



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **GRAHAM & BROWN LIMITED**

Company Number: **00372481**



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Company Name: **GRAHAM & BROWN LIMITED**

Company Number: **00372481**

Confirmation **18/09/2016**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	1615000
Currency:	GBP	Aggregate nominal value:	1615000

Prescribed particulars

3.1 INCOME 3.1.1 THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION IN RESPECT OF EACH ACCOUNTING PERIOD SHALL BE APPLIED AS FOLLOWS AND IN THE FOLLOWING ORDER OF PRIORITY: 3.1.1.1 FIRST, BEFORE APPLICATION OF ANY PROFITS TO RESERVE OR FOR ANY OTHER PURPOSE, THE COMPANY SHALL DECLARE AND PAY IN AGGREGATE TO THE MEMBERS HOLDING ORDINARY SHARES, A CUMULATIVE PARTICIPATING DIVIDEND OF AN AMOUNT EQUAL TO TWENTY FIVE PERCENT (25%) OF PBT IN THE RELEVANT ACCOUNTING PERIOD (AN “ORDINARY PREFERENTIAL DIVIDEND”); 3.1.1.2 SECOND, THE COMPANY SHALL DECLARE AND PAY IN AGGREGATE TO THE MEMBERS HOLDING “A” ORDINARY SHARES, A CUMULATIVE PARTICIPATING DIVIDEND OF AN AMOUNT UP TO (BUT NOT EXCEEDING) TWENTY PERCENT (20%) OF PBT IN THE RELEVANT ACCOUNTING PERIOD (THE AMOUNT SO DECLARED AND PAID BEING DETERMINED BY RESOLUTION OF THE BOARD OF DIRECTORS) (AN “A” ORDINARY PREFERENTIAL DIVIDEND”); 3.1.1.3 THIRDLY, THE COMPANY SHALL DECLARE AND PAY TO THE MEMBERS HOLDING “B” SHARES A FIXED DIVIDEND OF £0.01 PER SHARE IN RESPECT OF EACH ACCOUNTING PERIOD; FOURTHLY, THE COMPANY SHALL DECLARE AND PAY TO THE MEMBERS HOLDING “C” SHARES A FIXED DIVIDEND OF £[0.01] PER SHARES IN RESPECT OF EACH ACCOUNTING PERIOD; AND 3.1.1.4 THEREAFTER, ANY PROFITS AVAILABLE FOR DISTRIBUTION WHICH THE BOARD OF DIRECTORS OF THE COMPANY RESOLVE SHOULD BE DISTRIBUTED, SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES AND “A” ORDINARY SHARES PRO-RATA TO THE NUMBER OF SHARES HELD BY THEM (AS IF ONE CLASS). 3.1.2 THE ORDINARY PREFERENTIAL DIVIDEND SHALL BE PAID WITHIN 10 DAYS FOLLOWING APPROVAL OF THE ACCOUNTS FOR THE RELEVANT ACCOUNTING PERIOD BY THE COMPANY OR SUCH LATER DATE AS THE HOLDERS OF A MAJORITY OF THE ORDINARY SHARES SHALL AGREE. WITH THE CONSENT OF ALL OF THE HOLDERS OF ALL OF THE ORDINARY SHARES, THE ORDINARY PREFERENTIAL DIVIDEND MAY BE PAID TO DIFFERENT ORDINARY SHAREHOLDERS AT DIFFERENT TIMES. 3.1.3 ANY “A” ORDINARY PREFERENTIAL DIVIDEND SHALL BE PAID, IN CASH, WITHIN 10 DAYS FOLLOWING APPROVAL OF THE ACCOUNTS FOR THE RELEVANT ACCOUNTING PERIOD BY THE COMPANY, TO THE PERSONS REGISTERED AS THE HOLDERS OF “A” ORDINARY SHARES AT THAT DATE. 3.1.4 ANY FIXED DIVIDEND SHALL BE PAID IN CASH WITHIN 10 DAYS

