



Companies House

CS01 (ef)

Confirmation Statement

Company Name: **BLOOM TOPCO LIMITED**

Company Number: **12449613**



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XCWY23E8

Company Name: **BLOOM TOPCO LIMITED**

Company Number: **12449613**

Confirmation **15/02/2024**

Statement date:

Statement of Capital (Share Capital)

| | | | |
|-------------------------|-----------------|--------------------------|----------------|
| Class of Shares: | A | Number allotted | 760649 |
| | ORDINARY | Aggregate nominal value: | 7606.49 |
| Currency: | GBP | | |
| Prescribed particulars | | | |

THESE PRESCRIBED PARTICULARS SHOULD BE READ IN CONJUNCTION WITH THE ARTICLES OF ASSOCIATION (THE "ARTICLES") OF THE COMPANY. DEFINED TERMS IN THE FOLLOWING SECTIONS SHALL HAVE THE MEANING GIVEN TO THEM IN THE ARTICLES. PARTICULARS OF VOTING RIGHTS EXCEPT AS EXPRESSLY PROVIDED IN THE ARTICLES AND SUBJECT TO THE AGGREGATE NUMBER OF 'A' ORDINARY SHARES ALWAYS BEING ABLE TO EXERCISE NOT LESS THAN 51% OF THE VOTES WHICH MAY BE CAST AT ANY MEETING OF THE COMPANY, EACH HOLDER OF A' ORDINARY SHARES: (A) ON A RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY, PRESENT IN PERSON OR BY PROXY OR CORPORATE OR OTHER VOTING REPRESENTATIVE PERMITTED BY THE ARTICLES SHALL BE UNTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL TO ONE VOTE FOR EACH 'A' ORDINARY SHARE OF WHICH HE IS THE HOLDER; AND (B) ON A WRITTEN RESOLUTION SHALL BE ENTITLED TO ONE VOTE FOR EACH 'A' ORDINARY SHARE OF WHICH HE IS THE HOLDER ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED. PARTICULARS AS REGARDS DIVIDENDS ANY PROFITS RESOLVED TO BE DISTRIBUTED IN ANY FINANCIAL YEAR OR PERIOD SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE 'A' ORDINARY SHARES, 'B' ORDINARY SHARES AND 'C' ORDINARY SHARES PARI PASSU AS IF THE SAME ARE ONE AND THE SAME CLASS OF SHARE, PRO RATA TO THE NUMBER OF SUCH SHARES RESPECTIVELY HELD BY THEM (SUBJECT TO THE CLASS RIGHTS OF THE HOLDER(S) OF THE 'A' ORDINARY SHARES). RIGHTS TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP SUBJECT AS OTHERWISE PROVIDED IN THE ARTICLES, ON A RETURN OF ASSETS ON LIQUIDATION OR OTHERWISE (INCLUDING FOLLOWING AN ASSET SALE), THE REMAINING ASSETS SHALL BE DISTRIBUTED BETWEEN THE HOLDERS OF THE 'A' ORDINARY SHARES, 'B' ORDINARY SHARES, 'C' ORDINARY SHARES AND 'D' ORDINARY SHARES (THE "EQUITY SHARES") AS FOLLOWS: (A) FIRST, IN PAYMENT OF THE AMOUNT PAID (INCLUDING ANY SHARE PREMIUM) ON THE EQUITY SHARES RESPECTIVELY HELD BY THEM PRO RATA TO SUCH PAID UP AMOUNTS; AND (B) THE BALANCE OF THE REMAINING VALUE SHALL BE APPORTIONED (WITH EQUAL PRIORITY AS BETWEEN (1), (2) AND (3)) AS FOLLOWS: (1) THE A AND B SHARE PERCENTAGE OF SUCH AGGREGATE REMAINING VALUE SHALL BE APPORTIONED TO THE HOLDERS OF THE 'A' ORDINARY SHARES AND 'B' ORDINARY SHARES (PRO RATA TO THEIR HOLDINGS OF SUCH SHARES AND TREATING THE 'A' ORDINARY SHARES AND 'B' ORDINARY SHARES AS A SINGLE CLASS FOR THESE PURPOSES); (2) THE 'C' SHARE PERCENTAGE OF SUCH AGGREGATE REMAINING VALUE SHALL BE APPORTIONED TO THE HOLDERS OF THE 'C' ORDINARY SHARES (PRO RATA TO THEIR HOLDINGS OF SUCH SHARES); AND (3) THE 'D' SHARE PERCENTAGE OF SUCH AGGREGATE REMAINING VALUE SHALL BE APPORTIONED TO

