



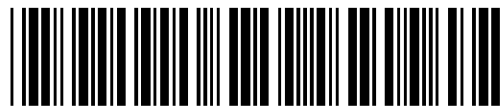
Companies House

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

## Confirmation Statement

Company Name: **GRAHAM & BROWN LIMITED**

Company Number: **00372481**



Received for filing in Electronic Format on the: **21/09/2020**

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Company Name: **GRAHAM & BROWN LIMITED**

Company Number: **00372481**

Confirmation **18/09/2020**

Statement date:

# Statement of Capital (Share Capital)

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Class of Shares:	ORDINARY	Number allotted	1390000
Currency:	GBP	Aggregate nominal value:	1390000

Prescribed particulars

AS REGARDS INCOME SUBJECT TO THE PROVISIONS OF THE ACT THE COMPANY MAY IN RESPECT OF EACH ACCOUNTING PERIOD BY ORDINARY RESOLUTION DECLARE AND PAY DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS AS SET OUT IN THIS CLAUSE 3.1 AND IN THE FOLLOWING ORDER OF PRIORITY BUT NO DIVIDENDS SO DECLARED IN ANY ACCOUNTING PERIOD SHALL IN AGGREGATE EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS: FIRST, (BEFORE APPLICATION OF ANY PROFITS TO RESERVE OR FOR ANY OTHER PURPOSE), IN AGGREGATE TO THE MEMBERS HOLDING ORDINARY SHARES, A PARTICIPATING DIVIDEND OF AN AMOUNT UP TO (BUT NOT EXCEEDING) TWENTY ONE AND A HALF PERCENT (21.5%) OF PBT IN THE RELEVANT ACCOUNTING PERIOD (AN "ORDINARY PREFERENTIAL DIVIDEND"); SECOND, IN AGGREGATE TO THE MEMBERS HOLDING "A" ORDINARY SHARES, A 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"); THIRDLY, TO THE MEMBERS HOLDING "B" SHARES A FIXED DIVIDEND OF £0.01 PENCE PER AS REGARDS CAPITAL ON A RETURN OF ASSETS WHETHER IN A WINDING-UP OR REDUCTION OF CAPITAL AND FOR THE PURPOSES OF DETERMINING ALLOCATION OF PROCEEDS PAYABLE TO THE MEMBERS OF THE COMPANY IN THE EVENT OF A CHANGE OF CONTROL OR OTHERWISE (EXCEPT IN THE CASE OF THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) AND FOR THE PURPOSES OF DETERMINING ALLOCATION OF PROCEEDS PAYABLE TO THE MEMBERS OF THE COMPANY IN THE EVENT OF A CHANGE OF CONTROL, THE ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS REMAINING AFTER PAYMENT OF ALL OTHER DEBTS AND LIABILITIES OF THE COMPANY AND OF THE COSTS CHARGES AND EXPENSES OF SUCH WINDING-UP SHALL BE APPLIED AS FOLLOWS: FIRST, IN PAYING TO THE HOLDERS OF THE "B" SHARES ANY AMOUNT OUTSTANDING PURSUANT TO THE JC OPTION AGREEMENT; SECOND, IN PAYING TO THE HOLDERS OF ORDINARY SHARES THE CAPITAL PAID UP ON THE ORDINARY SHARES; THIRD, IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES SUCH SUM AS SHALL EQUATE TO THE THRESHOLD AMOUNT; FOURTH, IN PAYING TO THE HOLDERS OF THE "A" ORDINARY SHARES THE CAPITAL PAID UP ON

