Companies House

AR01 (ef)

Annual Return

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Company Name:	**FISHERS TOPCO LIMITED**
Company Number:	**SC444215**
Date of this return:	**05/03/2016**
SIC codes:	**96010**
Company Type:	**Private company limited by shares**
Situation of Registered Office:	**RIGGS PLACE** **CUPAR** **FIFE** **KY15 5JA**

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MISS LUCY JANE**

Surname: **RENAUT**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): **MR MICHAEL CHARLES EDWARD**

Surname: **AVERILL**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/05/1951** *Nationality:* **BRITISH**
Occupation: **NONE**

Company Director 2

Type: **Person**
Full forename(s): **DAVID ERIC**

Surname: **COWIE**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/01/1964** *Nationality:* **BRITISH**
Occupation: **NONE**

Company Director 3

Type: **Person**
Full forename(s): **SCOTT IAN**

Surname: **INGLIS**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **SCOTLAND**

Date of Birth: ****/11/1972** *Nationality:* **BRITISH**
Occupation: **COMMERCIAL DIRECTOR**

Company Director 4

Type: **Person**
Full forename(s): **MICHAEL WILLIAM**

Surname: **JONES**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **SCOTLAND**

Date of Birth: ****/08/1964** *Nationality:* **BRITISH**
Occupation: **GENERAL MANAGER**

Company Director 5

Type: **Person**
Full forename(s): **MISS LUCY JANE**

Surname: **RENAUT**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **SCOTLAND**

Date of Birth: ****/03/1982** *Nationality:* **BRITISH**
Occupation: **FINANCE DIRECTOR**

Class of shares	ORDINARY	*Number allotted*	8824
		Aggregate nominal value	8824
Currency	GBP	*Amount paid*	1
		Amount unpaid	0

Prescribed particulars

1. VOTING RIGHTS ON A SHOW OF HANDS, EVERY HOLDER OF ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (NOT BEING A MEMBER ENTITLED TO VOTE) SHALL HAVE ONE VOTE, AND, ON A POLL, EVERY MEMBER HOLDING ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER. 2. DIVIDEND RIGHTS ANY PROFITS WHICH THE DIRECTORS MAY LAWFULLY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF ORDINARY SHARES PRO RATA ACCORDING TO THE NUMBER OF FULLY PAID UP SHARES HELD BY THEM, RESPECTIVELY, AND SHALL ACCRUE ON A DAILY BASIS. NO DIVIDEND SHALL BE PAID ON ANY ORDINARY SHARE WHERE AMOUNTS ARE OUTSTANDING ON SUCH ORDINARY SHARES PURSUANT TO CLAUSE 3.2.2 OF THE INVESTMENT AGREEMENT. 3. RIGHTS TO CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHER RETURN OR DISTRIBUTION OF CAPITAL OR ASSETS, ANY CAPITAL OR ASSET S OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES OR ON AN EXIT, THE PROCEEDS FOR DISTRIBUTIONS AMONG THE MEMBERS SHALL BE APPLIED AS FOLLOWS:- 3.1. FIRST, IN PAYING TO EACH HOLDER OF THE A PREFERENCE SHARES THE PAID UP AMOUNT OF THE A PREFERENCE SHARES HELD BY HIM; 3.2. SECOND, IN PAYING TO EACH HOLDER OF THE B PREFERENCE SHARES THE PAID UP AMOUNT OF THE B PREFERENCE SHARES HELD BY HIM; 3.3. THIRD, TO THE HOLDERS OF THE C PREFERENCE SHARES AS A CLASS THE FIXED SUM OF £1,040,042 WITH SUCH SUM TO BE ALLOCATED AMONG THE HOLDERS OF THE C PREFERENCE SHARES PRO RATA ACCORDINGLY TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM; AND 3.4. THEREAFTER, IN DISTRIBUTING THE BALANCE OF SUCH CAPITAL, ASSETS OR PROCEEDS AMONGST THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY. 4. REDEMPTION THE ORDINARY SHARES ARE NOT REDEEMABLE.

