



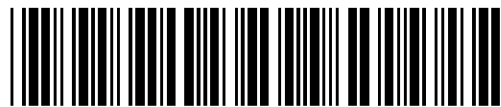
Companies House

CS01_(ef)

Confirmation Statement

Company Name: **ENPRO SUBSEA LIMITED**

Company Number: **SC398784**



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Company Name: **ENPRO SUBSEA LIMITED**

Company Number: **SC398784**

Confirmation **04/05/2018**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	3361
	ORDINARY	Aggregate nominal value:	33.61
Currency:	GBP		

Prescribed particulars

1. A SHAREHOLDERS ARE ENTITLED TO VOTE AT GENERAL MEETINGS AND ON ANY WRITTEN RESOLUTION OF THE SHAREHOLDERS. 2. A SHAREHOLDERS ARE ENTITLED TO RECIEVE A DIVIDEND, RANKING BEHIND THE DIVIDENDS RECIEVED BY THE PREFERRED A SHAREHOLDERS, BUT EQUALLY FOR THESE PURPOSES WITH THE B SHAREHOLDERS AND D SHAREHOLDERS. 3. ON A RETURN OF CAPITAL, THE A SHARES SHALL RANK BEHIND THE DEFERRED SHARES AND THE PREFERRED A SHARES, BUT EQUALLY WITH THE EQUITY SHAREHOLDERS (TREATING THE EQUITY SHARES (BEING THE A SHARES, B SHARES, D SHARES AND PREFERRED A SHARES) AS A SINGLE CLASS OF SHARE), PRO RATA AS NEAR AS POSSIBLE IN PROPORTION TO THE NUMBER OF EQUITY SHARES HELD BY THEN RESPECTIVELY, AN AGGREGATE AMOUNT EQUAL TO THE INITIAL EQUITY RETURN AMOUNT OR, IN THE EVENT THAT THE RELEVANT NET PROCEEDS AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS (AFTER PAYMENT OF THE A PREFERENCE RETURN) IS LESS THAN THE INITIAL EQUITY RETURN AMOUNT, THE FULL AMOUNT, THE FULL AMOUNT OF THE REMAINING RELEVANT NET PROCEEDS AVAILABLE FOR DISTRIBUTION; AND WHERE THE AMOUNT OF THE RELEVANT NET PROCEEDS EXCEEDS THE HURDLE NET PROCEEDS AMOUNT, THE BALANCE OF THE RELEVANT NET PROCEEDS IN EXCESS OF THE HURDLE NET PROCEEDS AMOUNT (THE "EXCESS NET PROCEEDS") SHALL BE APPLIED AS FOLLOWS: IN PAYING TO THE A SHAREHOLDERS AND THE PREFERRED A SHAREHOLDERS (TREATING THE A SHARES AND PREFERRED A SHARES AS IF THEY WERE A SINGLE CLASS OF SHARES) PRO RATA AS NEAR AS POSSIBLE IN PROPORTION TO THE NUMBER OF A SHARES AND PREFERRED SHARES HELD BY THEM RESPECTIVELY, AN AMOUNT EQUAL TO THE ADJUSTED A EXCESS RETURN.

Class of Shares:	B	Number allotted	7882
	ORDINARY	Aggregate nominal value:	78.82
Currency:	GBP		

Prescribed particulars

1. B SHAREHOLDERS ARE ENTITLED TO VOTE AT GENERAL MEETINGS AND ON AND WRITTEN RESOLUTION OF THE SHAREHOLDERS. IN THE EVENT THAT AT ANY TIME

