



Confirmation Statement

Company Name: **SAFETY MEDIA LTD**

Company Number: **03124807**



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Company Name: **SAFETY MEDIA LTD**

Company Number: **03124807**

Confirmation **21/04/2017**

Statement date:

Statement of Capital (Share Capital)

| | | | |
|-------------------------|-----------------|--------------------------|--------------|
| Class of Shares: | A | Number allotted | 19000 |
| | ORDINARY | Aggregate nominal value: | 950 |
| | SHARES | | |

Currency: **GBP**

Prescribed particulars

1. THE A ORDINARY SHARES ENTITLE THEIR HOLDERS TO ATTEND, SPEAK AT AND RECEIVE NOTICE OF ALL GENERAL MEETINGS OF THE COMPANY BUT DO NOT ENTITLE THEIR HOLDERS TO VOTE AT SUCH GENERAL MEETINGS NOR TO EXERCISE VOTING RIGHTS IN RESPECT OF ANY WRITTEN RESOLUTION OF THE COMPANY. 2. THE COMPANY MAY BY ORDINARY RESOLUTION DECLARE DIVIDENDS AND THE DIRECTORS MAY DECIDE TO PAY INTERIM DIVIDENDS. A DIVIDEND MUST NOT BE DECLARED UNLESS THE DIRECTORS HAVE MADE A RECOMMENDATION AS TO ITS AMOUNT AND MUST NOT EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. NO DIVIDEND MAY BE DECLARED OR PAID IN RESPECT OF THE A ORDINARY SHARES AND/OR THE B ORDINARY SHARES UNLESS THE AMOUNT OF ANY SUCH DIVIDEND IS PAID AS TO FIFTY PER CENT (50%) TO THE HOLDERS OF THE A ORDINARY SHARES AND AS TO FIFTY PER CENT (50%) TO THE HOLDERS OF THE B ORDINARY SHARES, TO BE DISTRIBUTED PRO RATA AS BETWEEN SUCH HOLDERS AS TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES AND B ORDINARY SHARES. SUBJECT TO THE ABOVE, THE MEMBERS MAY DECLARE OR, AS THE CASE MAY BE, THE DIRECTORS MAY PAY, A DIVIDEND IN RESPECT OF ANY CLASS OF SHARES, EITHER INDEPENDENTLY OR TOGETHER WITH ANY CLASS(ES) OF SHARES. UNLESS THE MEMBERS' RESOLUTION TO DECLARE OR DIRECTORS' DECISION TO PAY A DIVIDEND IN RESPECT OF ANY CLASS OR THE TERMS ON WHICH SHARES ARE ISSUED SPECIFY OTHERWISE, ANY DIVIDEND MUST BE PAID BY REFERENCE TO EACH MEMBER'S HOLDING OF SHARES OF THAT CLASS ON THE DATE OF THAT RESOLUTION OR DECISION TO DECLARE OR PAY IT. 3. ON A RETURN OF CAPITAL, WHETHER ON LIQUIDATION OR OTHERWISE (OTHER THAN A REDEMPTION OR PURCHASE OF SHARES MADE IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS IF THEY WERE THE PROCEEDS FROM A SALE OF THE COMPANY. ON A SALE OF THE COMPANY, THE PROCEEDS (PROCEEDS) SHALL BE PAID BY ALL MEMBERS INTO A JOINT ACCOUNT AT SUCH BRANCH OF SUCH UNITED KINGDOM CLEARING BANK AS MAY BE NOMINATED BY THE DIRECTORS IMMEDIATELY PRIOR TO THE SALE AND THE PROCEEDS SHALL BE ALLOCATED AND PAID OUT AS

FOLLOWS: (A) FIRST, IN PAYING AN AMOUNT EQUAL TO £1,540,000 (TARGET VALUE) TO THE HOLDERS OF THE A ORDINARY SHARES PRO-RATA AS BETWEEN SUCH HOLDERS TO THEIR RESPECTIVE HOLDINGS OF SUCH SHARES; AND (B) NEXT, IN PAYING THE BALANCE OF THE PROCEEDS (IF ANY) TO THE HOLDERS OF THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THE B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARES AND PRO-RATA AS BETWEEN SUCH HOLDERS TO THEIR RESPECTIVE HOLDINGS OF SHARES). FOR THE AVOIDANCE OF DOUBT, WHERE THE PROCEEDS ARE EQUAL TO OR LESS THAN THE TARGET VALUE, THE ENTIRE PROCEEDS SHALL BE PAID TO THE HOLDERS OF THE A ORDINARY SHARES IN ACCORDANCE WITH PARAGRAPH 3(A) ABOVE. 4. THE A ORDINARY SHARES ARE NOT REDEEMABLE SHARES.