THE HOLDERS OF THE 'D' ORDINARY SHARES (PRO RATA TO THEIR HOLDINGS OF SUCH SHARES). PARTICULARS AS TO REDEMPTION OF SHARES ALL SHARES IN THE COMPANY MAY BE REDEEMED AT THE OPTION OF THE COMPANY WITH INVESTOR CONSENT, SAVE THAT THE RIGHTS TO REDEEM SHARES SHALL NOT BE USED BY THE INVESTORS TO PREJUDICE THE RIGHTS OF HOLDERS OF A CLASS OF EQUITY SHARES RELATIVE TO THE RIGHTS OF ANY OTHER CLASS OF EQUITY SHARES. ALL SHARES IN THE COMPANY OTHER THAN: (A) THOSE ISSUED TO ITS SUBSCRIBERS ON ITS INCORPORATION; AND (B) ANY SHARES ISSUED BEFORE 26 MARCH 2020 IN IRREDEEMABLE FORM, SHALL BE REDEEMABLE WHEN AND IF RE-DESIGNATED AS DEFERRED SHARES AS PROVIDED IN THE ARTICLES OR (SUBJECT TO ANY CONSENTS REQUIRED UNDER THE ARTICLES) WITH THE CONSENT OF THEIR HOLDER ON THE TERMS AGREED BETWEEN THEIR HOLDER AND THE COMPANY.

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|------------------------|-----------------|--------------------------|----------------|
| Class of Shares: | B | Number allotted | 589351 |
| | ORDINARY | Aggregate nominal value: | 5893.51 |
| Currency: | GBP | | |
| Prescribed particulars | | | |

THESE PRESCRIBED PARTICULARS SHOULD BE READ IN CONJUNCTION WITH THE ARTICLES. DEFINED TERMS IN THE FOLLOWING SECTIONS SHALL HAVE THE MEANING GIVEN TO THEM IN THE ARTICLES. PARTICULARS OF VOTING RIGHTS EXCEPT AS EXPRESSLY PROVIDED IN THE ARTICLES AND SUBJECT TO ANY PRO RATA DILUTION IN VOTING RIGHTS PURSUANT TO ARTICLE 6.1, EACH HOLDER OF 'B' ORDINARY SHARES: (A) ON A RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY, PRESENT IN PERSON OR BY PROXY OR CORPORATE OR OTHER VOTING REPRESENTATIVE PERMITTED BY THE ARTICLES SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL TO ONE VOTE FOR EACH 'B' ORDINARY SHARE OF WHICH HE IS THE HOLDER; AND (B) ON A WRITTEN RESOLUTION SHALL BE ENTITLED TO ONE VOTE FOR EACH 'B' ORDINARY SHARE OF WHICH HE IS THE HOLDER ON THE DATE AND ON WHICH THE RESOLUTION IS CIRCULATED. PARTICULARS AS REGARDS DIVIDENDS ANY PROFITS RESOLVED TO BE DISTRIBUTED IN ANY FINANCIAL YEAR OR PERIOD SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES (OTHER THAN D ORDINARY SHARES), PARI PASSU AS IF THE SAME ARE ONE AND THE SAME CLASS OF SHARE, PRO RATA TO THE NUMBER OF SUCH EQUITY SHARES RESPECTIVELY HELD BY THEM. (SUBJECT TO THE CLASS RIGHTS OF THE HOLDER(S) OF THE 'A' ORDINARY SHARES). RIGHTS TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP SUBJECT AS OTHERWISE PROVIDED IN THE ARTICLES, ON A RETURN OF ASSETS ON LIQUIDATION OR OTHERWISE (INCLUDING FOLLOWING AN ASSET SALE), THE REMAINING ASSETS SHALL BE DISTRIBUTED BETWEEN THE HOLDERS OF THE EQUITY SHARES AS FOLLOWS: (A) FIRST, IN PAYMENT OF THE AMOUNT PAID (INCLUDING ANY SHARE PREMIUM) ON THE EQUITY SHARES RESPECTIVELY HELD BY THEM PRO RATA TO SUCH PAID UP AMOUNTS; AND (B) THE BALANCE OF THE REMAINING VALUE SHALL BE APPORTIONED (WITH EQUAL PRIORITY AS BETWEEN (1), (2) AND (3)) AS FOLLOWS: (1) THE A AND B SHARE PERCENTAGE OF SUCH AGGREGATE REMAINING VALUE SHALL BE APPORTIONED TO THE HOLDERS OF THE 'A' ORDINARY SHARES AND 'B' ORDINARY SHARES (PRO RATA TO THEIR HOLDINGS OF SUCH SHARES AND TREATING THE 'A' ORDINARY SHARES AND 'B' ORDINARY SHARES AS A SINGLE CLASS FOR THESE PURPOSES); (2) THE 'C' SHARE PERCENTAGE OF SUCH AGGREGATE REMAINING VALUE SHALL BE APPORTIONED TO THE HOLDERS OF THE 'C' ORDINARY SHARES (PRO RATA TO THEIR HOLDINGS OF SUCH SHARES); AND (3) THE 'D' SHARE PERCENTAGE OF SUCH AGGREGATE REMAINING VALUE SHALL BE APPORTIONED TO THE HOLDERS OF THE 'D' ORDINARY SHARES (PRO RATA TO THEIR HOLDINGS OF SUCH SHARES). PARTICULARS AS TO REDEMPTION OF SHARES ALL SHARES IN THE COMPANY MAY BE REDEEMED AT THE OPTION OF THE COMPANY