THER VOTING RIGHTS OF THE B SHARES AT ANY TIME COLLECTIVELY REPRESENT LESS THAN 51% OF ALL VOTED CAPABLE OF BEING CAST (WHETHER ON A POLL OR ON A SHOW OF HANDS OR ON A WRITTEN RESOLUTION OF THE MEMBERS) THEN, THE B SHAREHOLDERS SHALL BE ENTITLED TO SUCH ADDITIONAL NUMBER OF VOTES AS WOULD BE EQUIVALENT TO 51% OF ALL VOTES CAPABLE OF BEING CAST (WHETHER ON A POLL OR ON A SHOW OF HANDS OR ON A WRITTEN RESOLUTION OF THE MEMBERS) AFTER THE APPLICATION OF THIS ARTICLE AND SUCH ADDITIONAL VOTING RIGHTS SHALL BE ALLOCATED TO EACH FOUNDER PRO RATA AS NEAR AS POSSIBLE IN PROPORTION TO THE NUMBER OF B SHARES HELD BY SUCH FOUNDER. B. B SHAREHOLDERS ARE ENTITLED TO RECIEVE A DIVIDEND, RANKING BEHINDTHE DIVIDENDS RECIEVED BY THE PREFERRED A SHAREHOLDERS, BUT EQUALLYFOR THESE PURPOSES WITH THE A SHAREHOLDERS AND D SHAREHOLDERS. 3. ON A RETURN OF CAPITAL, THE B SHARES SHALL RANK BEHIND THE DEFERRED SHARES AND THE PREFERRED A SHARES, BUT EQUALLY WITH THE EQUITY SHAREHOLDERS (TREATING THE EQUITY SHARES (BEING THE A SHARES, B SHARES, D SHARES AND PREFERRED A SHARES) AS A SINGLE CLASS OF SHARE), PRO RATA AS NEAR AS POSSIBLE IN PROPORTION ON THE NUMBER OF EQUITY SHARES HELD BY THEM RESPECTIVELY, AN AGGREGATE AMOUNT EQUAL TO THE INITIAL EQUITY RETURN AMOUNT OR, IN THE EVENT THAT THE RELEVANT NET PROCEEDS AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS (AFTER PAYMENT OF THE A REFERENCE RETURN) IS LESS THAN THE INITIAL EQUITY RETURN AMOUNT, THE FULL AMOUNT OF THE REMAINING RELEVANT NET PROCEEDS AVAILABLE FOR DISTRIBUTION; AND WHERE THE AMOUNT OF THE RELEVANT NET PROCEEDS EXCEEDS THE HURDLE NET PROCEEDS AMOUNT, THE BALANCE OF THE RELEVANT NET PROCEEDS IN EXCESS OF THE HURDLE NET PROCEEDS AMOUNT (THE "EXCESS NET PROCEEDS") SHALL BE APPLIED AS FOLLOWS; FIRSTLY, IN PAYING THE A SHAREHOLDERS AND THE PREFERRED A SHAREHOLDERS (TREATING THE A SHARES AND PREFERRED A SHARES AS IF THEY WERE A SINGLE CLASS OF SHARES) THEN IN PAYING THE B SHAREHOLDERS PRO RATA AS NEAR AS POSSIBLE IN PROPORTION TO THE NUMBER OF B SHARES HELD BY THEM RESPECTIVELY, AN AMOUNT EQUAL TO THE B SHARE EXCESS RETURN. 4. THE B SHARES ARE NOT REDEEMABLE.

Class of Shares:	D	Number allotted	480
	ORDINARY	Aggregate nominal value:	4.8
Currency:	GBP		

