



Companies House

# CS01<sub>(ef)</sub>

## Confirmation Statement

Company Name: **MURPHY TOPCO LIMITED**

Company Number: **12702279**



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Company Name: **MURPHY TOPCO LIMITED**

Company Number: **12702279**

Confirmation **28/06/2022**

Statement date:

# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>806235</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>8062.35</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**THE RIGHTS OF THE A ORDINARY SHARES ARE AS FOLLOWS: (A) ON A SHOW OF HANDS EVERY HOLDER OF A ORDINARY SHARES WHO IS PRESENT SHALL HAVE ONE VOTE AND ON A POLL OR A WRITTEN RESOLUTION, EVERY HOLDER OF A ORDINARY SHARES SHALL HAVE ONE VOTE FOR EVERY SUCH SHARE OF WHICH HE IS THE HOLDER. (B) THE A ORDINARY SHARES HAVE THE RIGHT, AS RESPECTS INCOME, TO PARTICIPATE IN A DISTRIBUTION IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 4.1 AND 4.3 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 20/11/2020 AS AMENDED BY SPECIAL RESOLUTION DATED 19/11/2021 (THE "ARTICLES"). (C) THE A ORDINARY SHARES HAVE THE RIGHT, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING UP) IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 4.4 AND 4.6 OF THE ARTICLES. (D) THE A ORDINARY SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS**

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>177000</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>1770</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**THE RIGHTS OF THE B ORDINARY SHARES ARE AS FOLLOWS: (A) THE HOLDERS OF THE B ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF OR ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETINGS OR IN RESPECT OF ANY WRITTEN RESOLUTIONS OF THE COMPANY. (B) THE B ORDINARY SHARES HAVE THE RIGHT, AS RESPECTS INCOME, TO PARTICIPATE IN A DISTRIBUTION IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 4.1 AND 4.3 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 20/11/2020 AS AMENDED BY SPECIAL RESOLUTION DATED 19/11/2021 (THE "ARTICLES"). (C) THE B ORDINARY SHARES HAVE THE RIGHT, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING UP) IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 4.4 OF THE ARTICLES. (D) THE B ORDINARY SHARES ARE NOT TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS.**

<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>49671245</b>
	<b>PREFERENCE</b>	Aggregate nominal value:	<b>49671245</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**THE RIGHTS OF THE A PREFERENCE SHARES ARE AS FOLLOWS: (A) SUBJECT TO ARTICLE 4.11 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 20/11/2020 AS AMENDED BY SPECIAL RESOLUTION DATED 19/11/2021 (THE "ARTICLES"), NO A PREFERENCE SHARE SHALL ENTITLE THE HOLDER THEREOF TO RECEIVE NOTICE OF OR ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY OR IN RESPECT OF ANY WRITTEN RESOLUTIONS OF THE COMPANY. IF THE BUSINESS OF ANY GENERAL MEETING OR WRITTEN RESOLUTION OF THE COMPANY INCLUDES A RESOLUTION (I) FOR THE WINDING UP OF THE COMPANY; (II) FOR THE APPOINTMENT OF AN ADMINISTRATOR OR THE APPROVAL OF A VOLUNTARY ARRANGEMENT WITH SOME OR ALL OF THE COMPANY'S THIRD PARTY CREDITORS; (III) FOR A REDUCTION IN THE SHARE CAPITAL OF THE COMPANY IN ORDER TO MAKE A PAYMENT OUT OF CAPITAL TO ONE OR MORE SHAREHOLDERS; AND/OR (IV) WHICH ADVERSELY ALTERS, VARIES OR ABROGATES ANY OF THE RIGHTS ATTACHING TO THE A PREFERENCE SHARES, THEN THE A PREFERENCE SHARES SHALL ENTITLE THE HOLDER(S) THEREOF TO RECEIVE NOTICE OF AND ATTEND, SPEAK AND VOTE AT SUCH GENERAL MEETING OR IN RESPECT OF SUCH WRITTEN RESOLUTION (AS APPROPRIATE) IN ACCORDANCE WITH ARTICLE 4.12 OF THE ARTICLES, BUT ONLY ON ANY SUCH RESOLUTION. (B) THE A PREFERENCE SHARES HAVE THE RIGHT, AS RESPECTS INCOME, TO PARTICIPATE IN A DISTRIBUTION IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 4.1 AND 4.2 OF THE ARTICLES. (C) THE A PREFERENCE SHARES HAVE THE RIGHT, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING UP) IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 4.4 AND 4.5 OF THE ARTICLES. (D) THE A PREFERENCE SHARES ARE REDEEMABLE IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 24 OF THE ARTICLES AND SCHEDULE 1 OF THE ARTICLES.**

