



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **Mills Topco Limited**

Company Number: **11992101**



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XC4PWLIP

Company Name: **Mills Topco Limited**

Company Number: **11992101**

Confirmation **12/05/2023**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	710843
	ORDINARY	Aggregate nominal value:	710843
Currency:	GBP		

Prescribed particulars

VOTING: ON A WRITTEN RESOLUTION, EACH HOLDER SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE HELD BY HIM. DISTRIBUTIONS: SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) HORIZON INVESTOR CONSENT; AND (III) PRIORITY PAYMENTS OF ANY DIVIDEND PAYMENTS TO THE HOLDER OF PREFERENCE SHARES, EACH HOLDER IS ENTITLED TO PARTICIPATE IN ALL DIVIDENDS AND DISTRIBUTIONS AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SHARES HELD BY HIM. RETURN OF CAPITAL: SUBJECT TO ANY PRIORITY PAYMENTS, INCLUDING WITH RESPECT TO THE A PREFERENCE SHARES AND B PREFERENCE SHARES, ON A LIQUIDATION ALL PAYMENTS SHALL BE DISTRIBUTED ACCORDING TO THE NUMBER OF SHARES HELD, PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS. REDEMPTION: THE SHARES ARE NON-REDEEMABLE.

Class of Shares:	A	Number allotted	21075000
	PREFERENCE	Aggregate nominal value:	21075000
Currency:	GBP		

Prescribed particulars

VOTING: THE SHARES DO NOT CARRY ANY VOTING RIGHTS. DISTRIBUTIONS: THE COMPANY SHALL ACCRUE FOR EACH PREFERENCE SHARE A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 10% OF THE ISSUE PRICE PER A PREFERENCE SHARE COMPOUNDED ANNUALLY ON 31 DECEMBER EACH YEAR WHICH SHALL ACCRUE DAILY AND BE CALCULATED IN RESPECT OF THE PERIOD TO SUCH DATE ASSUMING A 365-DAY YEAR. RETURN OF CAPITAL: IN PRIORITY TO OTHER PAYMENTS IN RESPECT OF SHAREHOLDINGS, EACH HOLDER ON A LIQUIDATION IS ENTITLED IN RESPECT OF EACH A PREFERENCE SHARE TO AN AMOUNT EQUAL TO THE A PREFERENCE RETURN. REDEMPTION: THE COMPANY SHALL REDEEM THE SHARES: I) IMMEDIATELY PRIOR TO AN EXIT; II) ON THE OCCURRENCE OF A MATERIAL DEFAULT EVENT; III) IF EARLIER, THE FINAL REDEMPTION DATE; OR IV) ON NOT LESS THAN 25 BUSINESS DAYS' NOTICE IN WRITING TO THE HOLDERS OF THE A PREFERENCE SHARES.

Class of Shares:	B	Number allotted	89159
	ORDINARY	Aggregate nominal value:	89159
Currency:	GBP		

Prescribed particulars

VOTING: THE SHARES DO NOT CARRY ANY VOTING RIGHTS. DISTRIBUTIONS: SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) HORIZON INVESTOR CONSENT; AND (III) PRIORITY PAYMENTS OF ANY DIVIDEND PAYMENTS TO THE HOLDER OF PREFERENCE SHARES, EACH HOLDER IS ENTITLED TO PARTICIPATE IN ALL DIVIDENDS AND DISTRIBUTIONS AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SHARES HELD BY HIM. RETURN OF CAPITAL: SUBJECT TO ANY PRIORITY PAYMENTS, INCLUDING WITH RESPECT TO THE A PREFERENCE SHARES AND B PREFERENCE SHARES, ON A LIQUIDATION ALL PAYMENTS SHALL BE DISTRIBUTED ACCORDING TO THE NUMBER OF SHARES HELD, PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS. REDEMPTION: THE SHARES ARE NON-REDEEMABLE.

Class of Shares:	B	Number allotted	52438034
	PREFERENCE	Aggregate nominal value:	52438034
Currency:	GBP		

Prescribed particulars

VOTING: THE SHARES DO NOT CARRY ANY VOTING RIGHTS. DISTRIBUTIONS: THE COMPANY SHALL ACCRUE FOR EACH B PREFERENCE SHARE A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 10% OF THE ISSUE PRICE PER B PREFERENCE SHARE COMPOUNDED ANNUALLY ON 31 DECEMBER IN EACH YEAR WHICH SHALL ACCRUE DAILY AND BE CALCULATED IN RESPECT OF THE PERIOD TO SUCH DATE ASSUMING A 365-DAY YEAR. RETURN OF CAPITAL: SUBJECT TO ANY PRIORITY PAYMENTS, INCLUDING IN RESPECT OF THE A PREFERENCE SHARES, EACH HOLDER ON A LIQUIDATION IS ENTITLED IN RESPECT OF EACH B PREFERENCE SHARE TO AN AMOUNT EQUAL TO THE B PREFERENCE RETURN. REDEMPTION: THE COMPANY SHALL REDEEM THE SHARES: I) IMMEDIATELY PRIOR TO AN EXIT; II) ON THE OCCURRENCE OF A MATERIAL DEFAULT EVENT; III) IF EARLIER, THE FINAL REDEMPTION DATE; OR IV) ON NOT LESS THAN 25 BUSINESS DAYS' NOTICE IN WRITING TO THE HOLDERS OF B PREFERENCE SHARES.

