



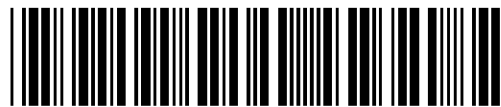
Companies House

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

## Confirmation Statement

Company Name: **Zzoomm Group Limited**

Company Number: **11734368**



Received for filing in Electronic Format on the: **22/12/2020**

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Company Name: **Zzoomm Group Limited**

Company Number: **11734368**

Confirmation **18/12/2020**

Statement date:

# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>MIP</b>	Number allotted	<b>500000</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>5000</b>

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY VOTING: NO VOTING RIGHTS (AT A GENERAL MEETING OR ON ANY WRITTEN SHAREHOLDER RESOLUTION). DIVIDENDS: WHERE THE COMPANY PROPOSES TO MAKE A DIVIDEND OR DISTRIBUTION, THE AMOUNT TO BE PAID TO THE SHAREHOLDERS OF THE COMPANY SHALL BE APPLIED FIRSTLY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 33.2.2 OF THE ARTICLES, IN PAYING TO THE HOLDERS OF MIP SHARES PRO RATA TO THE NUMBER OF MIP SHARES HELD BY EACH OF THEM. RETURN OF CAPITAL: ON A 'RETURN OF CAPITAL' (AS DEFINED IN THE ARTICLES), THE AMOUNT AVAILABLE TO BE PAID TO THE SHAREHOLDERS OF THE COMPANY SHALL BE APPLIED FIRSTLY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 33.2.2 OF THE ARTICLES, IN PAYING TO THE HOLDERS OF MIP SHARES PRO RATA TO THE NUMBER OF MIP SHARES HELD BY EACH OF THEM. REDEMPTION: NO RIGHTS OF REDEMPTION.**

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>34638725</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>346387.25</b>

Prescribed particulars

**VOTING: AT A GENERAL MEETING OR ON ANY WRITTEN SHAREHOLDER RESOLUTION, EACH HOLDER OF ORDINARY SHARES SHALL BE ENTITLED TO EXERCISE ONE VOTE FOR EACH ORDINARY SHARE HELD BY IT. DIVIDENDS: WHERE THE COMPANY PROPOSES TO MAKE A DIVIDEND OR DISTRIBUTION, THE AMOUNT TO BE PAID TO THE SHAREHOLDERS OF THE COMPANY SHALL BE APPLIED (I) FIRSTLY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 33.2.2 OF THE ARTICLES, IN PAYING TO THE HOLDERS OF MIP SHARES PRO RATA TO THE NUMBER OF MIP SHARES HELD BY EACH OF THEM; (II) SECONDLY IN PAYING TO EACH HOLDER OF PREFERENCE SHARES THEN IN ISSUE IN RESPECT OF EACH PREFERENCE SHARE OF WHICH IT IS THE HOLDER, AN AGGREGATE AMOUNT EQUAL TO 100% OF THE ISSUE PRICE OF SUCH PREFERENCE SHARES AND ALL ACCRUED AND UNPAID AMOUNTS OF PREFERENCE DIVIDEND CALCULATED UP TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL; (III) THIRDLY, WHERE THE SURPLUS ASSETS ARE EQUAL TO OR LOWER THAN THE '2019 HURDLE VALUE' (AS DEFINED IN THE ARTICLES), THE BALANCE (IF**

ANY) OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD BY THEM; AND (IV) FOURTHLY, WHERE THE SURPLUS ASSETS ARE GREATER THAN THE '2019 HURDLE VALUE' AN AMOUNT EQUAL TO THE '2019 HURDLE VALUE' SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THE RELEVANT SHAREHOLDERS AT THE RELEVANT TIME AND THE BALANCE (IF ANY) OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES AND OF THE ORDINARY A SHARES PRO RATA (PARI PASSU AS IF THE ORDINARY SHARES AND THE ORDINARY A SHARES CONSTITUTED ONE CLASS OF SHARE FOR THIS PURPOSE) TO THE NUMBER OF ORDINARY SHARES AND ORDINARY A SHARES HELD BY THE RELEVANT SHAREHOLDERS AT THE RELEVANT TIME. RETURN OF CAPITAL: ON A 'RETURN OF CAPITAL' (AS DEFINED IN THE ARTICLES), THE AMOUNT AVAILABLE TO BE PAID TO THE SHAREHOLDERS OF THE COMPANY SHALL BE APPLIED IN THE SAME ORDER AS ANY PAYMENT OF DIVIDENDS OR OTHER DISTRIBUTION. REDEMPTION: NO RIGHTS OF REDEMPTION.