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>49671237</b>
	<b>PREFERENCE</b>	Aggregate nominal value:	<b>49671237</b>
Currency:	<b>GBP</b>		

Prescribed particulars

THE RIGHTS OF THE B PREFERENCE SHARES ARE AS FOLLOWS: (A) SUBJECT TO ARTICLE 4.11 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED ON 20/11/2020 AS AMENDED BY SPECIAL RESOLUTION DATED 19/11/2021 (THE "ARTICLES"), NO B PREFERENCE SHARE SHALL ENTITLE THE HOLDER THEREOF TO RECEIVE NOTICE OF OR ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY OR IN RESPECT OF ANY WRITTEN RESOLUTIONS OF THE COMPANY. IF THE BUSINESS OF ANY GENERAL MEETING OR WRITTEN RESOLUTION OF THE COMPANY INCLUDES A RESOLUTION (I) FOR THE WINDING UP OF THE COMPANY; (II) FOR THE APPOINTMENT OF AN ADMINISTRATOR OR THE APPROVAL OF A VOLUNTARY ARRANGEMENT WITH SOME OR ALL OF THE COMPANY'S THIRD PARTY CREDITORS; (III) FOR A REDUCTION IN THE SHARE CAPITAL OF THE COMPANY IN ORDER TO MAKE A PAYMENT OUT OF CAPITAL TO ONE OR MORE SHAREHOLDERS; AND/OR (IV) WHICH ADVERSELY ALTERS, VARIES OR ABROGATES ANY OF THE RIGHTS ATTACHING TO THE B PREFERENCE SHARES, THEN THE B PREFERENCE SHARES SHALL ENTITLE THE HOLDER(S) THEREOF TO RECEIVE NOTICE OF AND ATTEND, SPEAK AND VOTE AT SUCH GENERAL MEETING OR IN RESPECT OF SUCH WRITTEN RESOLUTION (AS APPROPRIATE) IN ACCORDANCE WITH ARTICLE 4.12 OF THE ARTICLES, BUT ONLY ON ANY SUCH RESOLUTION. (B) THE B PREFERENCE SHARES HAVE THE RIGHT, AS RESPECTS INCOME, TO PARTICIPATE IN A DISTRIBUTION IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 4.1 AND 4.2 OF THE ARTICLES. (C) THE B PREFERENCE SHARES HAVE THE RIGHT, AS RESPECTS CAPITAL, TO PARTICIPATE IN A DISTRIBUTION (INCLUDING ON A WINDING UP) IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 4.4 AND 4.5 OF THE ARTICLES. (D) THE B PREFERENCE SHARES ARE REDEEMABLE IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 24 OF THE ARTICLES AND SCHEDULE 1 OF THE ARTICLES.

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>100325717</b>
		Total aggregate nominal value:	<b>99352314.35</b>
		Total aggregate amount	<b>160</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>754223 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>MURPHY VII INVESTMENT S.A R.L.</b>
Shareholding 2:	<b>45983002 A PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>MURPHY VII INVESTMENT S.A R.L.</b>
Shareholding 3:	<b>52012 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>MURPHY DEBT CO LIMITED AS NOMINEE</b>
Shareholding 4:	<b>177000 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>MURPHY DEBT CO LIMITED AS NOMINEE</b>
Shareholding 5:	<b>3688243 A PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>MURPHY DEBT CO LIMITED AS NOMINEE</b>
Shareholding 6:	<b>45983001 B PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>MURPHY VII INVESTMENT S.A R.L.</b>
Shareholding 7:	<b>3688236 B PREFERENCE shares held as at the date of this confirmation statement</b>
Name:	<b>MURPHY DEBT CO LIMITED AS NOMINEE</b>

## **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