



Companies House

AR01 (ef)

Annual Return



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Company Name: **BRASSERIE BAR CO LIMITED**

Company Number: **05699494**

Date of this return: **06/02/2015**

SIC codes: **56101**
70100

Company Type: **Private company limited by shares**

Situation of Registered Office: **106-108 HIGH STREET**
TEDDINGTON
MIDDLESEX
TW11 8JD

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MR MARK ANTHONY**

Surname: **PRIEST**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): **MR JEREMY**

Surname: **BROWN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **05/08/1966** Nationality: **BRITISH**
Occupation: **DIRECTOR**

Company Director **2**

Type: **Person**

Full forename(s): **MRS KATHRYN**

Surname: **COURY**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **03/12/1964**

Nationality: **ENGLISH**

Occupation: **DIRECTOR**

Company Director **3**

Type: **Person**
Full forename(s): **MR MARK**

Surname: **DERRY**

Former names:

Service Address: **2 BROOK GARDENS**
 BARNES
 LONDON
 SW13 0LY

Country/State Usually Resident: **ENGLAND**

Date of Birth: **07/06/1960** *Nationality:* **BRITISH**
Occupation: **DIRECTOR**

Company Director 4

Type: **Person**

Full forename(s): **MR IAN**

Surname: **EDWARD**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **13/09/1959**

Nationality: **BRITISH**

Occupation: **NONE**

Company Director **5**

Type: **Person**

Full forename(s): **MR STEPHEN PETER**

Surname: **EDWARDS**

Former names:

Service Address: **THE GRANGE
LAMBERHURST QUARTER
TUNBRIDGE WELLS
KENT
TN3 8AN**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **27/04/1964** *Nationality:* **BRITISH**

Occupation: **VENTURE CAPITALIST**

Company Director **6**

Type: **Person**
Full forename(s): **MR CLIVE ANDREW**

Surname: **FRETWELL**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **16/09/1961** *Nationality:* **ENGLISH**

Occupation: **DIRECTOR**

Company Director 7

Type: **Person**

Full forename(s): **MR IAN ROBERT HOWARD**

Surname: **GLYN**

Former names:

Service Address: **THE INNOCENTS
BERRICK SALOME
OXFORDSHIRE
OX10 6JR**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **14/02/1951**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Company Director 8

Type: **Person**
Full forename(s): **MR RORY**

Surname: **MARTHINUSEN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **03/10/1969**

Nationality: **SOUTH AFRICAN**

Occupation: **DIRECTOR**

Company Director 9

Type: **Person**
Full forename(s): **MS HELEN LOUISE**

Surname: **MELVIN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **02/07/1968**

Nationality: **BRITISH**

Occupation: **ACCOUNTANT**

Statement of Capital (Share Capital)

Class of shares	ORDINARY A	<i>Number allotted</i>	5519394
		<i>Aggregate nominal value</i>	5519394
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1.1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

2.2 THE RIGHTS ATTACHING TO THE A ORDINARY SHARES AND THE C ORDINARY SHARES ARE AS FOLLOWS: 2.2.1 THE A ORDINARY SHARES AND THE C ORDINARY SHARES WILL RANK EQUALLY AS IF THEY CONSTITUTED ONE CLASS OF SHARE. A SHARE OF EITHER CLASS WILL ENTITLE THE HOLDER: 2.2.1.1 TO ATTEND AND VOTE AT A GENERAL MEETING OF THE COMPANY; AND 2.2.1.2 TO EXERCISE ONE VOTE PER SHARE HELD ON A POLL VOTE. 2.2.2 ANY DIVIDEND DECLARED, DISTRIBUTION MADE WILL (EXCEPT AS VARIED BY ARTICLE 2.4), AS BETWEEN THE A ORDINARY SHARES AND THE C ORDINARY SHARES, BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND THE C ORDINARY SHARES AS THOUGH THEY CONSTITUTED ONE CLASS ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER. 2.2.3 ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS WILL (SUBJECT TO ARTICLE 2.3), AS BETWEEN THE A ORDINARY SHARES AND THE C ORDINARY SHARES, BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND THE C ORDINARY SHARES AS THOUGH THEY CONSTITUTED ONE CLASS ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER.