Class of Shares:	ORDINARY-	Number allotted	1322400
	A	Aggregate nominal value:	13224
Currency:	GBP		

Prescribed particulars

VOTING: NO VOTING RIGHTS (AT A GENERAL MEETING OR ON ANY WRITTEN SHAREHOLDER RESOLUTION). DIVIDENDS: WHERE THE COMPANY PROPOSES TO MAKE A DIVIDEND OR DISTRIBUTION, THE AMOUNT TO BE PAID TO THE SHAREHOLDERS OF THE COMPANY SHALL BE APPLIED (I) FIRSTLY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 33.2.2 OF THE ARTICLES, IN PAYING TO THE HOLDERS OF MIP SHARES PRO RATA TO THE NUMBER OF MIP SHARES HELD BY EACH OF THEM, (II) SECONDLY IN PAYING TO EACH HOLDER OF PREFERENCE SHARES THEN IN ISSUE IN RESPECT OF EACH PREFERENCE SHARE OF WHICH IT IS THE HOLDER, AN AGGREGATE AMOUNT EQUAL TO 100% OF THE ISSUE PRICE OF SUCH PREFERENCE SHARES AND ALL ACCRUED AND UNPAID AMOUNTS OF PREFERENCE DIVIDEND CALCULATED UP TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL; (III) THIRDLY, WHERE THE SURPLUS ASSETS ARE EQUAL TO OR LOWER THAN THE '2019 HURDLE VALUE' (AS DEFINED IN THE ARTICLES), THE BALANCE (IF ANY) OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD BY THEM; AND (IV) FOURTHLY, WHERE THE

**SURPLUS ASSETS ARE GREATER THAN THE '2019 HURDLE VALUE' AN AMOUNT EQUAL TO THE '2019 HURDLE VALUE' SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES PRO RATA TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THE RELEVANT SHAREHOLDERS AT THE RELEVANT TIME AND THE BALANCE (IF ANY) OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES AND OF THE ORDINARY A SHARES PRO RATA (PARI PASSU AS IF THE ORDINARY SHARES AND THE ORDINARY A SHARES CONSTITUTED ONE CLASS OF SHARE FOR THIS PURPOSE) TO THE NUMBER OF ORDINARY SHARES AND ORDINARY A SHARES HELD BY THE RELEVANT SHAREHOLDERS AT THE RELEVANT TIME. RETURN OF CAPITAL: ON A RETURN OF CAPITAL' (AS DEFINED IN THE ARTICLES), THE AMOUNT AVAILABLE TO BE PAID TO THE SHAREHOLDERS OF THE COMPANY SHALL BE APPLIED IN THE SAME ORDER AS ANY PAYMENT OF DIVIDENDS OR OTHER DISTRIBUTION. REDEMPTION: NO RIGHTS OF REDEMPTION.**

<b>Class of Shares:</b>	<b>PREFERENCE</b>	<b>Number allotted</b>	<b>690000000</b>
<b>Currency:</b>	<b>GBP</b>	<b>Aggregate nominal value:</b>	<b>6900000</b>