THE "A" ORDINARY SHARES AS REGARDS VOTING THE ORDINARY SHAREHOLDERS SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF ALL GENERAL MEETINGS OF THE COMPANY AND TO ATTEND AND TO VOTE THEREAT EITHER IN PERSON OR BY PROXY. ON A POLL EVERY MEMBER HOLDING AN ORDINARY SHARE SHALL HAVE ONE VOTE IN RESPECT OF EVERY SUCH ORDINARY SHARE OF WHICH HE IS THE HOLDER. THE "B" SHAREHOLDERS SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF ALL GENERAL MEETINGS OF THE COMPANY AND TO ATTEND THEREAT BUT SHALL HAVE NO RIGHT TO VOTE AT SUCH MEETINGS EITHER IN PERSON OR BY PROXY NOR TO VOTE BY WAY OF ANY WRITTEN RESOLUTION REQUIRED TO BE SIGNED BY THOSE MEMBERS WHO FOR THE TIME BEING ARE ENTITLED TO ATTEND SUCH MEETINGS. THE "A" ORDINARY SHAREHOLDERS SHALL NOT HAVE THE RIGHT TO RECEIVE NOTICE OF OR BE PRESENT OR VOTE EITHER BY PERSON OR BY PROXY AT ANY GENERAL MEETING OR TO VOTE BY WAY OF ANY WRITTEN RESOLUTION REQUIRED TO BE SIGNED BY THOSE MEMBERS WHO FOR THE TIME BEING ARE ENTITLED TO ATTEND SUCH MEETINGS AFORESAID, UNLESS A RESOLUTION IS TO BE PROPOSED AT SUCH GENERAL MEETING (OR SUCH WRITTEN RESOLUTION AFORESAID IS PROPOSED) FOR ABROGATING OR DIRECTLY AND ADVERSELY VARYING ANY OF THE RIGHTS OR PRIVILEGES OF THE HOLDERS OF SUCH SHARES AS A CLASS IN WHICH EVENT EVERY MEMBER WHO IS PRESENT SHALL HAVE ONE VOTE FOR EVERY "A" ORDINARY SHARE HELD BY HIM OR IN THE ALTERNATIVE EACH SUCH MEMBER MAY SIGN SUCH WRITTEN RESOLUTION.

Class of Shares:	A	Number allotted	33857
	ORDINARY	Aggregate nominal value:	338.57
Currency:	GBP		

Prescribed particulars

AS REGARDS INCOME SUBJECT TO THE PROVISIONS OF THE ACT THE COMPANY MAY IN RESPECT OF EACH ACCOUNTING PERIOD BY ORDINARY RESOLUTION DECLARE AND PAY DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS AS SET OUT IN THIS CLAUSE 3.1 AND IN THE FOLLOWING ORDER OF PRIORITY BUT NO DIVIDENDS SO DECLARED IN ANY ACCOUNTING PERIOD SHALL IN AGGREGATE EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS: FIRST, (BEFORE APPLICATION OF ANY PROFITS TO RESERVE OR FOR ANY OTHER PURPOSE), IN AGGREGATE TO THE MEMBERS HOLDING ORDINARY SHARES, A PARTICIPATING DIVIDEND OF AN AMOUNT UP TO (BUT NOT EXCEEDING) TWENTY ONE AND A HALF PERCENT (21.5%) OF PBT IN THE RELEVANT ACCOUNTING PERIOD (AN "ORDINARY PREFERENTIAL DIVIDEND"); SECOND, IN AGGREGATE TO THE MEMBERS HOLDING "A" ORDINARY SHARES, A 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"); THIRDLY, TO THE MEMBERS HOLDING "B" SHARES A FIXED DIVIDEND OF £0.01 PENCE PER AS REGARDS CAPITAL ON A RETURN OF ASSETS WHETHER IN A WINDING-UP OR REDUCTION OF CAPITAL AND FOR THE PURPOSES OF DETERMINING ALLOCATION OF PROCEEDS PAYABLE TO THE MEMBERS OF THE COMPANY IN THE EVENT OF A CHANGE OF CONTROL OR OTHERWISE (EXCEPT IN THE CASE OF THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) AND FOR THE PURPOSES OF DETERMINING ALLOCATION OF PROCEEDS PAYABLE TO THE MEMBERS OF THE COMPANY IN THE EVENT OF A CHANGE OF CONTROL, THE ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS REMAINING AFTER PAYMENT OF ALL OTHER DEBTS AND LIABILITIES OF THE COMPANY AND OF THE COSTS CHARGES AND EXPENSES OF SUCH WINDING-UP SHALL BE APPLIED AS FOLLOWS: FIRST, IN PAYING TO THE HOLDERS OF THE "B" SHARES ANY AMOUNT OUTSTANDING PURSUANT TO THE JC OPTION AGREEMENT; SECOND, IN PAYING TO THE HOLDERS OF ORDINARY SHARES THE CAPITAL PAID UP ON THE ORDINARY SHARES; THIRD, IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES SUCH SUM AS SHALL EQUATE TO THE THRESHOLD AMOUNT; FOURTH, IN PAYING TO THE HOLDERS OF THE "A" ORDINARY SHARES THE CAPITAL PAID UP ON THE "A" ORDINARY SHARES AS REGARDS VOTING THE ORDINARY SHAREHOLDERS SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF ALL GENERAL MEETINGS OF THE COMPANY AND TO ATTEND AND TO VOTE THEREAT EITHER IN PERSON OR BY PROXY. ON A POLL EVERY MEMBER HOLDING AN ORDINARY SHARE SHALL HAVE ONE VOTE IN RESPECT OF EVERY SUCH ORDINARY SHARE OF WHICH HE IS THE HOLDER. THE "B" SHAREHOLDERS SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF ALL GENERAL MEETINGS OF THE COMPANY AND TO ATTEND THEREAT BUT SHALL HAVE NO RIGHT TO VOTE AT SUCH MEETINGS EITHER IN PERSON OR BY PROXY NOR TO VOTE BY WAY OF ANY WRITTEN RESOLUTION REQUIRED TO BE SIGNED BY THOSE MEMBERS WHO FOR THE TIME BEING ARE ENTITLED TO ATTEND SUCH MEETINGS. THE "A" ORDINARY SHAREHOLDERS SHALL NOT HAVE THE RIGHT TO RECEIVE NOTICE OF OR BE PRESENT OR VOTE EITHER BY PERSON OR BY PROXY AT ANY GENERAL MEETING OR TO VOTE BY WAY OF ANY WRITTEN RESOLUTION REQUIRED TO BE SIGNED BY THOSE MEMBERS WHO FOR THE TIME BEING ARE ENTITLED TO ATTEND SUCH MEETINGS AFORESAID, UNLESS A RESOLUTION IS TO BE PROPOSED AT SUCH GENERAL MEETING (OR SUCH WRITTEN RESOLUTION AFORESAID IS PROPOSED) FOR ABROGATING OR DIRECTLY AND

