



Companies House

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

## Confirmation Statement

Company Name: **WENTWORTH GROUP HOLDINGS LIMITED**

Company Number: **02271092**



Received for filing in Electronic Format on the: **16/09/2016**

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Company Name: **WENTWORTH GROUP HOLDINGS LIMITED**

Company Number: **02271092**

Confirmation **14/09/2016**

Statement date:

# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>6400</b>
	<b>A</b>	Aggregate nominal value:	<b>665600</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**(A) SUBJECT TO ANY RIGHTS OR RESTRICTIONS ATTACHED TO ANY SHARES, AND TO THE PROVISIONS OF THESE ARTICLES ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE, AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY 160 SHARES OF WHICH HE IS THE HOLDER EXCEPT THAT IMMEDIATELY UPON A CHANGE OF CONTROL LAS DEFINED IN ARTICLE 1(B) AND UNLESS PERSONS CONNECTED WITH CHELSFIELD PLC SHALL CEASE TO BE THE HOLDERS SO OF AT LEAST 51% OF THE ISSUED SHARE CAPITAL OF THE COMPANY IN ACCORDANCE WITH AND PURSUANT TO THE TERMS OF THESE ARTICLES AND THE INVESTMENT AGREEMENT, EACH A SHARES IN ISSUE SHALL UP TO THE END OF THE RELEVANT PERIOD AS DETERMINED BY ALL THE SHAREHOLDERS AND IF A SHAREHOLDERS HOLDING A MAJORITY IN NOMINAL VALUE OF THE A SHARES SHALL BY RESOLUTION PASSED AT A MEETING OF A SHAREHOLDERS OR BY WRITTEN RESOLUTION OF A MAJORITY OF THE A SHAREHOLDERS SO DECIDE HAVE SUCH NUMBER OF VOTES (WHICH NEED NOT BE A WHOLE NUMBER) ON A POLL AT A GENERAL MEETING OF THE COMPANY AS WOULD RESULT IN A MAJORITY OF THE A SHARES HAVING THE RIGHT TO CAST 51 PER CENT (AS NEARLY AS MAY BE OF THE VOTES CAST ON THAT POLL (B) FOR THE PURPOSES OF (A) ABOVE "CHANGE OF CONTROL" MEANS THE OCCURRENCE OF ANY ONE OF THE FOLLOWING EVENTS AT ANY TIME UP TO THE END OF THE RELEVANT PERIOD AS DETERMINED BY ALL THE SHAREHOLDERS (I) MR ELLIOTT BERNERD AND TRUSTS FOR MEMBERS OF HIS FAMILY CEASING TO HOLD DIRECTLY OR INDIRECTLY 30% OR MORE OF THE ISSUED SHARES CAPITAL (OR EQUIVALENT IN THE APPROPRIATE JURISDICTION) OF THE ULTIMATE HOLDING COMPANY OF CHELSFIELD PLC, OR (II) MR ELLIOTT BERNERD CEASING OTHER THAN BY REASON OF DEATH OR INCAPACITY CAUSED BY SERIOUS ACCIDENT OR ILLNESS TO BE A SUBSTANTIALLY FULL TIME EXECUTIVE OF CHELSFIELD PLC**

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>9600</b>
	<b>B</b>	Aggregate nominal value:	<b>998400</b>

Currency: **GBP**

Prescribed particulars

**(A) SUBJECT TO ANY RIGHTS OR RESTRICTIONS ATTACHED TO ANY SHARES, AND TO THE PROVISIONS OF THESE ARTICLES ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE, AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY 160 SHARES OF WHICH HE IS THE HOLDER EXCEPT THAT IMMEDIATELY UPON A CHANGE OF CONTROL LAS DEFINED IN ARTICLE 1(B) AND UNLESS PERSONS CONNECTED WITH CHELSFIELD PLC SHALL CEASE TO BE THE HOLDERS SO OF AT LEAST 51% OF THE ISSUED SHARE CAPITAL OF THE COMPANY IN ACCORDANCE WITH AND PURSUANT TO THE TERMS OF THESE ARTICLES AND THE INVESTMENT AGREEMENT, EACH A SHARES IN ISSUE SHALL UP TO THE END OF THE RELEVANT PERIOD AS DETERMINED BY ALL THE SHAREHOLDERS AND IF A SHAREHOLDERS HOLDING A MAJORITY IN NOMINAL VALUE OF THE A SHARES SHALL BY RESOLUTION PASSED AT A MEETING OF A SHAREHOLDERS OR BY WRITTEN RESOLUTION OF A MAJORITY OF THE A SHAREHOLDERS SO DECIDE HAVE SUCH NUMBER OF VOTES (WHICH NEED NOT BE A WHOLE NUMBER) ON A POLL AT A GENERAL MEETING OF THE COMPANY AS WOULD RESULT IN A MAJORITY OF THE A SHARES HAVING THE RIGHT TO CAST 51 PER CENT (AS NEARLY AS MAY BE OF THE VOTES CAST ON THAT POLL (B) FOR THE PURPOSES OF (A) ABOVE "CHANGE OF CONTROL" MEANS THE OCCURRENCE OF ANY ONE OF THE FOLLOWING EVENTS AT ANY TIME UP TO THE END OF THE RELEVANT PERIOD AS DETERMINED BY ALL THE SHAREHOLDERS (I) MR ELLIOTT BERNERD AND TRUSTS FOR MEMBERS OF HIS FAMILY CEASING TO HOLD DIRECTLY OR INDIRECTLY 30% OR MORE OF THE ISSUED SHARES CAPITAL (OR EQUIVALENT IN THE APPROPRIATE JURISDICTION) OF THE ULTIMATE HOLDING COMPANY OF CHELSFIELD PLC, OR (II) MR ELLIOTT BERNERD CEASING OTHER THAN BY REASON OF DEATH OR INCAPACITY CAUSED BY SERIOUS ACCIDENT OR ILLNESS TO BE A SUBSTANTIALLY FULL TIME EXECUTIVE OF CHELSFIELD PLC**

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**Statement of Capital (Totals)**

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Currency:	<b>GBP</b>	Total number of shares:	<b>16000</b>
		Total aggregate nominal value:	<b>1664000</b>

Total aggregate amount           **0**  
unpaid:

# Persons with Significant Control (PSC)

## PSC notifications

### Notification Details

Date of becoming a registrable RLE: **06/04/2016**

Name: **WGA (UK) HOLDINGS LIMITED**

Registered or Principal Office Address: **31 HILL STREET  
LONDON  
ENGLAND  
W1J 5LS**

Legal Form: **PRIVATE LIMITED COMPANY**

Governing Law: **ENGLISH LAW**

Register: **COMPANIES HOUSE**

Country/state of register: **ENGLAND & WALES**

Registration Number: **05455442**

### Nature of control

The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.

The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

## Notification Details

Date of becoming a registrable RLE: **06/04/2016**

Name: **CHELSEFIELD PARTICIPATIONS LIMITED**

Registered or Principal Office Address: **31 HILL STREET  
LONDON  
ENGLAND  
W1J 5LS**

Legal Form: **PRIVATE LIMITED COMPANY**

Governing Law: **ENGLISH LAW**

Register: **COMPANIES HOUSE**

Country/state of register: **ENGLAND & WALES**

Registration Number: **02271790**

## Nature of control

The relevant legal entity holds, directly or indirectly, more than 50% but less than 75% of the shares in the company.

The relevant legal entity holds, directly or indirectly, more than 50% but less than 75% of the voting rights in 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