



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **SEROCOR HOLDINGS LIMITED**

Company Number: **06254182**



X86HLCN6

Received for filing in Electronic Format on the: **29/05/2019**

Company Name: **SEROCOR HOLDINGS LIMITED**

Company Number: **06254182**

Confirmation **21/05/2019**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	10200000
	ORDINARY	Aggregate nominal value:	102000
Currency:	GBP		

Prescribed particulars

VOTING RIGHTS THE A ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS. ON A SHOW OF HANDS, EACH MEMBER HAS ONE VOTE. ON A POLL, EACH MEMBER HAS ONE VOTE IN RESPECT OF EACH SHARE HELD. DIVIDEND RIGHTS THE A ORDINARY SHARES HAVE ATTACHED TO THEM FULL DIVIDEND RIGHTS IN PROPORTION TO THE NUMBER OF SHARES HELD. CAPITAL DISTRIBUTION RIGHTS ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (EXCEPT UPON THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST ITS MEMBERS AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PAN PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE) IN PROPORTION TO THE NUMBER OF SHARES HELD BY EACH OF THEM RESPECTIVELY AN AGGREGATE AMOUNT EQUAL TO THE EXIT PBT MULTIPLE (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES")) MULTIPLIED BY THE THRESHOLD PBT (AS DEFINED IN THE ARTICLES); (B) SECOND, IN PAYING TO THE HOLDERS OF THE D ORDINARY SHARES AN AGGREGATE AMOUNT EQUAL TO 10% OF THE PRODUCT OF MULTIPLYING THE EXIT PBT MULTIPLE (AS DEFINED IN THE ARTICLES) BY AN AMOUNT EQUAL TO THE EXIT PBT (AS DEFINED IN THE ARTICLES) MINUS THE THRESHOLD PBT; (C) THIRD, IN PAYING TO THE HOLDERS OF ANY DEFERRED SHARES THE SUM OF £1 IN AGGREGATE; AND (D) FOURTH, IN PAYING THE BALANCE TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PAN PASSU AS IF THEY CONSTITUTE ONE CLASS OF SHARE). REDEMPTION RIGHTS THE A ORDINARY SHARES HAVE ATTACHED TO THEM NO RIGHTS OF REDEMPTION.

Class of Shares:	B	Number allotted	4699992
	ORDINARY	Aggregate nominal value:	46999.92
Currency:	GBP		

Prescribed particulars

VOTING RIGHTS THE B ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS SAVE FOR HAVING NO RIGHT TO VOTE ON THE APPOINTMENT OR REMOVAL OF A DIRECTOR APPOINTED BY THE HOLDERS OF A ORDINARY SHARES PURSUANT TO ARTICLE 13 OF THE COMPANY’S ARTICLES OF ASSOCIATION (THE “ARTICLES”). ON A SHOW OF HANDS, EACH MEMBER HAS ONE VOTE. ON A POLL, EACH MEMBER HAS ONE VOTE IN RESPECT OF EACH SHARE HELD. DIVIDEND RIGHTS THE B ORDINARY SHARES HAVE ATTACHED TO THEM FULL DIVIDEND RIGHTS IN PROPORTION TO THE NUMBER OF SHARES HELD. CAPITAL DISTRIBUTION RIGHTS ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (EXCEPT UPON THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST ITS MEMBERS AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE) IN PROPORTION TO THE NUMBER OF SHARES HELD BY EACH OF THEM RESPECTIVELY AN AGGREGATE AMOUNT EQUAL TO THE EXIT PBT MULTIPLE (AS DEFINED IN THE ARTICLES) MULTIPLIED BY THE THRESHOLD PBT (AS DEFINED IN THE ARTICLES); (B) SECOND, IN PAYING TO THE HOLDERS OF THE D ORDINARY SHARES AN AGGREGATE AMOUNT EQUAL TO 10% OF THE PRODUCT OF MULTIPLYING THE EXIT PBT MULTIPLE (AS DEFINED IN THE ARTICLES) BY AN AMOUNT EQUAL TO THE EXIT PBT (AS DEFINED IN THE ARTICLES) MINUS THE THRESHOLD PBT; (C) THIRD, IN PAYING TO THE HOLDERS OF ANY DEFERRED SHARES THE SUM OF £1 IN AGGREGATE; AND (D) FOURTH, IN PAYING THE BALANCE TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THEY CONSTITUTE ONE CLASS OF SHARE). REDEMPTION RIGHTS THE B ORDINARY SHARES HAVE ATTACHED TO THEM NO RIGHTS OF REDEMPTION.