Class of Shares:	C1	Number allotted	150000
	ORDINARY	Aggregate nominal value:	150000
Currency:	GBP		

Prescribed particulars

VOTING: ON A WRITTEN RESOLUTION, EACH HOLDER SHALL HAVE SUCH NUMBER OF VOTES AS ARE EQUAL TO HIS C1 VOTING PARTICIPATION. DISTRIBUTIONS: SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) HORIZON INVESTOR CONSENT; AND (III) PRIORITY PAYMENTS OF ANY DIVIDEND PAYMENTS TO THE HOLDER OF PREFERENCE SHARES, EACH HOLDER IS ENTITLED TO PARTICIPATE IN ALL DIVIDENDS AND DISTRIBUTIONS AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SHARES HELD BY HIM. RETURN OF CAPITAL: SUBJECT TO ANY PRIORITY PAYMENTS, INCLUDING WITH RESPECT TO THE A PREFERENCE SHARES AND B PREFERENCE SHARES, ON A LIQUIDATION ALL PAYMENTS SHALL BE DISTRIBUTED ACCORDING TO THE NUMBER OF SHARES HELD, PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS. REDEMPTION: THE SHARES ARE NON-REDEEMABLE.

Class of Shares:	C2	Number allotted	50000
	ORDINARY	Aggregate nominal value:	50000
Currency:	GBP		

Prescribed particulars

VOTING: THE SHARES DO NOT CARRY ANY VOTING RIGHTS. DISTRIBUTIONS: SUBJECT TO: (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME; (II) HORIZON INVESTOR CONSENT; AND (III) PRIORITY PAYMENTS OF ANY DIVIDEND PAYMENTS TO THE HOLDER OF PREFERENCE SHARES, EACH HOLDER IS ENTITLED TO PARTICIPATE IN ALL DIVIDENDS AND DISTRIBUTIONS AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SHARES HELD BY HIM. RETURN OF CAPITAL: SUBJECT TO ANY PRIORITY PAYMENTS, INCLUDING WITH RESPECT TO THE A PREFERENCE SHARES AND B PREFERENCE SHARES, ON A LIQUIDATION ALL PAYMENTS SHALL BE DISTRIBUTED ACCORDING TO THE NUMBER OF SHARES HELD, PARI PASSU AS IF THE A ORDINARY SHARES, B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS. REDEMPTION: THE SHARES ARE NON-REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	74513036
		Total aggregate nominal value:	74513036
		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:	286785 transferred on 2023-01-18 0 A ORDINARY shares held as at the date of this confirmation statement
Name:	BISON INVESTMENT S.A R.L.
Shareholding 2:	137403 transferred on 2023-01-18 0 A ORDINARY shares held as at the date of this confirmation statement
Name:	HORIZON CAPITAL FUND 2013 A LIMITED PARTNERSHIP
Shareholding 3:	1779 transferred on 2023-01-18 0 A ORDINARY shares held as at the date of this confirmation statement
Name:	HORIZON CAPITAL FUND 2013 B LIMITED PARTNERSHIP
Shareholding 4:	34277 transferred on 2023-01-18 0 A ORDINARY shares held as at the date of this confirmation statement
Name:	HORIZON CAPITAL FUND 2013 BRIEFING MEDIA CO-INVESTMENT LP
Shareholding 5:	989 transferred on 2023-01-18 0 A ORDINARY shares held as at the date of this confirmation statement
Name:	HORIZON CAPITAL FUND 2013 FRIENDS AND FAMILY LIMITED PARTNERSHIP
Shareholding 6:	248410 transferred on 2023-01-18 0 A ORDINARY shares held as at the date of this confirmation statement
Name:	MILLS CO-INVESTMENT LP (HERMES)
Shareholding 7:	1200 transferred on 2023-01-18 0 A ORDINARY shares held as at the date of this confirmation statement
Name:	GEHAN TALWATTE
Shareholding 8:	710843 A ORDINARY shares held as at the date of this confirmation statement
Name:	WIZARD BIDCO LIMITED
Shareholding 9:	21075000 transferred on 2023-01-18 0 A PREFERENCE shares held as at the date of this confirmation statement
Name:	BISON INVESTMENT S.A R.L.