**ADVERSELY VARYING ANY OF THE RIGHTS OR PRIVILEGES OF THE HOLDERS OF SUCH SHARES AS A CLASS IN WHICH EVENT EVERY MEMBER WHO IS PRESENT SHALL HAVE ONE VOTE FOR EVERY "A" ORDINARY SHARE HELD BY HIM OR IN THE ALTERNATIVE EACH SUCH MEMBER MAY SIGN SUCH WRITTEN RESOLUTION.**

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>73748</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>73748</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**AS REGARDS INCOME SUBJECT TO THE PROVISIONS OF THE ACT THE COMPANY MAY IN RESPECT OF EACH ACCOUNTING PERIOD BY ORDINARY RESOLUTION DECLARE AND PAY DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS AS SET OUT IN THIS CLAUSE 3.1 AND IN THE FOLLOWING ORDER OF PRIORITY BUT NO DIVIDENDS SO DECLARED IN ANY ACCOUNTING PERIOD SHALL IN AGGREGATE EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS: FIRST, (BEFORE APPLICATION OF ANY PROFITS TO RESERVE OR FOR ANY OTHER PURPOSE), IN AGGREGATE TO THE MEMBERS HOLDING ORDINARY SHARES, A PARTICIPATING DIVIDEND OF AN AMOUNT UP TO (BUT NOT EXCEEDING) TWENTY ONE AND A HALF PERCENT (21.5%) OF PBT IN THE RELEVANT ACCOUNTING PERIOD (AN "ORDINARY PREFERENTIAL DIVIDEND"); SECOND, IN AGGREGATE TO THE MEMBERS HOLDING "A" ORDINARY SHARES, A 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"); THIRDLY, TO THE MEMBERS HOLDING "B" SHARES A FIXED DIVIDEND OF £0.01 PENCE PER AS REGARDS CAPITAL ON A RETURN OF ASSETS WHETHER IN A WINDING-UP OR REDUCTION OF CAPITAL AND FOR THE PURPOSES OF DETERMINING ALLOCATION OF PROCEEDS PAYABLE TO THE MEMBERS OF THE COMPANY IN THE EVENT OF A CHANGE OF CONTROL OR OTHERWISE (EXCEPT IN THE CASE OF THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) AND FOR THE PURPOSES OF DETERMINING ALLOCATION OF PROCEEDS PAYABLE TO THE MEMBERS OF THE COMPANY IN THE EVENT OF A CHANGE OF CONTROL, THE ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS REMAINING AFTER PAYMENT OF ALL OTHER DEBTS AND LIABILITIES OF THE COMPANY AND OF THE COSTS CHARGES AND EXPENSES OF SUCH WINDING-UP SHALL BE APPLIED AS FOLLOWS: FIRST, IN PAYING TO THE HOLDERS OF THE "B" SHARES ANY AMOUNT OUTSTANDING PURSUANT TO THE JC OPTION AGREEMENT;**