Class of Shares:	B	Number allotted	182624
	ORDINARY	Aggregate nominal value:	1826.24
Currency:	GBP		

Prescribed particulars

VOTING RIGHTS THE B ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS SAVE FOR HAVING NO RIGHT TO VOTE ON THE APPOINTMENT OR REMOVAL OF A DIRECTOR APPOINTED BY THE HOLDERS OF A ORDINARY SHARES PURSUANT TO ARTICLE 13 OF THE COMPANY’S ARTICLES OF ASSOCIATION (THE “ARTICLES”). ON

A SHOW OF HANDS, EACH MEMBER HAS ONE VOTE. ON A POLL, EACH MEMBER HAS ONE VOTE IN RESPECT OF EACH SHARE HELD. DIVIDEND RIGHTS THE B ORDINARY SHARES HAVE ATTACHED TO THEM FULL DIVIDEND RIGHTS IN PROPORTION TO THE NUMBER OF SHARES HELD. CAPITAL DISTRIBUTION RIGHTS ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (EXCEPT UPON THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST ITS MEMBERS AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE) IN PROPORTION TO THE NUMBER OF SHARES HELD BY EACH OF THEM RESPECTIVELY AN AGGREGATE AMOUNT EQUAL TO THE EXIT PBT MULTIPLE (AS DEFINED IN THE ARTICLES) MULTIPLIED BY THE THRESHOLD PBT (AS DEFINED IN THE ARTICLES)^ - ■ (B) SECOND, IN PAYING TO THE HOLDERS OF THE D ORDINARY SHARES AN AGGREGATE AMOUNT EQUAL TO 10% OF THE PRODUCT OF MULTIPLYING THE EXIT PBT MULTIPLE (AS DEFINED IN THE ARTICLES) BY AN AMOUNT EQUAL TO THE EXIT PBT (AS DEFINED IN THE ARTICLES) MINUS THE THRESHOLD PBT; (C) THIRD, IN PAYING TO THE HOLDERS OF ANY DEFERRED SHARES THE SUM OF £1 IN AGGREGATE; AND (D) FOURTH, IN PAYING THE BALANCE TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THEY CONSTITUTE ONE CLASS OF SHARE). REDEMPTION RIGHTS THE B ORDINARY SHARES HAVE ATTACHED TO THEM NO RIGHTS OF REDEMPTION.

Class of Shares:	C	Number allotted	549250
	ORDINARY	Aggregate nominal value:	5492.5
Currency:	GBP		

Prescribed particulars

VOTING RIGHTS THE C ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS - SAVE FOR HAVING NO RIGHT TO VOTE ON THE APPOINTMENT OR REMOVAL OF A DIRECTOR APPOINTED BY THE HOLDERS OF A ORDINARY SHARES PURSUANT TO ARTICLE 13 OF THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES"). ON A SHOW OF HANDS, EACH MEMBER HAS ONE VOTE. ON A POLL, EACH MEMBER HAS ONE VOTE IN RESPECT OF EACH SHARE HELD. DIVIDEND RIGHTS THE C ORDINARY SHARES HAVE ATTACHED TO THEM FULL DIVIDEND RIGHTS IN PROPORTION TO THE NUMBER OF SHARES HELD. CAPITAL DISTRIBUTION RIGHTS ON A RETURN OF

ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (EXCEPT UPON THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST ITS MEMBERS AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE) IN PROPORTION TO THE NUMBER OF SHARES HELD BY EACH OF THEM RESPECTIVELY AN AGGREGATE AMOUNT EQUAL TO THE EXIT PBT MULTIPLE (AS DEFINED IN THE ARTICLES) MULTIPLIED BY THE THRESHOLD PBT (AS DEFINED IN THE ARTICLES); (B) SECOND, IN PAYING TO THE HOLDERS OF THE D ORDINARY SHARES AN AGGREGATE AMOUNT EQUAL TO 10% OF THE PRODUCT OF MULTIPLYING THE EXIT PBT MULTIPLE (AS DEFINED IN THE ARTICLES) BY AN AMOUNT EQUAL TO THE EXIT PBT (AS DEFINED IN THE ARTICLES) MINUS THE THRESHOLD PBT; (C) THIRD, IN PAYING TO THE HOLDERS OF ANY DEFERRED SHARES THE SUM OF £1 IN AGGREGATE; AND (D) FOURTH, IN PAYING THE BALANCE TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THEY CONSTITUTE ONE CLASS OF SHARE). REDEMPTION RIGHTS THE C ORDINARY SHARES HAVE ATTACHED TO THEM NO RIGHTS OF REDEMPTION.