Prescribed particulars

**VOTING: AT A GENERAL MEETING OR ON ANY WRITTEN SHAREHOLDER RESOLUTION, EACH HOLDER OF PREFERENCE SHARES SHALL BE ENTITLED TO EXERCISE THE NUMBER OF VOTES WHICH IT WOULD HAVE BEEN ENTITLED TO EXERCISE IF ALL THE PREFERENCE SHARES REGISTERED IN ITS NAME AT THE DATE OF SUCH GENERAL MEETING OR WRITTEN RESOLUTION HAD BEEN CONVERTED INTO ORDINARY SHARES AT A CONVERSION PRICE OF £0.36 OF THE PRICE AT WHICH THE PREFERENCE SHARES WERE ISSUED PER 1 ORDINARY SHARE AND THE CONVERSION DATE WAS THE DATE OF SUCH GENERAL MEETING OR WRITTEN RESOLUTION. DIVIDENDS: A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 12.5 PER CENT OF THE ISSUE PRICE PER SHARE COMPOUNDED ANNUALLY IN RESPECT OF EACH PREFERENCE SHARE ON THE ANNIVERSARY OF THE DATE OF ITS ISSUANCE IN EACH YEAR, WHICH SHALL ACCRUE DAILY AND BE CALCULATED IN RESPECT OF THE PERIOD TO SUCH DATE (ASSUMING A 365-DAY YEAR) (THE "PREFERENCE DIVIDEND") AND TO BE PAID ON THE EARLIER OF AN 'EXIT' (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES")), ANY 'RETURN OF CAPITAL' (AS DEFINED IN THE ARTICLES) AND THE DATE OF ANY EARLIER REDEMPTION OF THE RELEVANT PREFERENCE SHARES. ANY PREFERENCE DIVIDEND WHICH HAS ACCRUED IN RESPECT OF ANY PREFERENCE SHARES WHICH ARE CONVERTED INTO ORDINARY SHARES SHALL AUTOMATICALLY BE DEEMED WAIVED IN RESPECT OF SUCH PREFERENCE SHARES ON THEIR CONVERSION.**

RETURN OF CAPITAL: ON A 'RETURN OF CAPITAL' (AS DEFINED IN THE ARTICLES), THE AMOUNT AVAILABLE TO BE PAID TO THE SHAREHOLDERS OF THE COMPANY ("THE SURPLUS ASSETS") SHALL BE APPLIED IN THE FOLLOWING ORDER (I) FIRSTLY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 33.2.2 OF THE ARTICLES, IN PAYING TO THE HOLDERS OF MIP SHARES PRO RATA TO THE NUMBER OF MIP SHARES HELD BY EACH OF THEM; (II) SECONDLY IN PAYING TO EACH HOLDER OF PREFERENCE SHARES THEN IN ISSUE IN RESPECT OF EACH PREFERENCE SHARE OF WHICH IT IS THE HOLDER, AN AGGREGATE AMOUNT EQUAL TO 100% OF THE ISSUE PRICE OF SUCH PREFERENCE SHARES AND ALL ACCRUED AND UNPAID AMOUNTS OF PREFERENCE DIVIDEND CALCULATED UP TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL; BEFORE ANY SURPLUS ASSETS ARE THEN DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES AND ORDINARY A SHARES AS SET OUT IN THE ARTICLES.

REDEMPTION: WITH THE CONSENT OF THE INVESTOR (AS DEFINED IN THE ARTICLES), AND SUBJECT TO THE PROVISIONS OF THE COMPANIES ACTS (AS DEFINED IN SECTION 2 OF THE COMPANIES ACT 2006), THE COMPANY MAY AT ANY TIME REDEEM ALL OR ANY OF THE PREFERENCE SHARES THEN IN ISSUE.

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## Statement of Capital (Totals)

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Currency:	GBP	Total number of shares:	726461125
		Total aggregate nominal value:	7264611.25
		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: **200000 MIP shares held as at the date of this confirmation statement**  
Name: **MATTHEW WILLIAM EDWARD HARE**

Shareholding 2: **100000 MIP shares held as at the date of this confirmation statement**  
Name: **MONICA MACKINNON**

Shareholding 3: **200000 MIP shares held as at the date of this confirmation statement**  
Name: **RICHARD SINCLAIR**

Shareholding 4: **156250 ORDINARY shares held as at the date of this confirmation statement**  
Name: **PIERRE ALPHONSE**

Shareholding 5: **200000 ORDINARY shares held as at the date of this confirmation statement**  
Name: **NIGEL BAYLIFF**