WITH INVESTOR CONSENT, SAVE THAT THE RIGHTS TO REDEEM SHARES SHALL NOT BE USED BY THE INVESTORS TO PREJUDICE THE RIGHTS OF HOLDERS OF A CLASS OF EQUITY SHARES RELATIVE TO THE RIGHTS OF ANY OTHER CLASS OF EQUITY SHARES. ALL SHARES IN THE COMPANY OTHER THAN: (A) THOSE ISSUED TO ITS SUBSCRIBERS ON ITS INCORPORATION; AND (B) ANY SHARES ISSUED BEFORE 26 MARCH 2020 IN IRREDEEMABLE FORM, SHALL BE REDEEMABLE WHEN AND IF RE-DESIGNATED AS DEFERRED SHARES AS PROVIDED IN THE ARTICLES OR (SUBJECT TO ANY CONSENTS REQUIRED UNDER THE ARTICLES) WITH THE CONSENT OF THEIR HOLDER ON THE TERMS AGREED BETWEEN THEIR HOLDER AND THE COMPANY.

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|------------------------|-----------------|--------------------------|----------------|
| Class of Shares: | C | Number allotted | 235472 |
| | ORDINARY | Aggregate nominal value: | 2354.72 |
| Currency: | GBP | | |
| Prescribed particulars | | | |