Prescribed particulars

1. D SHAREHOLDERS ARE ENTITLED TO VOTE AT GENERAL MEETINGS AND ON ANY WRITTEN RESOLUTION OF THE SHAREHOLDERS. 2. D SHAREHOLDERS ARE ENTITLED TO RECIEVE A DIVIDEND, RANKING BEHIND THE DIVIDENDS RECIEVED BY THE PREFERRED A SHAREHOLDERS, BUT EQUALLY FOR THESE PURPOSES WITH THE A SHAREHOLDERS AND B SHAREHOLDERS. 3. ON A RETURN OF CAPITAL, THE D SHARES SHALL RANK BEHIND THE DEFERRED SHARES AND THE PREFERRED A SHARES, BUT EQUALLY WITH THE EQUITY SHAREHOLDERS (TREATING THE EQUITY SHARES (BEING THE A SHARES, B SHARES, D SHARES AND PREFERRED A SHARES) AS A SINGLE CLASS OF SHARE), PRO RATA AS NEAR AS POSSIBLE IN PROPORTION TO THE NUMBER OF EQUITY SHARES HELD BY THEN RESPECTIVELY, AN AGGREGATE AMOUNT EQUAL TO THE INITIAL EQUITY RETURN AMOUNT OR, IN THE EVENT THAT THE RELEVANT NET PROCEEDS AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS (AFTER PAYMENT OF THE A PREFERENCE RETURN) IS LESS THAN THE INITIAL EQUITY RETURN AMOUNT, THE FULL AMOUNT, THE FULL AMOUNT OF THE REMAINING RELEVANT NET PROCEEDS AVAILABLE FOR DISTRIBUTION; AND WHERE THE AMOUNT OF THE RELEVANT NET PROCEEDS EXCEEDS THE HURDLE NET PROCEEDS AMOUNT, THE BALANCE OF THE RELEVANT NET PROCEEDS IN EXCESS OF THE HURDLE NET PROCEEDS AMOUNT (THE "EXCESS NET PROCEEDS") SHALL BE APPLIED AS FOLLOWS: IN PAYING TO THE A SHAREHOLDERS AND THE PREFERRED A SHAREHOLDERS (TREATING THE A SHARES AND PREFERRED A SHARES AS IF THEY WERE A SINGLE CLASS OF SHARES) PRO RATA AS NEAR AS POSSIBLE IN PROPORTION TO THE NUMBER OF A SHARES AND PREFERRED SHARES HELD BY THEM RESPECTIVELY, AN AMOUNT EQUAL TO THE ADJUSTED D SHARE EXCESS RETURN. 4. THE D SHARES ARE NOT REDEEMABLE.

Class of Shares:	PREFERRED	Number allotted	2630
	A	Aggregate nominal value:	26.3
Currency:	GBP		

Prescribed particulars

1. PREFERRED A SHAREHOLDERS ARE ENTITLED TO VOTE AT GENERAL MEETINGS AND ON ANY WRITTEN RESOLUTION OF THE SHAREHOLDERS. 2. PREFERRED A SHAREHOLDERS ARE ENTITLED TO RECIEVE A DIVIDEND, IN PRIORITY TO ANY PAYMENT BY WAY OF DIVIDEND TO THE HOLDERS OF ANY OTHER CLASS OF SHARES, A FIXED CUMULATIVE CASH PREFERENTIAL DIVIDEND (EXCLUSIVE OF ANY ASSOCIATED TAX CREDIT) AT A RATE OF 8% PER ANNUM (ON A NON-COMPOUNDING BASIS) ON THE AMOUNT CREDITED AS PAID UP ON EACH PREFERRED A SHARE HELD BY THEM RESPECTIVELY. 3. ON A RETURN OF CAPITAL, THE PREFERRED A SHARES SHALL RANK

BEHIND THE DEFERRED SHARES, BUT IN PRIORITY TO THE EQUITY SHAREHOLDERS (TREATING THE EQUITY SHARES (BEING THE A SHARES, B SHARES, D SHARES AND PREFERRED A SHARES) AS A SINGLE CLASS OF SHARE), RECIEVING AN AMOUNT EQUAL TO THE AGGREGATE OF: (I) ALL PREFERENCE DIVIDENDS ARREARS, AND ACCRUALS OF THE PREFERENCE DIVIDEND CALCULATED TO THE INCLUDING THE DATE OF THE RELEVANT EXIT EVENT OR LISTING, DUE OR PAYABLE IN RESPECT OF THE PREFERRED A SHARES REGISTERED IN THE NAME OF SUCH PREFERRED A SHAREHOLDERS; AND (II) THE AMOUNT CREDITED AS PAID UP ON EACH PREFERRED A SHARE REGISTERED IN THE NAME OF SUCH PREFERRED A SHAREHOLDER; AND WHERE THE AMOUNT OF THE RELVANT NET PROCEEDS EXCEEDS THE HURDLE NET PROCEEDS AMOUNT, THE BALANCE OF THE RELEVANT NET PROCEEDS IN EXCESS OF THE HURDLE NET PROCEEDS AMOUNT (THE "EXCESS NET PROCEEDS") SHALL BE APPLIED AS FOLLOWS: FIRSTLY, IN PAYING THE A SHAREHOLDERS AND THE PREFERRED A SHAREHOLDERS (TREATING THE A SHARES AND PREFERRED A SHARES AS IF THEY WERE A SINGLE CLASS OF SHARES), PRO RATA AS NEAR AS POSSIBLE IN PROPORTION TO THE NUMBER OF THE A SHARES AND PREFERRED A SHARES HELD BY THEM RESPECTIVELY , AN AMOUNT EQUAL TO THE ADJUSTED A EXCESS RETURN. 4. THE PREFERRED A SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	14353
		Total aggregate nominal value:	143.53
		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: **0 A ORDINARY shares held as at the date of this confirmation statement**