FOLLOWING THE APPROVAL OF THE ACCOUNTS FOR THE RELEVANT ACCOUNTING PERIOD BY THE COMPANY TO THE PERSONS REGISTERED AS THE HOLDERS OF "B" SHARES AND "C" SHARES AT THAT DATE. 3.1.5 THE PREFERENTIAL DIVIDEND SHALL ACCRUE DAILY FROM THE START OF THE RELEVANT ACCOUNTING PERIOD AND IN THE EVENT OF AN EXIT OR RETURN OF CAPITAL PRIOR TO PAYMENT, ALL ACCRUALS (AND ARREARS) OF THE PREFERENTIAL DIVIDEND ARE PAYABLE IN FULL, WHETHER OR NOT THEN DUE, ON THAT EXIT OR RETURN OF CAPITAL. IN THE EVENT OF AN EXIT OR RETURN OF CAPITAL WHICH OCCURS PART WAY THROUGH AN ACCOUNTING PERIOD IN WHICH A PREFERENTIAL DIVIDEND IS ACCRUING, IN THE ABSENCE OF AUDITED ACCOUNTS FOR THAT ACCOUNTING PERIOD, THE HOLDERS OF ORDINARY SHARES SHALL BE ENTITLED TO TWENTY FIVE PERCENT (25%) OF ACCUMULATED PBT DETERMINED BY REFERENCE TO THE LATEST MANAGEMENT ACCOUNTS OF THE GROUP (BEING NOT OLDER THAN THE CALENDAR MONTH PRIOR TO THE MONTH IN WHICH THE EXIT OCCURS) AND THE HOLDERS OF "A" ORDINARY SHARES SHALL BE ENTITLED TO SUCH PERCENTAGE OF ACCUMULATED PBT (DETERMINED IN THE SAME MANNER) AS THE BOARD OF DIRECTORS SHALL DETERMINE (UP TO A MAXIMUM OF TWENTY PERCENT (20%) OF PBT IN AGGREGATE). 3.1.6 THE PREFERENTIAL DIVIDEND WILL BECOME A DEBT DUE FROM AND IMMEDIATELY PAYABLE BY THE COMPANY TO THE MEMBER OR MEMBERS TO WHOM IT IS PAYABLE ON THE DATE OR DATES SET OUT IN THIS ARTICLE 3.1 WITHOUT ANY REQUIREMENT FOR A RECOMMENDATION OF THE BOARD OR A RESOLUTION OF THE MEMBERS IN GENERAL MEETING IN RESPECT OF THAT DIVIDEND.

Class of Shares:	A	Number allotted	135429
	ORDINARY	Aggregate nominal value:	1354.29

Currency: **GBP**

Prescribed particulars

3.1 INCOME 3.1.1 THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION IN RESPECT OF EACH ACCOUNTING PERIOD SHALL BE APPLIED AS FOLLOWS AND IN THE FOLLOWING ORDER OF PRIORITY: 3.1.1.1 FIRST, BEFORE APPLICATION OF ANY PROFITS TO RESERVE OR FOR ANY OTHER PURPOSE, THE COMPANY SHALL DECLARE AND PAY IN AGGREGATE TO THE MEMBERS HOLDING ORDINARY SHARES, A CUMULATIVE PARTICIPATING DIVIDEND OF AN AMOUNT EQUAL TO TWENTY FIVE PERCENT (25%) OF PBT IN THE RELEVANT ACCOUNTING PERIOD (AN "ORDINARY PREFERENTIAL DIVIDEND"); 3.1.1.2 SECOND, THE COMPANY SHALL DECLARE AND PAY IN AGGREGATE TO THE MEMBERS HOLDING "A" ORDINARY SHARES, A CUMULATIVE PARTICIPATING

DIVIDEND OF AN AMOUNT UP TO (BUT NOT EXCEEDING) TWENTY PERCENT (20%) OF PBT IN THE RELEVANT ACCOUNTING PERIOD (THE AMOUNT SO DECLARED AND PAID BEING DETERMINED BY RESOLUTION OF THE BOARD OF DIRECTORS) (AN ""A" ORDINARY PREFERENTIAL DIVIDEND"); 3.1.1.3 THIRDLY, THE COMPANY SHALL DECLARE AND PAY TO THE MEMBERS HOLDING "B" SHARES A FIXED DIVIDEND OF £0.01 PER SHARE IN RESPECT OF EACH ACCOUNTING PERIOD; FOURTHLY, THE COMPANY SHALL DECLARE AND PAY TO THE MEMBERS HOLDING "C" SHARES A FIXED DIVIDEND OF £[0.01] PER SHARES IN RESPECT OF EACH ACCOUNTING PERIOD; AND 3.1.1.4 THEREAFTER, ANY PROFITS AVAILABLE FOR DISTRIBUTION WHICH THE BOARD OF DIRECTORS OF THE COMPANY RESOLVE SHOULD BE DISTRIBUTED, SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES AND "A" ORDINARY SHARES PRO-RATA TO THE NUMBER OF SHARES HELD BY THEM (AS IF ONE CLASS). 3.1.2 THE ORDINARY PREFERENTIAL DIVIDEND SHALL BE PAID WITHIN 10 DAYS FOLLOWING APPROVAL OF THE ACCOUNTS FOR THE RELEVANT ACCOUNTING PERIOD BY THE COMPANY OR SUCH LATER DATE AS THE HOLDERS OF A MAJORITY OF THE ORDINARY SHARES SHALL AGREE. WITH THE CONSENT OF ALL OF THE HOLDERS OF ALL OF THE ORDINARY SHARES, THE ORDINARY PREFERENTIAL DIVIDEND MAY BE PAID TO DIFFERENT ORDINARY SHAREHOLDERS AT DIFFERENT TIMES. 3.1.3 ANY "A" ORDINARY PREFERENTIAL DIVIDEND SHALL BE PAID, IN CASH, WITHIN 10 DAYS FOLLOWING APPROVAL OF THE ACCOUNTS FOR THE RELEVANT ACCOUNTING PERIOD BY THE COMPANY, TO THE PERSONS REGISTERED AS THE HOLDERS OF "A" ORDINARY SHARES AT THAT DATE. 3.1.4 ANY FIXED DIVIDEND SHALL BE PAID IN CASH WITHIN 10 DAYS FOLLOWING THE APPROVAL OF THE ACCOUNTS FOR THE RELEVANT ACCOUNTING PERIOD BY THE COMPANY TO THE PERSONS REGISTERED AS THE HOLDERS OF "B" SHARES AND "C" SHARES AT THAT DATE. 3.1.5 THE PREFERENTIAL DIVIDEND SHALL ACCRUE DAILY FROM THE START OF THE RELEVANT ACCOUNTING PERIOD AND IN THE EVENT OF AN EXIT OR RETURN OF CAPITAL PRIOR TO PAYMENT, ALL ACCRUALS (AND ARREARS) OF THE PREFERENTIAL DIVIDEND ARE PAYABLE IN FULL, WHETHER OR NOT THEN DUE, ON THAT EXIT OR RETURN OF CAPITAL. IN THE EVENT OF AN EXIT OR RETURN OF CAPITAL WHICH OCCURS PART WAY THROUGH AN ACCOUNTING PERIOD IN WHICH A PREFERENTIAL DIVIDEND IS ACCRUING, IN THE ABSENCE OF AUDITED ACCOUNTS FOR THAT ACCOUNTING PERIOD, THE HOLDERS OF ORDINARY SHARES SHALL BE ENTITLED TO TWENTY FIVE PERCENT (25%) OF ACCUMULATED PBT DETERMINED BY REFERENCE TO THE LATEST MANAGEMENT ACCOUNTS OF THE GROUP (BEING NOT OLDER THAN THE CALENDAR MONTH PRIOR TO THE MONTH IN WHICH THE EXIT OCCURS) AND THE HOLDERS OF "A" ORDINARY SHARES SHALL BE