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|------------------|----------|--------------------------|-------|
| Class of Shares: | B | Number allotted | 19000 |
| | ORDINARY | Aggregate nominal value: | 950 |
| | SHARES | | |

Currency: GBP

Prescribed particulars

1. EXCEPT WHERE PROVISION IS MADE TO THE CONTRARY, EACH HOLDER OF B ORDINARY SHARES FROM TIME TO TIME SHALL BE ENTITLED TO RECEIVE NOTICE OF, ATTEND, SPEAK AND VOTE AT A GENERAL MEETING OF THE COMPANY. ON A SHOW OF HANDS, EACH HOLDER OF B ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (UNLESS THE REPRESENTATIVE IS HIMSELF A MEMBER, IN WHICH CASE HE SHALL HAVE MORE THAN ONE VOTE) HAS ONE VOTE. ON A POLL, EACH HOLDER OF B ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE FOR EVERY B ORDINARY SHARE HE HOLDS. 2. THE COMPANY MAY BY ORDINARY RESOLUTION DECLARE DIVIDENDS AND THE DIRECTORS MAY DECIDE TO PAY INTERIM DIVIDENDS. A DIVIDEND MUST NOT BE DECLARED UNLESS THE DIRECTORS HAVE MADE A RECOMMENDATION AS TO ITS AMOUNT AND MUST NOT EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. NO DIVIDEND MAY BE DECLARED OR PAID IN RESPECT OF THE A ORDINARY SHARES AND/OR THE B ORDINARY SHARES UNLESS THE AMOUNT OF ANY SUCH DIVIDEND IS PAID AS TO FIFTY PER CENT (50%) TO THE HOLDERS OF THE A ORDINARY SHARES AND AS TO FIFTY PER CENT (50%) TO THE HOLDERS OF THE B ORDINARY SHARES, TO BE DISTRIBUTED PRO RATA AS BETWEEN SUCH HOLDERS AS TO THEIR RESPECTIVE HOLDINGS OF A

ORDINARY SHARES AND B ORDINARY SHARES. UNLESS THE MEMBERS' RESOLUTION TO DECLARE OR DIRECTORS' DECISION TO PAY A DIVIDEND IN RESPECT OF ANY CLASS OR THE TERMS ON WHICH SHARES ARE ISSUED SPECIFY OTHERWISE, ANY DIVIDEND MUST BE PAID BY REFERENCE TO EACH MEMBER'S HOLDING OF SHARES OF THAT CLASS ON THE DATE OF THAT RESOLUTION OR DECISION TO DECLARE OR PAY IT.

3. ON A RETURN OF CAPITAL, WHETHER ON LIQUIDATION OR OTHERWISE (OTHER THAN A REDEMPTION OR PURCHASE OF SHARES MADE IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS IF THEY WERE THE PROCEEDS FROM A SALE OF THE COMPANY. ON A SALE OF THE COMPANY, THE PROCEEDS (PROCEEDS) SHALL BE PAID BY ALL MEMBERS INTO A JOINT ACCOUNT AT SUCH BRANCH OF SUCH UNITED KINGDOM CLEARING BANK AS MAY BE NOMINATED BY THE DIRECTORS IMMEDIATELY PRIOR TO THE SALE AND THE PROCEEDS SHALL BE ALLOCATED AND PAID OUT AS FOLLOWS: (A) FIRST, IN PAYING AN AMOUNT EQUAL TO £1,540,000 (TARGET VALUE) TO THE HOLDERS OF THE A ORDINARY SHARES PRO-RATA AS BETWEEN SUCH HOLDERS TO THEIR RESPECTIVE HOLDINGS OF SUCH SHARES; AND (B) NEXT, IN PAYING THE BALANCE OF THE PROCEEDS (IF ANY) TO THE HOLDERS OF THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THE B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARES AND PRO-RATA AS BETWEEN SUCH HOLDERS TO THEIR RESPECTIVE HOLDINGS OF SHARES). FOR THE AVOIDANCE OF DOUBT, WHERE THE PROCEEDS ARE EQUAL TO OR LESS THAN THE TARGET VALUE, THE ENTIRE PROCEEDS SHALL BE PAID TO THE HOLDERS OF THE A ORDINARY SHARES IN ACCORDANCE WITH PARAGRAPH 3(A) ABOVE. 4. THE B ORDINARY SHARES ARE NOT REDEEMABLE SHARES.