Class of shares	ORDINARY B	<i>Number allotted</i>	1000000
		<i>Aggregate nominal value</i>	1000
<i>Currency</i>	GBP	<i>Amount paid</i>	0.001
		<i>Amount unpaid</i>	0

Prescribed particulars

2.3 THE RIGHTS ATTACHING TO THE B ORDINARY SHARES ARE AS FOLLOWS: 2.3.1 ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE DISTRIBUTED: 2.3.1.1 WHERE THE PROCEEDS OF SUCH RETURN OF CAPITAL ARE LESS THAN THE EXIT THRESHOLD, IN PAYING THE HOLDERS OF A ORDINARY SHARES AND C ORDINARY SHARES IN ACCORDANCE WITH ARTICLE 2.2.3; OR 2.3.1.2 WHERE THE PROCEEDS OF SUCH RETURN OF CAPITAL ARE GREATER THAN THE EXIT THRESHOLD, IN PAYING THE HOLDERS OF THE B ORDINARY SHARES THE B SHARE PERCENTAGE OF THE PROCEEDS (WITH THE REMAINDER OF THE PROCEEDS BEING PAID TO THE HOLDERS OF A ORDINARY SHARES AND C ORDINARY SHARES IN ACCORDANCE WITH ARTICLE 2.2.3); 2.3.2 THE RIGHTS ATTACHING TO THE B ORDINARY SHARES SET OUT IN ARTICLE 8.5 ARE SUSPENDED UNTIL SUCH TIME AS THERE IS AN EXIT AND SUCH EXIT PROCEEDS ARE EQUAL TO OR MORE THAN THE EXIT THRESHOLD; 2.3.3 THE B SHARE PERCENTAGE IS CALCULATED AS FOLLOWS: $B \text{ SHARE PERCENTAGE} = 28 \times (8 \times (Z / 6,800,000))$ WHERE: Z = THE AMOUNT RAISED BY THE COMPANY PURSUANT TO THE FUND RAISING (BEING THE NUMBER OF UNITS ISSUED MULTIPLIED BY £7.90); 2.3.4 THE EXIT THRESHOLD IS CALCULATED AS FOLLOWS: $\text{EXIT THRESHOLD} = (£2,602,331 / Q) \times 100$ WHERE: Q = ORIGINAL INDIVIDUAL SHAREHOLDER PERCENTAGE; 2.3.5 THE ORIGINAL INDIVIDUAL SHAREHOLDER PERCENTAGE IS CALCULATED AS FOLLOWS: $\text{OISP} = (2,365,755 / (5,519,394 + R)) \times (100 \div S)$ WHERE: R = THE NUMBER OF C ORDINARY SHARES ISSUED PURSUANT TO THE FUND RAISING S = THE B SHARE PERCENTAGE OISP = THE ORIGINAL INDIVIDUAL SHAREHOLDER PERCENTAGE; 2.3.6 THE COMPANY WILL, WITHIN 30 BUSINESS DAYS OF THE ADOPTION OF THESE ARTICLES WRITE TO SHAREHOLDERS INFORMING THEM OF THE B SHARE PERCENTAGE AND THE EXIT THRESHOLD.

Class of shares	ORDINARY C	<i>Number allotted</i>	2040084
		<i>Aggregate nominal value</i>	20400.84
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.1975
		<i>Amount unpaid per share</i>	0

Prescribed particulars

2.2 THE RIGHTS ATTACHING TO THE A ORDINARY SHARES AND THE C ORDINARY SHARES ARE AS FOLLOWS: 2.2.1 THE A ORDINARY SHARES AND THE C ORDINARY SHARES WILL RANK EQUALLY AS IF THEY CONSTITUTED ONE CLASS OF SHARE. A SHARE OF EITHER CLASS WILL ENTITLE THE HOLDER: 2.2.1.1 TO ATTEND AND VOTE AT A GENERAL MEETING OF THE COMPANY; AND 2.2.1.2 TO EXERCISE ONE VOTE PER SHARE HELD ON A POLL VOTE. 2.2.2 ANY DIVIDEND DECLARED, DISTRIBUTION MADE WILL (EXCEPT AS VARIED BY ARTICLE 2.4), AS BETWEEN THE A ORDINARY SHARES AND THE C ORDINARY SHARES, BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND THE C ORDINARY SHARES AS THOUGH THEY CONSTITUTED ONE CLASS ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER. 2.2.3 ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS WILL (SUBJECT TO ARTICLE 2.3), AS BETWEEN THE A ORDINARY SHARES AND THE C ORDINARY SHARES, BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND THE C ORDINARY SHARES AS THOUGH THEY CONSTITUTED ONE CLASS ACCORDING TO THE NUMBER OF SHARES HELD BY EACH HOLDER.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	8559478
		<i>Total aggregate nominal value</i>	5540794.84

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 06/02/2015 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

<i>Shareholding 1</i>	: 5519394 ORDINARY A shares held as at the date of this return
<i>Name:</i>	ABRIAND LIMITED
<i>Shareholding 2</i>	: 1000000 ORDINARY B shares held as at the date of this return
<i>Name:</i>	ABRIAND LIMITED
<i>Shareholding 3</i>	: 2040084 ORDINARY C shares held as at the date of this return
<i>Name:</i>	ABRIAND LIMITED

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.