Name: **THOMAS GERARD BRYCE**

Shareholding 2: **0 A ORDINARY shares held as at the date of this confirmation statement**

Name: **IAN DONALD**

Shareholding 3: **0 A ORDINARY shares held as at the date of this confirmation statement**

Name: **JOHN REID**

Shareholding 4: **134 transferred on 2018-01-09**
0 A ORDINARY shares held as at the date of this confirmation statement

Name: **STEVEN ROBB**

Shareholding 5: **134 transferred on 2018-01-09**
0 A ORDINARY shares held as at the date of this confirmation statement

Name: **NEIL HEDLEY ROGERSON**

Shareholding 6: **399 transferred on 2018-01-09**
7 transferred on 2018-01-09
7 transferred on 2018-01-09
7 transferred on 2018-01-09
7 transferred on 2018-01-09
973 B ORDINARY shares held as at the date of this confirmation statement

Name: **THOMAS GERARD BRYCE**

Shareholding 7: **6 transferred on 2018-01-09**
24 B ORDINARY shares held as at the date of this confirmation statement

Name: **ANNE DONALD**

Shareholding 8: **29 transferred on 2018-01-09**
71 B ORDINARY shares held as at the date of this confirmation statement

Name: **GAVIN DONALD**

Shareholding 9: **885 transferred on 2018-01-09**
2215 B ORDINARY shares held as at the date of this confirmation statement
Name: **IAN DONALD**

Shareholding 10: **29 transferred on 2018-01-09**
71 B ORDINARY shares held as at the date of this confirmation statement
Name: **JOEL STEPHEN FERREIRA**

Shareholding 11: **14 transferred on 2018-01-09**
36 B ORDINARY shares held as at the date of this confirmation statement
Name: **GEOFFREY ALASTAIR FISHER**

Shareholding 12: **29 transferred on 2018-01-09**
71 B ORDINARY shares held as at the date of this confirmation statement
Name: **LINDA HOLLAND**

Shareholding 13: **57 transferred on 2018-01-09**
240 B ORDINARY shares held as at the date of this confirmation statement
Name: **ADAM HUDSON**

Shareholding 14: **29 transferred on 2018-01-09**
71 B ORDINARY shares held as at the date of this confirmation statement
Name: **JAMES MICHAEL MILLER CLARK AND WILLIAMINA ANDERSON CLARK**

Shareholding 15: **38 transferred on 2018-01-09**
193 B ORDINARY shares held as at the date of this confirmation statement
Name: **CRAIG MCDONALD**

Shareholding 16: **29 transferred on 2018-01-09**
81 B ORDINARY shares held as at the date of this confirmation statement
Name: **DAMIEN O'BRIEN**

Shareholding 17: **29 transferred on 2018-01-09**
81 B ORDINARY shares held as at the date of this confirmation statement
Name: **JAMIE MINDHAM**

Shareholding 18: **885 transferred on 2018-01-09**
150 transferred on 2018-01-09
150 transferred on 2018-01-09
1915 B ORDINARY shares held as at the date of this confirmation statement
Name: **JOHN REID**

Shareholding 19: **100 transferred on 2017-05-17**
0 B ORDINARY shares held as at the date of this confirmation statement
Name: **CHRISTOPHER BARRIE PARKER**

