



Companies House

CS01 (ef)

Confirmation Statement

Company Name: **FISHERS TOPCO LIMITED**

Company Number: **SC444215**



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Company Name: **FISHERS TOPCO LIMITED**

Company Number: **SC444215**

Confirmation **05/10/2018**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	10700889
	PREFERENCE	Aggregate nominal value:	10700889
Currency:	GBP		

Prescribed particulars

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 ASSETS 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	Number allotted	873400
	PREFERENCE	Aggregate nominal value:	873400
Currency:	GBP		

Prescribed particulars

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	Number allotted	55556
	PREFERENCE	Aggregate nominal value:	55556

Currency: GBP

Prescribed particulars

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.

Class of Shares:	ORDINARY	Number allotted	3153794
Currency:	GBP	Aggregate nominal value:	3153794

Prescribed particulars

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 ASSETS 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 IDM; 3.2. SECOND, IN PAYING TO EACH HOLDER OF THE B PREFERENCE SHARES THE PAID UP AMOUNT OF THE B PREFERENCE SHARES HELD BY IDM; 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.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	14783639
		Total aggregate nominal value:	14783639
		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:	10700889 transferred on 2018-03-06 0 A PREFERENCE shares held as at the date of this confirmation statement
Name:	FTL UK ACQUISITION COMPANY LIMITED
Shareholding 2:	10700889 A PREFERENCE shares held as at the date of this confirmation statement
Name:	THE TORONTO-DOMINION BANK
Shareholding 3:	873400 transferred on 2018-03-06 0 B PREFERENCE shares held as at the date of this confirmation statement
Name:	FTL UK ACQUISITION COMPANY LIMITED
Shareholding 4:	873400 B PREFERENCE shares held as at the date of this confirmation statement
Name:	THE TORONTO-DOMINION BANK
Shareholding 5:	55556 transferred on 2018-03-06 0 C PREFERENCE shares held as at the date of this confirmation statement
Name:	FTL UK ACQUISITION COMPANY LIMITED
Shareholding 6:	55556 C PREFERENCE shares held as at the date of this confirmation statement
Name:	THE TORONTO-DOMINION BANK
Shareholding 7:	8890 transferred on 2018-03-06 3144904 transferred on 2018-03-08 0 ORDINARY shares held as at the date of this confirmation statement
Name:	FTL UK ACQUISITION COMPANY LIMITED
Shareholding 8:	3153794 ORDINARY shares held as at the date of this confirmation statement
Name:	THE TORONTO-DOMINION BANK

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