SECOND, IN PAYING TO THE HOLDERS OF ORDINARY SHARES THE CAPITAL PAID UP ON THE ORDINARY SHARES; THIRD, IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES SUCH SUM AS SHALL EQUATE TO THE THRESHOLD AMOUNT; FOURTH, IN PAYING TO THE HOLDERS OF THE "A" ORDINARY SHARES THE CAPITAL PAID UP ON THE "A" ORDINARY SHARES AS REGARDS VOTING THE ORDINARY SHAREHOLDERS SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF ALL GENERAL MEETINGS OF THE COMPANY AND TO ATTEND AND TO VOTE THEREAT EITHER IN PERSON OR BY PROXY. ON A POLL EVERY MEMBER HOLDING AN ORDINARY SHARE SHALL HAVE ONE VOTE IN RESPECT OF EVERY SUCH ORDINARY SHARE OF WHICH HE IS THE HOLDER. THE "B" SHAREHOLDERS SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF ALL GENERAL MEETINGS OF THE COMPANY AND TO ATTEND THEREAT BUT SHALL HAVE NO RIGHT TO VOTE AT SUCH MEETINGS EITHER IN PERSON OR BY PROXY NOR TO VOTE BY WAY OF ANY WRITTEN RESOLUTION REQUIRED TO BE SIGNED BY THOSE MEMBERS WHO FOR THE TIME BEING ARE ENTITLED TO ATTEND SUCH MEETINGS. THE "A" ORDINARY SHAREHOLDERS SHALL NOT HAVE THE RIGHT TO RECEIVE NOTICE OF OR BE PRESENT OR VOTE EITHER BY PERSON OR BY PROXY AT ANY GENERAL MEETING OR TO VOTE BY WAY OF ANY WRITTEN RESOLUTION REQUIRED TO BE SIGNED BY THOSE MEMBERS WHO FOR THE TIME BEING ARE ENTITLED TO ATTEND SUCH MEETINGS AFORESAID, UNLESS A RESOLUTION IS TO BE PROPOSED AT SUCH GENERAL MEETING (OR SUCH WRITTEN RESOLUTION AFORESAID IS PROPOSED) FOR ABROGATING OR DIRECTLY AND ADVERSELY VARYING ANY OF THE RIGHTS OR PRIVILEGES OF THE HOLDERS OF SUCH SHARES AS A CLASS IN WHICH EVENT EVERY MEMBER WHO IS PRESENT SHALL HAVE ONE VOTE FOR EVERY "A" ORDINARY SHARE HELD BY HIM OR IN THE ALTERNATIVE EACH SUCH MEMBER MAY SIGN SUCH WRITTEN RESOLUTION.

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**Statement of Capital (Totals)**

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Currency:	GBP	Total number of shares:	1497605
		Total aggregate nominal value:	1464086.57
		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:	<b>234090 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ANDREW GRAHAM</b>
Shareholding 2:	<b>0 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>IAN BROWN</b>
Shareholding 3:	<b>173500 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>TRUSTEES OF DAVID BROWN - 2011</b>
Shareholding 4:	<b>257590 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ROGER GRAHAM</b>
Shareholding 5:	<b>223500 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>IAN BROWN</b>
Shareholding 6:	<b>174180 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>TRUSTEES OF J M HAWORTH - SETTLEMENT</b>
Shareholding 7:	<b>140540 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>TRUSTEES OF ROGER GRAHAM - SETTLEMENT</b>
Shareholding 8:	<b>33857 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>MARK MCCAULEY</b>
Shareholding 9:	<b>0 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ANDREW GRAHAM</b>
Shareholding 10:	<b>86600 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>DAVID BROWN</b>
Shareholding 11:	<b>100000 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>D BROWN TRUSTEES OF D BROWN - TRUST</b>

Shareholding 12: **73748 B ORDINARY shares held as at the date of this confirmation statement**

Name: **JOHN CARTER**



## **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