



Companies House

**CS01** (ef)

**Confirmation Statement**

Company Name: **REPHINE TOPCO LIMITED**

Company Number: **13587144**



Received for filing in Electronic Format on the: **08/09/2023**

XCBNNYMA

Company Name: **REPHINE TOPCO LIMITED**

Company Number: **13587144**

Confirmation **25/08/2023**

Statement date:

# Statement of Capital (Share Capital)

---

<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>160024</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>1600.24</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**ON A WRITTEN RESOLUTION, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARES AND/OR B ORDINARY SHARES ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED AS REQUIRED BY THE ACT SHALL, SUBJECT TO SECTIONS 289 AND 290 OF THE ACT AND THESE ARTICLES SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE AND ONE VOTE FOR EACH B ORDINARY SHARE HELD BY HIM. NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, IF AT ANY TIME A DEFAULT EVENT OR A FINANCING DEFAULT EVENT HAS OCCURRED AND THE INVESTORS (BY AN INVESTOR DIRECTION) HAVE NOTIFIED THE COMPANY IN WRITING (WHICH CAN INCLUDE EMAIL), THEN: (I) THE B ORDINARY SHARES AND A ORDINARY SHARES HELD BY A PERSON WHO IS NOT AN INVESTOR SHALL CEASE TO ENTITLE EACH HOLDER THEREOF TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY OR OF THE HOLDERS OF ANY CLASS OF SHARES, OR TO ATTEND AND VOTE (WHETHER ON A SHOW OF HANDS OR ON A POLL) AT ANY GENERAL MEETING OF THE COMPANY OR AT ANY SEPARATE CLASS MEETING; AND (II) SUBJECT ALWAYS TO THE PROVISIONS OF ARTICLE 4.5, NEW SHARES IN THE COMPANY MAY BE ISSUED, RANKING AHEAD OF OR PARI PASSU WITH ANY CLASS OF SHARES, WITHOUT THE CONSENT OF THE HOLDERS OF SUCH CLASS OR CLASSES OF SHARES. THESE PROVISIONS SHALL ONLY CONTINUE FOR SO LONG AS THE BREACH OR FAILURE GIVING RISE TO THE DEFAULT EVENT OR FINANCING DEFAULT EVENT SUBSISTS OR (TO THE EXTENT CAPABLE OF REMEDY WITHIN ANY REQUISITE TIME PERIODS) HAS NOT BEEN REMEDIED (AND FOR THIS PURPOSE NO ACCOUNT SHALL BE TAKEN OF ANY WAIVER GIVEN BY ANY PERSON IN RESPECT OF ANY SUCH BREACH OR ANY STANDSTILL AGREEMENT OR SIMILAR ARRANGEMENT WITH ANY PERSON). THE A ORDINARY SHARES HAVE FULL DIVIDEND AND RETURN OF CAPITAL RIGHTS. THE A ORDINARY SHARES HAVE NO RIGHTS OF REDEMPTION.**

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>40008</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>400.08</b>
Currency:	<b>GBP</b>		