THESE PRESCRIBED PARTICULARS SHOULD BE READ IN CONJUNCTION WITH THE ARTICLES. DEFINED TERMS IN THE FOLLOWING SECTIONS SHALL HAVE THE MEANING GIVEN TO THEM IN THE ARTICLES. PARTICULARS OF VOTING RIGHTS NO HOLDER OF 'C' ORDINARY SHARES SHALL IN THAT CAPACITY BE ENTITLED TO RECEIVE NOTICE OF OR ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY OR VOTE ON ANY WRITTEN RESOLUTION. PARTICULARS AS REGARDS DIVIDENDS ANY PROFITS RESOLVED TO BE DISTRIBUTED IN ANY FINANCIAL YEAR OR PERIOD SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE EQUITY SHARES (OTHER THAN D ORDINARY SHARES), PARI PASSU AS IF THE SAME ARE ONE AND THE SAME CLASS OF SHARE, PRO RATA TO THE NUMBER OF SUCH EQUITY SHARES RESPECTIVELY HELD BY THEM. (SUBJECT TO THE CLASS RIGHTS OF THE HOLDER(S) OF THE 'A' ORDINARY SHARES). RIGHTS TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP SUBJECT AS OTHERWISE PROVIDED IN THE ARTICLES, ON A RETURN OF ASSETS ON LIQUIDATION OR OTHERWISE (INCLUDING FOLLOWING AN ASSET SALE), THE REMAINING ASSETS SHALL BE DISTRIBUTED BETWEEN THE HOLDERS OF THE EQUITY SHARES AS FOLLOWS: (A) FIRST, IN PAYMENT OF THE AMOUNT PAID (INCLUDING ANY SHARE PREMIUM) ON THE EQUITY SHARES RESPECTIVELY HELD BY THEM PRO RATA TO SUCH PAID UP AMOUNTS; AND (B) THE BALANCE OF THE REMAINING VALUE SHALL BE APPORTIONED (WITH EQUAL PRIORITY AS BETWEEN (1), (2) AND (3)) AS FOLLOWS: (1) THE A AND B SHARE PERCENTAGE OF SUCH AGGREGATE REMAINING VALUE SHALL BE APPORTIONED TO THE HOLDERS OF THE 'A' ORDINARY SHARES AND 'B' ORDINARY SHARES (PRO RATA TO THEIR HOLDINGS OF SUCH SHARES AND TREATING THE 'A' ORDINARY SHARES AND 'B' ORDINARY SHARES AS A SINGLE CLASS FOR THESE PURPOSES); (2) THE 'C' SHARE PERCENTAGE OF SUCH AGGREGATE REMAINING VALUE SHALL BE APPORTIONED TO THE HOLDERS OF THE 'C' ORDINARY SHARES (PRO RATA TO THEIR HOLDINGS OF SUCH SHARES); AND (3) THE 'D' SHARE PERCENTAGE OF SUCH AGGREGATE REMAINING VALUE SHALL BE APPORTIONED TO THE HOLDERS OF THE 'D' ORDINARY SHARES (PRO RATA TO THEIR HOLDINGS OF SUCH SHARES). PARTICULARS AS TO REDEMPTION OF SHARES ALL SHARES IN THE COMPANY MAY BE REDEEMED AT THE OPTION OF THE COMPANY WITH INVESTOR CONSENT, SAVE THAT THE RIGHTS TO REDEEM SHARES SHALL NOT BE USED BY THE INVESTORS TO PREJUDICE THE RIGHTS OF HOLDERS OF A CLASS OF EQUITY SHARES RELATIVE TO THE RIGHTS OF ANY OTHER CLASS OF EQUITY SHARES. ALL SHARES IN THE COMPANY OTHER THAN: (A) THOSE ISSUED TO ITS SUBSCRIBERS ON ITS INCORPORATION; AND (B) ANY SHARES ISSUED BEFORE 26 MARCH 2020 IN IRREDEEMABLE FORM, SHALL BE REDEEMABLE WHEN AND IF RE-DESIGNATED AS DEFERRED SHARES AS PROVIDED IN THE ARTICLES OR (SUBJECT

TO ANY CONSENTS REQUIRED UNDER THE ARTICLES) WITH THE CONSENT OF THEIR
HOLDER ON THE TERMS AGREED BETWEEN THEIR HOLDER AND THE COMPANY.

| | | | |
|------------------------|----------|--------------------------|-----|
| Class of Shares: | D | Number allotted | 100 |
| | ORDINARY | Aggregate nominal value: | 1 |
| Currency: | GBP | | |
| Prescribed particulars | | | |