Shareholding 6: **156250 ORDINARY shares held as at the date of this confirmation statement**  
Name: **NICOLA BEALE**

Shareholding 7: **156250 ORDINARY shares held as at the date of this confirmation statement**  
Name: **PIERRE CHAUVINEAU**

Shareholding 8: **234375 ORDINARY shares held as at the date of this confirmation statement**  
Name: **SCOTT TERRENCE COATES**

Shareholding 9: **300000 ORDINARY shares held as at the date of this confirmation statement**  
Name: **MIKE DALGLEISH**

Shareholding 10: **62400 ORDINARY shares held as at the date of this confirmation statement**  
Name: **NIAL DAVID FRANCIS**

Shareholding 11: **312500 ORDINARY shares held as at the date of this confirmation statement**  
Name: **SHIRLEY FRASER**

Shareholding 12: **312500 transferred on 2020-01-14**  
**0 ORDINARY shares held as at the date of this confirmation statement**  
Name: **DANIELLE FREDJ**

Shareholding 13: **312500 ORDINARY shares held as at the date of this confirmation statement**  
Name: **GLOBALPRIME INVEST S.A., SPF**

Shareholding 14: **156250 ORDINARY shares held as at the date of this confirmation statement**  
Name: **EMMA HARE**

Shareholding 15: **21875000 ORDINARY shares held as at the date of this confirmation statement**  
Name: **MATTHEW WILLIAM EDWARD HARE**

Shareholding 16: **156250 ORDINARY shares held as at the date of this confirmation statement**  
Name: **RUSSELL HARROP**

Shareholding 17: **160000 ORDINARY shares held as at the date of this confirmation statement**  
Name: **RICHARD LANYON**

Shareholding 18: **175000 ORDINARY shares held as at the date of this confirmation statement**  
Name: **PHILIPPE LENOBLE**

Shareholding 19: **156250 ORDINARY shares held as at the date of this confirmation statement**  
Name: **MC FINANCIAL SERVICES LIMITED**

Shareholding 20: **234375 ORDINARY shares held as at the date of this confirmation statement**  
Name: **BRUCE MCINROY**

Shareholding 21: **468750 ORDINARY shares held as at the date of this confirmation statement**  
Name: **MICHAEL MULFORD**

Shareholding 22: **390625 ORDINARY shares held as at the date of this confirmation statement**  
Name: **NETWIN INVESTMENTS INC**

Shareholding 23: **43200 ORDINARY shares held as at the date of this confirmation statement**  
Name: **GRANT OGILVIE**

Shareholding 24: **312500 ORDINARY shares held as at the date of this confirmation statement**  
Name: **OMESHORN HOLDINGS LTD**

Shareholding 25: **156250 ORDINARY shares held as at the date of this confirmation statement**  
Name: **WILLIAM PARTRIDGE**

Shareholding 26: **78125 ORDINARY shares held as at the date of this confirmation statement**  
Name: **ANDREW MARTIN PELTON**

Shareholding 27: **312500 ORDINARY shares held as at the date of this confirmation statement**  
Name: **KENNETH PELTON**

Shareholding 28: **78125 ORDINARY shares held as at the date of this confirmation statement**  
Name: **MICHAEL DAVID PELTON**

Shareholding 29: **156250 ORDINARY shares held as at the date of this confirmation statement**  
Name: **MATTEO POZZI**

Shareholding 30: **120000 transferred on 2020-09-24**  
**0 ORDINARY shares held as at the date of this confirmation statement**  
Name: **CAROLINE ROBERTS**

Shareholding 31: **234375 ORDINARY shares held as at the date of this confirmation statement**  
Name: **PATRICIA SHARPE**

Shareholding 32: **234375 ORDINARY shares held as at the date of this confirmation statement**  
Name: **RICHARD SHARPE**

Shareholding 33: **120000 ORDINARY shares held as at the date of this confirmation statement**  
Name: **RICHARD SINCLAIR**

Shareholding 34: **156250 ORDINARY shares held as at the date of this confirmation statement**  
Name: **STREETWISE CAPITAL LIMITED**