Class of shares	**A PREFERENCE SHARES**	*Number allotted*	**10700889**
		Aggregate nominal value	**10700889**
Currency	**GBP**	*Amount paid per share*	**1**
		Amount unpaid per share	**0**

Prescribed particulars

1. VOTING RIGHTS THE A PREFERENCE SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF, ATTEND OR VOTE AT ANY GENERAL MEETINGS OF THE COMPANY OR TO VOTE ON WRITTEN RESOLUTIONS OF THE COMPANY. 2. DIVIDEND RIGHTS NO DIVIDEND SHALL BE PAID ON ANY A PREFERENCE SHARES. 3. RIGHTS TO CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHER RETURN OR DISTRIBUTION OF CAPITAL OR ASSETS, ANY CAPITAL OR ASSET S OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES OR ON AN EXIT, THE PROCEEDS FOR DISTRIBUTIONS AMONG THE MEMBERS SHALL BE APPLIED AS FOLLOWS:- 3.1. FIRST, IN PAYING TO EACH HOLDER OF THE A PREFERENCE SHARES THE PAID UP AMOUNT OF THE A PREFERENCE SHARES HELD BY HIM; 3.2. SECOND, IN PAYING TO EACH HOLDER OF THE B PREFERENCE SHARES THE PAID UP AMOUNT OF THE B PREFERENCE SHARES HELD BY HIM; 3.3. THIRD, TO THE HOLDERS OF THE C PREFERENCE SHARES AS A CLASS THE FIXED SUM OF £1,040,042 WITH SUCH SUM TO BE ALLOCATED AMONG THE HOLDERS OF THE C PREFERENCE SHARES PRO RATA ACCORDINGLY TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM; AND 3.4. THEREAFTER, IN DISTRIBUTING THE BALANCE OF SUCH CAPITAL, ASSETS OR PROCEEDS AMONGST THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY. 4. REDEMPTION THE A PREFERENCE SHARES ARE NOT REDEEMABLE

Class of shares	**B PREFERENCE SHARES**	*Number allotted*	**873400**
		Aggregate nominal value	**873400**
Currency	**GBP**	*Amount paid per share*	**1**
		Amount unpaid per share	**0**

Prescribed particulars

1. VOTING RIGHTS THE B PREFERENCE SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF, ATTEND OR VOTE AT ANY GENERAL MEETINGS OF THE COMPANY OR TO VOTE ON WRITTEN RESOLUTIONS OF THE COMPANY. 2. DIVIDEND RIGHTS NO DIVIDEND SHALL BE PAID ON ANY B PREFERENCE SHARES. 3. RIGHTS TO CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHER RETURN OR DISTRIBUTION OF CAPITAL OR ASSETS, ANY CAPITAL OR ASSET S OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES OR ON AN EXIT, THE PROCEEDS FOR DISTRIBUTIONS AMONG THE MEMBERS SHALL BE APPLIED AS FOLLOWS:- 3.1. FIRST, IN PAYING TO EACH HOLDER OF THE A PREFERENCE SHARES THE PAID UP AMOUNT OF THE A PREFERENCE SHARES HELD BY HIM; 3.2. SECOND, IN PAYING TO EACH HOLDER OF THE B PREFERENCE SHARES THE PAID UP AMOUNT OF THE B PREFERENCE SHARES HELD BY HIM; 3.3. THIRD, TO THE HOLDERS OF THE C PREFERENCE SHARES AS A CLASS THE FIXED SUM OF £1,040,042 WITH SUCH SUM TO BE ALLOCATED AMONG THE HOLDERS OF THE C PREFERENCE SHARES PRO RATA ACCORDINGLY TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM; AND 3.4. THEREAFTER, IN DISTRIBUTING THE BALANCE OF SUCH CAPITAL, ASSETS OR PROCEEDS AMONGST THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY. 4. REDEMPTION THE B PREFERENCE SHARES ARE NOT REDEEMABLE.

