of this confirmation statement</b>   |
| Name:            | <b>LANSDOWNE DEVELOPED MARKETS MASTER FUND LIMITED</b>                             |
| Shareholding 17: | <b>39873 SERIES SEED shares held as at the date of this confirmation statement</b> |
| Name:            | <b>LOCAL GLOBE VIII LP</b>   |
| Shareholding 18: | <b>59808 ORDINARY shares held as at the date of this confirmation statement</b>    |
| Name:            | <b>BERNARD MENSAH</b>  |
| Shareholding 19: | <b>4629 ORDINARY shares held as at the date of this confirmation statement</b>     |
| Name:            | <b>MEROPE MILLS</b>  |
| Shareholding 20: | <b>5480 ORDINARY shares held as at the date of this confirmation statement</b>     |
| Name:            | <b>ELIZABETH MOSELEY</b>   |
| Shareholding 21: | <b>26555 SERIES SEED shares held as at the date of this confirmation statement</b> |
| Name:            | <b>NORTH HATLEY TRUST</b>  |
| Shareholding 22: | <b>73484 ORDINARY shares held as at the date of this confirmation statement</b>    |
| Name:            | <b>PHILIAN AB</b>  |
| Shareholding 23: | <b>3206 ORDINARY shares held as at the date of this confirmation statement</b>     |

|                  |   |
|------------------|---|
| Name:            | <b>DANNY RIMER</b>  |
| Shareholding 24: | <b>6250 SERIES SEED shares held as at the date of this confirmation statement</b>     |
| Name:            | <b>DANNY RIMER</b>  |
| Shareholding 25: | <b>3062 ORDINARY shares held as at the date of this confirmation statement</b>        |
| Name:            | <b>SIMON ROBERTSON</b>  |
| Shareholding 26: | <b>268 ORDINARY shares held as at the date of this confirmation statement</b>         |
| Name:            | <b>CONNOR ROBINS</b>  |
| Shareholding 27: | <b>15309 ORDINARY shares held as at the date of this confirmation statement</b>       |
| Name:            | <b>JOSEPH SCHULL</b>  |
| Shareholding 28: | <b>99681 SERIES SEED shares held as at the date of this confirmation statement</b>    |
| Name:            | <b>JOSEPH SCHULL</b>  |
| Shareholding 29: | <b>574 ORDINARY shares held as at the date of this confirmation statement</b>         |
| Name:            | <b>MARK ST ANDREW</b>   |
| Shareholding 30: | <b>67360 ORDINARY shares held as at the date of this confirmation statement</b>       |
| Name:            | <b>CRISTINA STENBECK</b>  |
| Shareholding 31: | <b>214 ORDINARY shares held as at the date of this confirmation statement</b>         |
| Name:            | <b>LOUISE TRELLES-TVEDE</b>   |
| Shareholding 32: | <b>100000 GROWTH SHARES shares held as at the date of this confirmation statement</b> |
| Name:            | <b>CATHERINE SARAH ELIZABETH VANNECK-SMITH</b>  |
| Shareholding 33: | <b>120 ORDINARY shares held as at the date of this confirmation statement</b>         |
| Name:            | <b>JAMES WILSON</b>   |
| Shareholding 34: | <b>144904 ORDINARY shares held as at the date of this confirmation statement</b>      |
| Name:            | <b>WOODBRIIDGE INVESTMENTS CORPORATION</b>  |
| Shareholding 35: | <b>274424 SERIES SEED shares held as at the date of this confirmation statement</b>   |
| Name:            | <b>WOODBRIIDGE INVESTMENTS CORPORATION</b>  |



Shareholding 36: **15309 ORDINARY shares held as at the date of this confirmation statement**

Name: **YELLOWWOODS ASSOCIATES UK LIMITED**

Shareholding 37: **128162 SERIES SEED shares held as at the date of this confirmation statement**

Name: **YELLOWWOODS ASSOCIATES UK LIMITED**

## **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