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| Class of Shares: | C | Number allotted | 2000 |
| | ORDINARY | Aggregate nominal value: | 100 |
| | SHARES | | |

Currency: GBP

Prescribed particulars

1. EXCEPT WHERE PROVISION IS MADE TO THE CONTRARY, EACH HOLDER OF C ORDINARY SHARES FROM TIME TO TIME SHALL BE ENTITLED TO RECEIVE NOTICE OF, ATTEND, SPEAK AND VOTE AT A GENERAL MEETING OF THE COMPANY. ON A SHOW OF HANDS, EACH HOLDER OF C ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE (UNLESS THE REPRESENTATIVE IS HIMSELF A MEMBER, IN WHICH

CASE HE SHALL HAVE MORE THAN ONE VOTE) HAS ONE VOTE. ON A POLL, EACH HOLDER OF C ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL HAVE ONE VOTE FOR EVERY C ORDINARY SHARE HE HOLDS. 2. THE COMPANY MAY BY ORDINARY RESOLUTION DECLARE DIVIDENDS AND THE DIRECTORS MAY DECIDE TO PAY INTERIM DIVIDENDS. A DIVIDEND MUST NOT BE DECLARED UNLESS THE DIRECTORS HAVE MADE A RECOMMENDATION AS TO ITS AMOUNT AND MUST NOT EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. NO DIVIDEND MAY BE DECLARED OR PAID IN RESPECT OF THE A ORDINARY SHARES AND/OR THE B ORDINARY SHARES UNLESS THE AMOUNT OF ANY SUCH DIVIDEND IS PAID AS TO FIFTY PER CENT (50%) TO THE HOLDERS OF THE A ORDINARY SHARES AND AS TO FIFTY PER CENT (50%) TO THE HOLDERS OF THE B ORDINARY SHARES, TO BE DISTRIBUTED PRO RATA AS BETWEEN SUCH HOLDERS AS TO THEIR RESPECTIVE HOLDINGS OF A ORDINARY SHARES AND B ORDINARY SHARES. UNLESS THE MEMBERS' RESOLUTION TO DECLARE OR DIRECTORS' DECISION TO PAY A DIVIDEND IN RESPECT OF ANY CLASS OR THE TERMS ON WHICH SHARES ARE ISSUED SPECIFY OTHERWISE, ANY DIVIDEND MUST BE PAID BY REFERENCE TO EACH MEMBER'S HOLDING OF SHARES OF THAT CLASS ON THE DATE OF THAT RESOLUTION OR DECISION TO DECLARE OR PAY IT. 3. ON A RETURN OF CAPITAL, WHETHER ON LIQUIDATION OR OTHERWISE (OTHER THAN A REDEMPTION OR PURCHASE OF SHARES MADE IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS IF THEY WERE THE PROCEEDS FROM A SALE OF THE COMPANY. ON A SALE OF THE COMPANY, THE PROCEEDS (PROCEEDS) SHALL BE PAID BY ALL MEMBERS INTO A JOINT ACCOUNT AT SUCH BRANCH OF SUCH UNITED KINGDOM CLEARING BANK AS MAY BE NOMINATED BY THE DIRECTORS IMMEDIATELY PRIOR TO THE SALE AND THE PROCEEDS SHALL BE ALLOCATED AND PAID OUT AS FOLLOWS: (A) FIRST, IN PAYING AN AMOUNT EQUAL TO £1,540,000 (TARGET VALUE) TO THE HOLDERS OF THE A ORDINARY SHARES PRO-RATA AS BETWEEN SUCH HOLDERS TO THEIR RESPECTIVE HOLDINGS OF SUCH SHARES; AND (B) NEXT, IN PAYING THE BALANCE OF THE PROCEEDS (IF ANY) TO THE HOLDERS OF THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THE B ORDINARY SHARES AND THE C ORDINARY SHARES CONSTITUTED ONE CLASS OF SHARES AND PRO-RATA AS BETWEEN SUCH HOLDERS TO THEIR RESPECTIVE HOLDINGS OF SHARES). FOR THE AVOIDANCE OF DOUBT, WHERE THE PROCEEDS ARE EQUAL TO OR LESS THAN THE TARGET VALUE, THE ENTIRE PROCEEDS SHALL BE PAID

TO THE HOLDERS OF THE A ORDINARY SHARES IN ACCORDANCE WITH PARAGRAPH 3(A) ABOVE. 4. THE C ORDINARY SHARES ARE NOT REDEEMABLE SHARES.

Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|--------------|
| Currency: | GBP | Total number of shares: | 40000 |
| | | Total aggregate nominal value: | 2000 |
| | | Total aggregate amount unpaid: | 0 |

Persons with Significant Control (PSC)

PSC notifications

Notification Details

Date that person became **06/04/2016**
registrable:

Name: **MR WILLIAM SHERBROOKE ROBERTS**

Service address recorded as Company's registered office

Country/State Usually **WALES**
Resident:

Date of Birth: ****/05/1944**

Nationality: **BRITISH**

Nature of control

The person holds, directly or indirectly, 75% or more of the shares 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