THESE PRESCRIBED PARTICULARS SHOULD BE READ IN CONJUNCTION WITH THE ARTICLES. DEFINED TERMS IN THE FOLLOWING SECTIONS SHALL HAVE THE MEANING GIVEN TO THEM IN THE ARTICLES. PARTICULARS OF VOTING RIGHTS NO HOLDER OF 'D' ORDINARY SHARES SHALL IN THAT CAPACITY BE ENTITLED TO RECEIVE NOTICE OF OR ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY OR VOTE ON ANY WRITTEN RESOLUTION. PARTICULARS AS REGARDS DIVIDENDS NO HOLDER OF 'D' ORDINARY SHARES SHALL IN THAT CAPACITY BE ENTITLED TO RECEIVE DIVIDENDS. PARTICULARS OF RIGHTS TO PARTICIPATE IN A DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP SUBJECT AS OTHERWISE PROVIDED IN THE ARTICLES, ON A RETURN OF ASSETS ON LIQUIDATION OR OTHERWISE (INCLUDING FOLLOWING AN ASSET SALE), THE REMAINING ASSETS SHALL BE DISTRIBUTED BETWEEN THE HOLDERS OF THE EQUITY SHARES AS FOLLOWS: (A) FIRST, IN PAYMENT OF THE AMOUNT PAID (INCLUDING ANY SHARE PREMIUM) ON THE EQUITY SHARES RESPECTIVELY HELD BY THEM PRO RATA TO SUCH PAID UP AMOUNTS; AND (B) THE BALANCE OF THE REMAINING VALUE SHALL BE APPORTIONED (WITH EQUAL PRIORITY AS BETWEEN (1), (2) AND (3)) AS FOLLOWS: (1) THE A AND B SHARE PERCENTAGE OF SUCH AGGREGATE REMAINING VALUE SHALL BE APPORTIONED TO THE HOLDERS OF THE 'A' ORDINARY SHARES AND 'B' ORDINARY SHARES (PRO RATA TO THEIR HOLDINGS OF SUCH SHARES AND TREATING THE 'A' ORDINARY SHARES AND 'B' ORDINARY SHARES AS A SINGLE CLASS FOR THESE PURPOSES); (2) THE 'C' SHARE PERCENTAGE OF SUCH AGGREGATE REMAINING VALUE SHALL BE APPORTIONED TO THE HOLDERS OF THE 'C' ORDINARY SHARES (PRO RATA TO THEIR HOLDINGS OF SUCH SHARES); AND (3) THE 'D' SHARE PERCENTAGE OF SUCH AGGREGATE REMAINING VALUE SHALL BE APPORTIONED TO THE HOLDERS OF THE 'D' ORDINARY SHARES (PRO RATA TO THEIR HOLDINGS OF SUCH SHARES). PARTICULARS AS TO REDEMPTION OF SHARES ALL SHARES IN THE COMPANY MAY BE REDEEMED AT THE OPTION OF THE COMPANY WITH INVESTOR CONSENT, SAVE THAT THE RIGHTS TO REDEEM SHARES SHALL NOT BE USED BY THE INVESTORS TO PREJUDICE THE RIGHTS OF HOLDERS OF A CLASS OF EQUITY SHARES RELATIVE TO THE RIGHTS OF ANY OTHER CLASS OF EQUITY SHARES. ALL SHARES IN THE COMPANY OTHER THAN: (A) THOSE ISSUED TO ITS SUBSCRIBERS ON ITS INCORPORATION; AND (B) ANY SHARES ISSUED BEFORE 26 MARCH 2020 IN IRREDEEMABLE FORM, SHALL BE REDEEMABLE WHEN AND IF RE-DESIGNATED AS DEFERRED SHARES AS PROVIDED IN THE ARTICLES OR (SUBJECT TO ANY CONSENTS REQUIRED UNDER THE ARTICLES) WITH THE CONSENT OF THEIR HOLDER ON THE TERMS AGREED BETWEEN THEIR HOLDER AND THE COMPANY.

Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|-----------------|
| Currency: | GBP | Total number of shares: | 1585572 |
| | | Total aggregate nominal value: | 15855.72 |
| | | Total aggregate amount | 96470 |
| | | 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: **561697 A ORDINARY shares held as at the date of this confirmation statement**

Name: **TRUE CAPITAL II LP**

Shareholding 2: **198952 A ORDINARY shares held as at the date of this confirmation statement**

Name: **TRUE CAPITAL II-A LP**

Shareholding 3: **283645 B ORDINARY shares held as at the date of this confirmation statement**

Name: **RUPERT YOUNGMAN**

Shareholding 4: **283645 B ORDINARY shares held as at the date of this confirmation statement**

Name: **AMANDA WATKINS**

Shareholding 5: **22061 B ORDINARY shares held as at the date of this confirmation statement**

Name: **KATE BARTMAN**

Shareholding 6: **41250 C ORDINARY shares held as at the date of this confirmation statement**

Name: **KATE BARTMAN**

Shareholding 7: **19422 C ORDINARY shares held as at the date of this confirmation statement**

Name: **DONALD DAVIS**

Shareholding 8: **0 C ORDINARY shares held as at the date of this confirmation statement**

Name: **ANDREW WOODWARD**

Shareholding 9: **6474 C ORDINARY shares held as at the date of this confirmation statement**

Name: **LAURA BENNETT**

Shareholding 10: **24278 C ORDINARY shares held as at the date of this confirmation statement**

Name: **MELISSA DICK**

Shareholding 11: **19422 C ORDINARY shares held as at the date of this confirmation statement**

Name: **PETER DAVIES**

Shareholding 12: **72834 C ORDINARY shares held as at the date of this confirmation statement**
Name: **SARAH MILES**

Shareholding 13: **19422 C ORDINARY shares held as at the date of this confirmation statement**
Name: **SHEILA MCKAIN**

Shareholding 14: **100 D ORDINARY shares held as at the date of this confirmation statement**
Name: **SARAH MILES**

Shareholding 15: **32370 C ORDINARY shares held as at the date of this confirmation statement**
Name: **SUSANNE GIVEN**

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