ENTITLED TO SUCH PERCENTAGE OF ACCUMULATED PBT (DETERMINED IN THE SAME MANNER) AS THE BOARD OF DIRECTORS SHALL DETERMINE (UP TO A MAXIMUM OF TWENTY PERCENT (20%) OF PBT IN AGGREGATE). 3.1.6 THE PREFERENTIAL DIVIDEND WILL BECOME A DEBT DUE FROM AND IMMEDIATELY PAYABLE BY THE COMPANY TO THE MEMBER OR MEMBERS TO WHOM IT IS PAYABLE ON THE DATE OR DATES SET OUT IN THIS ARTICLE 3.1 WITHOUT ANY REQUIREMENT FOR A RECOMMENDATION OF THE BOARD OR A RESOLUTION OF THE MEMBERS IN GENERAL MEETING IN RESPECT OF THAT DIVIDEND.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1750429
		Total aggregate nominal value:	1616354.29
		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.

A full list of shareholders for a non-traded company are shown below

Shareholding 1: **234090 ORDINARY shares held as at the date of this confirmation statement**

Name: **ANDREW GRAHAM**

Shareholding 2: **33857 A ORDINARY shares held as at the date of this confirmation statement**

Name: **IAN BROWN**

Shareholding 3: **33858 A ORDINARY shares held as at the date of this confirmation statement**

Name: **JOHN CARTER**

Shareholding 4: **173500 ORDINARY shares held as at the date of this confirmation statement**

Name: **TRUSTEES OF DAVID BROWN - 2011**

Shareholding 5: **257590 ORDINARY shares held as at the date of this confirmation statement**

Name: **ROGER GRAHAM**

Shareholding 6: **223500 ORDINARY shares held as at the date of this confirmation statement**

Name: **IAN BROWN**

Shareholding 7: **174180 ORDINARY shares held as at the date of this confirmation statement**

Name: **TRUSTEES OF J M HAWORTH - SETTLEMENT**

Shareholding 8: **225000 ORDINARY shares held as at the date of this confirmation statement**

Name: **JOHN CARTER**

Shareholding 9: **140540 ORDINARY shares held as at the date of this confirmation statement**

Name: **TRUSTEES OF ROGER GRAHAM - SETTLEMENT**

Shareholding 10: **33857 A ORDINARY shares held as at the date of this confirmation statement**

Name: **MARK MCCAULEY**

Shareholding 11: **0 A ORDINARY shares held as at the date of this confirmation statement**

Name: **MARK RADFORD**

Shareholding 12: **33857 A ORDINARY shares held as at the date of this confirmation statement**
Name: **ANDREW GRAHAM**

Shareholding 13: **86600 ORDINARY shares held as at the date of this confirmation statement**
Name: **DAVID BROWN**

Shareholding 14: **100000 ORDINARY shares held as at the date of this confirmation statement**
Name: **D BROWN TRUSTEES OF D BROWN - TRUST**

Persons with Significant Control (PSC)

PSC Statements

The company knows or has reasonable cause to believe that there is no registrable person or registrable relevant legal entity in relation to the company.

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