Class of shares	**C PREFERENCE SHARES**	*Number allotted*	**55556**
		Aggregate nominal value	**55556**
Currency	**GBP**	*Amount paid per share*	**1**
		Amount unpaid per share	**0**

Prescribed particulars

1. VOTING RIGHTS THE C PREFERENCE SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF, ATTEND OR VOTE AT ANY GENERAL MEETINGS OF THE COMPANY OR TO VOTE ON WRITTEN RESOLUTIONS OF THE COMPANY. 2. DIVIDEND RIGHTS NO DIVIDEND SHALL BE PAID ON ANY C PREFERENCE SHARES. 3. RIGHTS TO CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHER RETURN OR DISTRIBUTION OF CAPITAL OR ASSETS, ANY CAPITAL OR ASSET S OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES OR ON AN EXIT, THE PROCEEDS FOR DISTRIBUTIONS AMONG THE MEMBERS SHALL BE APPLIED AS FOLLOWS:- 3.1. FIRST, IN PAYING TO EACH HOLDER OF THE A PREFERENCE SHARES THE PAID UP AMOUNT OF THE A PREFERENCE SHARES HELD BY HIM; 3.2. SECOND, IN PAYING TO EACH HOLDER OF THE B PREFERENCE SHARES THE PAID UP AMOUNT OF THE B PREFERENCE SHARES HELD BY HIM; 3.3. THIRD, TO THE HOLDERS OF THE C PREFERENCE SHARES AS A CLASS THE FIXED SUM OF £1,040,042 WITH SUCH SUM TO BE ALLOCATED AMONG THE HOLDERS OF THE C PREFERENCE SHARES PRO RATA ACCORDINGLY TO THE NUMBER OF C PREFERENCE SHARES HELD BY THEM; AND 3.4. THEREAFTER, IN DISTRIBUTING THE BALANCE OF SUCH CAPITAL, ASSETS OR PROCEEDS AMONGST THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY. 4. REDEMPTION THE C PREFERENCE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency	**GBP**	*Total number of shares*	**11638669**
		Total aggregate nominal value	**11638669**

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 05/03/2016 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

Shareholding 1 : **445 ORDINARY shares held as at the date of this return**
Name: **FISHERS SERVICES GROUP EBT TRUSTEE LIMITED**

Shareholding 2 : **44000 B PREFERENCE SHARES shares held as at the date of this return**
Name: **FISHERS SERVICES GROUP EBT TRUSTEE LIMITED**

Shareholding 3 : **55556 C PREFERENCE SHARES shares held as at the date of this return**
Name: **BRUCE MCHARDY**

Shareholding 4 : **200 ORDINARY shares held as at the date of this return**
Name: **FISHERS SERVICES GROUP EBT TRUSTEE LIMITED**

Shareholding 5 : **19800 B PREFERENCE SHARES shares held as at the date of this return**
Name: **FISHERS SERVICES GROUP EBT TRUSTEE LIMITED**

Shareholding 6 : **267 ORDINARY shares held as at the date of this return**
Name: **MICHAEL JONES**

Shareholding 7 : **26400 B PREFERENCE SHARES shares held as at the date of this return**
Name: **MICHAEL JONES**

Shareholding 8 : **200 ORDINARY shares held as at the date of this return**
Name: **LUCY RENAUT**

Shareholding 9 : **19800 B PREFERENCE SHARES shares held as at the date of this return**
Name: **LUCY RENAUT**

Shareholding 10 : **200 ORDINARY shares held as at the date of this return**
Name: **SCOTT INGLIS**

Shareholding 11 : **19800 B PREFERENCE SHARES shares held as at the date of this return**
Name: **SCOTT INGLIS**

Shareholding 12 : **7111 ORDINARY shares held as at the date of this return**
Name: **CAVENDISH SQUARE PARTNERS LP**

Shareholding 13 : **10700889 A PREFERENCE SHARES shares held as at the date of this return**

Name: **CAVENDISH SQUARE PARTNERS LP**

Shareholding 14 : **704000 B PREFERENCE SHARES shares held as at the date of this return**
Name: **CAVENDISH SQUARE PARTNERS LP**

Shareholding 15 : **89 ORDINARY shares held as at the date of this return**
Name: **RODERICK MACKAY**

Shareholding 16 : **8800 B PREFERENCE SHARES shares held as at the date of this return**
Name: **RODERICK MACKAY**

Shareholding 17 : **45 ORDINARY shares held as at the date of this return**
Name: **SHARON LAING**

Shareholding 18 : **4400 B PREFERENCE SHARES shares held as at the date of this return**
Name: **SHARON LAING**

Shareholding 19 : **267 ORDINARY shares held as at the date of this return**
Name: **MICHAEL AVERILL**

Shareholding 20 : **26400 B PREFERENCE SHARES shares held as at the date of this return**
Name: **MICHAEL AVERILL**

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.