



Second Filing of a Previously Filed Document

Company Name: **THE EDWIN GROUP LIMITED**

Company Number: **12406031**



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Statement of Capital (Share Capital)

| | | | |
|-------------------------|-----------------|--------------------------|---------------|
| Class of Shares: | A | Number allotted | 200000 |
| | ORDINARY | Aggregate nominal value: | 2000 |
| Currency: | GBP | | |

Prescribed particulars

AS REGARDS INCOME THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL INVESTOR APPROVAL TO SUCH DISTRIBUTION SHALL HAVE BEEN OBTAINED. SUBJECT THERETO, ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES PRO RATA TO THE NUMBER OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES HELD BY THEM (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE). AS REGARDS CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED IN ACCORDANCE WITH THE DISTRIBUTION WATERFALL (AS DEFINED IN THE ARTICLES) AS REGARDS VOTING SUBJECT TO ARTICLES 3.3.2, 6.4 AND 6.9.2, A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES SHALL RESPECTIVELY CONFER ON EACH HOLDER THEREOF (IN THAT CAPACITY) THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO VOTE ON WRITTEN RESOLUTIONS AND ON A POLL OR WRITTEN RESOLUTION TO EXERCISE ONE VOTE PER SHARE PROVIDED THAT FOR SO LONG AS AN LDC ENTITY SHALL BE THE LEGAL AND/OR BENEFICIAL OWNER OF SHARES, SUCH SHARES SO HELD BY LDC ENTITIES SHALL NOT TOGETHER CONFER MORE THAN 49.9% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME (SUBJECT ALWAYS TO ARTICLE 3.3.2).

| | | | |
|-------------------------|-----------------|--------------------------|---------------|
| Class of Shares: | B | Number allotted | 10446 |
| | ORDINARY | Aggregate nominal value: | 1044.6 |
| Currency: | GBP | | |

Prescribed particulars

AS REGARDS INCOME THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL INVESTOR APPROVAL TO SUCH DISTRIBUTION SHALL HAVE BEEN OBTAINED. SUBJECT THERETO, ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B

ORDINARY SHARES AND THE C ORDINARY SHARES PRO RATA TO THE NUMBER OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES HELD BY THEM (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE). AS REGARDS CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED IN ACCORDANCE WITH THE DISTRIBUTION WATERFALL (AS DEFINED IN THE ARTICLES) AS REGARDS VOTING SUBJECT TO ARTICLES 3.3.2, 6.4 AND 6.9.2, A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES SHALL RESPECTIVELY CONFER ON EACH HOLDER THEREOF (IN THAT CAPACITY) THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO VOTE ON WRITTEN RESOLUTIONS AND ON A POLL OR WRITTEN RESOLUTION TO EXERCISE ONE VOTE PER SHARE PROVIDED THAT FOR SO LONG AS AN LDC ENTITY SHALL BE THE LEGAL AND/OR BENEFICIAL OWNER OF SHARES, SUCH SHARES SO HELD BY LDC ENTITIES SHALL NOT TOGETHER CONFER MORE THAN 49.9% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME (SUBJECT ALWAYS TO ARTICLE 3.3.2).

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|------------------|----------|--------------------------|--------|
| Class of Shares: | C1 | Number allotted | 39433 |
| | ORDINARY | Aggregate nominal value: | 3943.3 |
| Currency: | GBP | | |

Prescribed particulars

AS REGARDS INCOME THE COMPANY MAY NOT DISTRIBUTE ANY PROFITS IN RESPECT OF ANY FINANCIAL YEAR UNLESS AND UNTIL INVESTOR APPROVAL TO SUCH DISTRIBUTION SHALL HAVE BEEN OBTAINED. SUBJECT THERETO, ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES PRO RATA TO THE NUMBER OF A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES HELD BY THEM (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE). AS REGARDS CAPITAL ON A RETURN OF ASSETS ON LIQUIDATION, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED IN ACCORDANCE WITH THE DISTRIBUTION WATERFALL (AS DEFINED IN THE ARTICLES) AS REGARDS VOTING SUBJECT TO ARTICLES 3.3.2, 6.4 AND 6.9.2, A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES SHALL RESPECTIVELY CONFER ON EACH HOLDER THEREOF (IN THAT CAPACITY) THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO VOTE ON WRITTEN RESOLUTIONS AND ON A POLL OR WRITTEN RESOLUTION TO

EXERCISE ONE VOTE PER SHARE PROVIDED THAT FOR SO LONG AS AN LDC ENTITY SHALL BE THE LEGAL AND/OR BENEFICIAL OWNER OF SHARES, SUCH SHARES SO HELD BY LDC ENTITIES SHALL NOT TOGETHER CONFER MORE THAN 49.9% OF THE TOTAL VOTING RIGHTS OF ALL SHARES AT ANY TIME (SUBJECT ALWAYS TO ARTICLE 3.3.2).

Statement of Capital (Totals)

| | | | |
|-----------|-----|--------------------------------|--------|
| Currency: | GBP | Total number of shares: | 249879 |
| | | Total aggregate nominal value: | 6987.9 |
| | | 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: | 198000 A ORDINARY shares held as at the date of this confirmation statement |
| Name: | LDC IX LP (LP020800) HELD BY LDC (NOMINEES) LIMITED |
| Shareholding 2: | 2000 A ORDINARY shares held as at the date of this confirmation statement |
| Name: | LDC PARALLEL IX LP (LP020777) HELD BY LDC PARALLEL (NOMINEES) LIMITED |
| Shareholding 3: | 370 B ORDINARY shares held as at the date of this confirmation statement |
| Name: | FIONA CATHERINE BAKER |
| Shareholding 4: | 1354 B ORDINARY shares held as at the date of this confirmation statement |
| Name: | ALLAN MONTEITH CALDER |
| Shareholding 5: | 3270 B ORDINARY shares held as at the date of this confirmation statement |
| Name: | WILLIAM COLVIN |
| Shareholding 6: | 370 B ORDINARY shares held as at the date of this confirmation statement |
| Name: | CHARLES ANDREW MORAN |
| Shareholding 7: | 2707 B ORDINARY shares held as at the date of this confirmation statement |
| Name: | WILLIAM JOSEPH ROBERTS |
| Shareholding 8: | 1635 B ORDINARY shares held as at the date of this confirmation statement |
| Name: | ELAINE VERONICA SIMPSON |
| Shareholding 9: | 370 B ORDINARY shares held as at the date of this confirmation statement |
| Name: | DARREN STARLING |
| Shareholding 10: | 370 B ORDINARY shares held as at the date of this confirmation statement |
| Name: | WILLIAM OREN WASHINGTON |

Shareholding 11: **14641 C1 ORDINARY shares held as at the date of this confirmation statement**
Name: **ALLAN MONTEITH CALDER**

Shareholding 12: **2206 C1 ORDINARY shares held as at the date of this confirmation statement**
Name: **WILLIAM COLVIN**

Shareholding 13: **21483 C1 ORDINARY shares held as at the date of this confirmation statement**
Name: **WILLIAM JOSEPH ROBERTS**

Shareholding 14: **1103 C1 ORDINARY shares held as at the date of this confirmation statement**
Name: **ELAINE VERONICA SIMPSON**