Shareholding 35: **1093750 ORDINARY shares held as at the date of this confirmation statement**  
Name: **SWING LIMITED**



Shareholding 36:	<b>312500 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>DAVID THOMAS</b>
Shareholding 37:	<b>218750 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>CHRIS TOWNSEND</b>
Shareholding 38:	<b>468750 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>CHARLES WATSON</b>
Shareholding 39:	<b>468750 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JEREMY WHITE</b>
Shareholding 40:	<b>156250 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>PAUL WOODBURY</b>
Shareholding 41:	<b>1562500 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ZORA INVESTMENTS LIMITED</b>
Shareholding 42:	<b>347325 ORDINARY-A shares held as at the date of this confirmation statement</b>
Name:	<b>SCOTT TERRENCE COATES</b>
Shareholding 43:	<b>33600 ORDINARY-A shares held as at the date of this confirmation statement</b>
Name:	<b>MARK GRAHAME COLLINS</b>
Shareholding 44:	<b>455175 ORDINARY-A shares held as at the date of this confirmation statement</b>
Name:	<b>MATTHEW WILLIAM EDWARD HARE</b>
Shareholding 45:	<b>20000 ORDINARY-A shares held as at the date of this confirmation statement</b>
Name:	<b>MONICA MACKINNON</b>
Shareholding 46:	<b>466300 ORDINARY-A shares held as at the date of this confirmation statement</b>
Name:	<b>MASSIMO GIOVANNI PRELZ OLTRAMONTI</b>
Shareholding 47:	<b>1000000 PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>NICOLA BEALE</b>

Shareholding 48: **2040000 PREFERENCE shares held as at the date of this confirmation statement**  
Name: **SCOTT TERRENCE COATES**

Shareholding 49: **5000000 PREFERENCE shares held as at the date of this confirmation statement**  
Name: **MARK GRAHAME COLLINS**

Shareholding 50: **4000000 PREFERENCE shares held as at the date of this confirmation statement**  
Name: **MIKE DALGLEISH**

Shareholding 51: **189960000 PREFERENCE shares held as at the date of this confirmation statement**  
Name: **MATTHEW WILLIAM EDWARD HARE**

Shareholding 52: **2000000 PREFERENCE shares held as at the date of this confirmation statement**  
Name: **RUSSELL HARROP**

Shareholding 53: **100000000 PREFERENCE shares held as at the date of this confirmation statement**  
Name: **PHILIPPE LENOBLE**

Shareholding 54: **1500000 PREFERENCE shares held as at the date of this confirmation statement**  
Name: **MC FINANCIAL SERVICES LIMITED**

Shareholding 55: **7000000 PREFERENCE shares held as at the date of this confirmation statement**  
Name: **MICHAEL MULFORD**

Shareholding 56: **10000000 PREFERENCE shares held as at the date of this confirmation statement**  
Name: **NETWIN INVESTMENTS INC**

Shareholding 57: **290000000 PREFERENCE shares held as at the date of this confirmation statement**  
Name: **OCM LUXEMBOURG FIBRE HOLDINGS SARL**

Shareholding 58: **1000000 PREFERENCE shares held as at the date of this confirmation statement**  
Name: **ANDREW MARTIN PELTON**

Shareholding 59: **5500000 PREFERENCE shares held as at the date of this confirmation statement**  
Name: **KENNETH PELTON**

Shareholding 60:	<b>1000000 PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>MICHAEL DAVID PELTON</b>
Shareholding 61:	<b>2000000 PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>MATTEO POZZI</b>
Shareholding 62:	<b>4000000 PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>PATRICIA SHARPE</b>
Shareholding 63:	<b>4000000 PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>RICHARD SHARPE</b>
Shareholding 64:	<b>1000000 PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>STREETWISE CAPITAL LIMITED</b>
Shareholding 65:	<b>35000000 PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>SWING LIMITED</b>
Shareholding 66:	<b>5000000 PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>DAVID THOMAS</b>
Shareholding 67:	<b>4000000 PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>CHARLES WATSON</b>
Shareholding 68:	<b>15000000 PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>JEREMY WHITE</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