Shareholding 20: **12 transferred on 2018-01-09**
613 B ORDINARY shares held as at the date of this confirmation statement
Name: **STEVEN ROBB**

Shareholding 21: **29 transferred on 2018-01-09**
71 B ORDINARY shares held as at the date of this confirmation statement
Name: **MARTIN RIDLEY**

Shareholding 22: **14 transferred on 2018-01-09**
36 B ORDINARY shares held as at the date of this confirmation statement
Name: **STRONACHS NOMINEES LIMITED**

Shareholding 23: **12 transferred on 2018-01-09**
613 B ORDINARY shares held as at the date of this confirmation statement
Name: **NEIL HEDLEY ROGERSON**

Shareholding 24: **29 transferred on 2018-01-09**
71 B ORDINARY shares held as at the date of this confirmation statement
Name: **DAVID ANDREW WALKER**

Shareholding 25: **71 transferred on 2018-01-09**
179 B ORDINARY shares held as at the date of this confirmation statement
Name: **STEVEN KENNETH TOUGH**

Shareholding 26: **29 transferred on 2018-01-09**
71 B ORDINARY shares held as at the date of this confirmation statement
Name: **MARTIN WHEELER**

Shareholding 27: **3361 A ORDINARY shares held as at the date of this confirmation statement**
Name: **ENERGY VENTURES PRIVATE EQUITY V LP**

Shareholding 28: **2630 PREFERRED A shares held as at the date of this confirmation statement**
Name: **ENERGY VENTURES PRIVATE EQUITY V LP**

Shareholding 29: **17 B ORDINARY shares held as at the date of this confirmation statement**
Name: **BOB CLARK**

Shareholding 30: **18 B ORDINARY shares held as at the date of this confirmation statement**
Name: **CHRIS MCLAREN**

Shareholding 31: **12 B ORDINARY shares held as at the date of this confirmation statement**
Name: **ANDREW MUIR DONALD**

Shareholding 32: **5 B ORDINARY shares held as at the date of this confirmation statement**
Name: **GRAEME HENDRY**

Shareholding 33: **17 B ORDINARY shares held as at the date of this confirmation statement**
Name: **NICHOLAS JOSEPH HORNE**

Shareholding 34: **120 D ORDINARY shares held as at the date of this confirmation statement**
Name: **ADAM HUDSON**

Shareholding 35: **10 B ORDINARY shares held as at the date of this confirmation statement**
Name: **ALEXANDER KEMP**

Shareholding 36: **12 B ORDINARY shares held as at the date of this confirmation statement**
Name: **ROBBIE MAJURY**

Shareholding 37: **120 D ORDINARY shares held as at the date of this confirmation statement**
Name: **CRAIG MCDONALD**

Shareholding 38: **18 B ORDINARY shares held as at the date of this confirmation statement**
Name: **NEIL MCFARLANE**

Shareholding 39: **12 B ORDINARY shares held as at the date of this confirmation statement**
Name: **MICHAEL MCGHIE**

Shareholding 40:	5 B ORDINARY shares held as at the date of this confirmation statement
Name:	MICHAEL NILAND
Shareholding 41:	120 D ORDINARY shares held as at the date of this confirmation statement
Name:	STEVEN GEORGE MORRIS ROBB
Shareholding 42:	120 D ORDINARY shares held as at the date of this confirmation statement
Name:	NEIL HEDLEY ROGERSON
Shareholding 43:	18 B ORDINARY shares held as at the date of this confirmation statement
Name:	RYAN SANGSTER
Shareholding 44:	12 B ORDINARY shares held as at the date of this confirmation statement
Name:	CALUM SUTHERLAND
Shareholding 45:	5 B ORDINARY shares held as at the date of this confirmation statement
Name:	MATTHEW TAIT
Shareholding 46:	10 B ORDINARY shares held as at the date of this confirmation statement
Name:	MARK ANTZCAK
Shareholding 47:	10 B ORDINARY shares held as at the date of this confirmation statement
Name:	SAM ARRENBURG
Shareholding 48:	5 B ORDINARY shares held as at the date of this confirmation statement
Name:	DUNCAN BLACK

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