Shareholding 10: **21075000 A PREFERENCE shares held as at the date of this confirmation statement**
Name: **WIZARD BIDCO LIMITED**

Shareholding 11: **51686 transferred on 2023-01-18**
0 B ORDINARY shares held as at the date of this confirmation statement
Name: **WILLIAM RORY BROWN**

Shareholding 12: **37473 transferred on 2023-01-18**
0 B ORDINARY shares held as at the date of this confirmation statement
Name: **RUPERT JAMES LEVY**

Shareholding 13: **89159 B ORDINARY shares held as at the date of this confirmation statement**
Name: **WIZARD BIDCO LIMITED**

Shareholding 14: **18785304 transferred on 2023-01-18**
0 B PREFERENCE shares held as at the date of this confirmation statement
Name: **BISON INVESTMENT S.A R.L.**

Shareholding 15: **3389522 transferred on 2023-01-18**
0 B PREFERENCE shares held as at the date of this confirmation statement
Name: **WILLIAM RORY BROWN**

Shareholding 16: **8880490 transferred on 2023-01-18**
0 B PREFERENCE shares held as at the date of this confirmation statement
Name: **HORIZON CAPITAL FUND 2013 A LIMITED PARTNERSHIP**

Shareholding 17: **114973 transferred on 2023-01-18**
0 B PREFERENCE shares held as at the date of this confirmation statement
Name: **HORIZON CAPITAL FUND 2013 B LIMITED PARTNERSHIP**

Shareholding 18: **2221461 transferred on 2023-01-18**
0 B PREFERENCE shares held as at the date of this confirmation statement
Name: **HORIZON CAPITAL FUND 2013 BRIEFING MEDIA CO-INVESTMENT LP**

Shareholding 19: **63935 transferred on 2023-01-18**
0 B PREFERENCE shares held as at the date of this confirmation statement
Name: **HORIZON CAPITAL FUND 2013 FRIENDS AND FAMILY LIMITED PARTNERSHIP**

Shareholding 20: **2457431 transferred on 2023-01-18**

	0 B PREFERENCE shares held as at the date of this confirmation statement
Name:	RUPERT JAMES LEVY
Shareholding 21:	16436271 transferred on 2023-01-18
	0 B PREFERENCE shares held as at the date of this confirmation statement
Name:	MILLS CO-INVESTMENT LP (HERMES)
Shareholding 22:	88647 transferred on 2023-01-18
	0 B PREFERENCE shares held as at the date of this confirmation statement
Name:	GEHAN TALWATTE
Shareholding 23:	52438034 B PREFERENCE shares held as at the date of this confirmation statement
Name:	WIZARD BIDCO LIMITED
Shareholding 24:	96000 transferred on 2023-01-18
	0 C1 ORDINARY shares held as at the date of this confirmation statement
Name:	WILLIAM RORY BROWN
Shareholding 25:	54000 transferred on 2023-01-18
	0 C1 ORDINARY shares held as at the date of this confirmation statement
Name:	RUPERT JAMES LEVY
Shareholding 26:	150000 C1 ORDINARY shares held as at the date of this confirmation statement
Name:	WIZARD BIDCO LIMITED
Shareholding 27:	2599 transferred on 2023-01-18
	0 C2 ORDINARY shares held as at the date of this confirmation statement
Name:	WILLIAM RORY BROWN
Shareholding 28:	10176 transferred on 2023-01-18
	0 C2 ORDINARY shares held as at the date of this confirmation statement
Name:	JULIEN HARDWICK
Shareholding 29:	5088 transferred on 2023-01-18
	0 C2 ORDINARY shares held as at the date of this confirmation statement
Name:	JIM KENNY
Shareholding 30:	1609 transferred on 2023-01-18
	0 C2 ORDINARY shares held as at the date of this confirmation statement
Name:	RUPERT JAMES LEVY

Shareholding 31: **5088 transferred on 2023-01-18**
0 C2 ORDINARY shares held as at the date of this confirmation statement
Name: **EMMA LUETCHFORD**

Shareholding 32: **5088 transferred on 2023-01-18**
0 C2 ORDINARY shares held as at the date of this confirmation statement
Name: **ELISABETH MORK-EIDEM**

Shareholding 33: **10176 transferred on 2023-01-18**
0 C2 ORDINARY shares held as at the date of this confirmation statement
Name: **JOE MULDOWNNEY**

Shareholding 34: **10176 transferred on 2023-01-18**
0 C2 ORDINARY shares held as at the date of this confirmation statement
Name: **GEHAN TALWATTE**

Shareholding 35: **50000 C2 ORDINARY shares held as at the date of this confirmation statement**
Name: **WIZARD BIDCO 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



Companies House

COMPANY NAME: MILLS TOPCO LIMITED

COMPANY NUMBER: 11992101

A second filed CS01 (Statement of capital and Shareholder information) was registered on 15/03/24