Prescribed particulars

ON A WRITTEN RESOLUTION, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARES AND/OR B ORDINARY SHARES ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED AS REQUIRED BY THE ACT SHALL, SUBJECT TO SECTIONS 289 AND 290 OF THE ACT AND THESE ARTICLES SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE AND ONE VOTE FOR EACH B ORDINARY SHARE HELD BY HIM. NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, IF AT ANY TIME A DEFAULT EVENT OR A FINANCING DEFAULT EVENT HAS OCCURRED AND THE INVESTORS (BY AN INVESTOR DIRECTION) HAVE NOTIFIED THE COMPANY IN WRITING (WHICH CAN INCLUDE EMAIL), THEN: (I) THE B ORDINARY SHARES AND A ORDINARY SHARES HELD BY A PERSON WHO IS NOT AN INVESTOR SHALL CEASE TO ENTITLE EACH HOLDER THEREOF TO VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY OR OF THE HOLDERS OF ANY CLASS OF SHARES, OR TO ATTEND AND VOTE (WHETHER ON A SHOW OF HANDS OR ON A POLL) AT ANY GENERAL MEETING OF THE COMPANY OR AT ANY SEPARATE CLASS MEETING; AND (II) SUBJECT ALWAYS TO THE PROVISIONS OF ARTICLE 4.5, NEW SHARES IN THE COMPANY MAY BE ISSUED, RANKING AHEAD OF OR PARI PASSU WITH ANY CLASS OF SHARES, WITHOUT THE CONSENT OF THE HOLDERS OF SUCH CLASS OR CLASSES OF SHARES. THESE PROVISIONS SHALL ONLY CONTINUE FOR SO LONG AS THE BREACH OR FAILURE GIVING RISE TO THE DEFAULT EVENT OR FINANCING DEFAULT EVENT SUBSISTS OR (TO THE EXTENT CAPABLE OF REMEDY WITHIN ANY REQUISITE TIME PERIODS) HAS NOT BEEN REMEDIED (AND FOR THIS PURPOSE NO ACCOUNT SHALL BE TAKEN OF ANY WAIVER GIVEN BY ANY PERSON IN RESPECT OF ANY SUCH BREACH OR ANY STANDSTILL AGREEMENT OR SIMILAR ARRANGEMENT WITH ANY PERSON). THE B ORDINARY SHARES HAVE FULL DIVIDEND AND RETURN OF CAPITAL RIGHTS. THE B ORDINARY SHARES HAVE NO RIGHTS OF REDEMPTION.

---

## Statement of Capital (Totals)

---

Currency:	<b>GBP</b>	Total number of shares:	<b>200032</b>
		Total aggregate nominal value:	<b>2000.32</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:	<b>696 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>EDUARD CAYON COSTA</b>
Shareholding 2:	<b>2824 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>RINO CASMIRA COLADANGELO</b>
Shareholding 3:	<b>2271 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>MAUREEN COLEMAN</b>
Shareholding 4:	<b>1760 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>MARK ARNOLD CROGHAN</b>
Shareholding 5:	<b>1044 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>MARIA DE LOS ÁNGELES SAN MONGE</b>
Shareholding 6:	<b>46921 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>KESTER GP II LLP (ACTING IN ITS CAPACITY AS GENERAL PARTNER OF KESTER CAPITAL II A LP)</b>
Shareholding 7:	<b>102641 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>KESTER GP II LLP (AS TRUSTEE FOR THE PARTNERS FROM TIME TO TIME OF KESTER CAPITAL II LP)</b>
Shareholding 8:	<b>1867 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ADAM SHERLOCK</b>
Shareholding 9:	<b>4858 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>CHRIS BURMAN</b>
Shareholding 10:	<b>1500 transferred on 2022-09-30</b> <b>0 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>SIMON BURROWS</b>

Shareholding 11: **3001 B ORDINARY shares held as at the date of this confirmation statement**  
Name: **EDUARD CAYON COSTA**

Shareholding 12: **4858 B ORDINARY shares held as at the date of this confirmation statement**  
Name: **MAUREEN COLEMAN**

Shareholding 13: **4858 B ORDINARY shares held as at the date of this confirmation statement**  
Name: **MARK ARNOLD CROGHAN**

Shareholding 14: **3001 B ORDINARY shares held as at the date of this confirmation statement**  
Name: **MARIA DE LOS ÁNGELES SAN MONGE**

Shareholding 15: **2500 transferred on 2022-08-31**  
**0 B ORDINARY shares held as at the date of this confirmation statement**  
Name: **GAELE JARON**

Shareholding 16: **2500 transferred on 2022-11-25**  
**1500 transferred on 2022-11-25**  
**0 B ORDINARY shares held as at the date of this confirmation statement**  
Name: **KESTER GP II LLP (AS TRUSTEE FOR THE PARTNERS FROM TIME TO TIME OF KESTER CAPITAL II LP)**

Shareholding 17: **4858 B ORDINARY shares held as at the date of this confirmation statement**  
Name: **ALASDAIR IAIN LECKIE**

Shareholding 18: **14574 B ORDINARY shares held as at the date of this confirmation statement**  
Name: **ADAM SHERLOCK**

## **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