Class of Shares:	C	Number allotted	200000
	ORDINARY	Aggregate nominal value:	2000
Currency:	GBP		

Prescribed particulars

VOTING RIGHTS THE C ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS SAVE FOR HAVING NO RIGHT TO VOTE ON THE APPOINTMENT OR REMOVAL OF A DIRECTOR APPOINTED BY THE HOLDERS OF A ORDINARY SHARES PURSUANT TO ARTICLE 13 OF THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES"). ON A SHOW OF HANDS, EACH MEMBER HAS ONE VOTE. ON A POLL, EACH MEMBER HAS ONE VOTE IN RESPECT OF EACH SHARE HELD. DIVIDEND RIGHTS THE C ORDINARY SHARES HAVE ATTACHED TO THEM FULL DIVIDEND RIGHTS IN PROPORTION TO THE NUMBER OF SHARES HELD. CAPITAL DISTRIBUTION RIGHTS ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (EXCEPT UPON THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST ITS MEMBERS AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE

FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE) IN PROPORTION TO THE NUMBER OF SHARES HELD BY EACH OF THEM RESPECTIVELY AN AGGREGATE AMOUNT EQUAL TO THE EXIT PBT MULTIPLE (AS DEFINED IN THE ARTICLES) MULTIPLIED BY THE THRESHOLD PBT (AS DEFINED IN THE ARTICLES); (B) SECOND, IN PAYING TO THE HOLDERS OF THE D ORDINARY SHARES AN AGGREGATE AMOUNT EQUAL TO 10% OF THE PRODUCT OF MULTIPLYING THE EXIT PBT MULTIPLE (AS DEFINED IN THE ARTICLES) BY AN AMOUNT EQUAL TO THE EXIT PBT (AS DEFINED IN THE ARTICLES) MINUS THE THRESHOLD PBT; (C) THIRD, IN PAYING TO THE HOLDERS OF ANY DEFERRED SHARES THE SUM OF £1 IN AGGREGATE; AND (D) FOURTH, IN PAYING THE BALANCE TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THEY CONSTITUTE ONE CLASS OF SHARE). REDEMPTION RIGHTS THE C ORDINARY SHARES HAVE ATTACHED TO THEM NO RIGHTS OF REDEMPTION.

Class of Shares:	D	Number allotted	100000
	ORDINARY	Aggregate nominal value:	1000

Currency: **GBP**

Prescribed particulars

VOTING RIGHTS THE D ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS SAVE FOR HAVING NO RIGHT TO VOTE ON THE APPOINTMENT OR REMOVAL OF A DIRECTOR APPOINTED BY THE HOLDERS OF A ORDINARY SHARES PURSUANT TO ARTICLE 13 OF THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES"). ON A SHOW OF HANDS, EACH MEMBER HAS ONE VOTE. ON A POLL, EACH MEMBER HAS ONE VOTE IN RESPECT OF EACH SHARE HELD. DIVIDEND RIGHTS THE D ORDINARY SHARES HAVE ATTACHED TO THEM FULL DIVIDEND RIGHTS IN PROPORTION TO THE NUMBER OF SHARES HELD. CAPITAL DISTRIBUTION RIGHTS ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (EXCEPT UPON THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST ITS MEMBERS AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PAN PASSU AS IF THEY CONSTITUTED ONE CLASS OF SHARE) IN PROPORTION TO THE NUMBER OF SHARES HELD BY EACH OF THEM RESPECTIVELY AN AGGREGATE

AMOUNT EQUAL TO THE EXIT PBT MULTIPLE (AS DEFINED IN THE ARTICLES) MULTIPLIED BY THE THRESHOLD PBT (AS DEFINED IN THE ARTICLES); AND (B) SECOND, IN PAYING TO THE HOLDERS OF THE D ORDINARY SHARES AN AGGREGATE AMOUNT EQUAL TO 10% OF THE PRODUCT OF MULTIPLYING THE EXIT PBT MULTIPLE (AS DEFINED IN THE ARTICLES) BY AN AMOUNT EQUAL TO THE EXIT PBT (AS DEFINED IN THE ARTICLES) MINUS THE THRESHOLD PBT. THE HOLDERS OF THE D ORDINARY SHARES DO NOT PARTICIPATE ANY FURTHER IN THE DISTRIBUTION OF THE BALANCE FOLLOWING THE SATISFACTION OF STEPS (A) AND (B) ABOVE. REDEMPTION RIGHTS THE D ORDINARY SHARES HAVE ATTACHED TO THEM NO RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	15931866
		Total aggregate nominal value:	159318.66
		Total aggregate amount unpaid:	45800

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: **10199900 A ORDINARY shares held as at the date of this confirmation statement**

Name: **PAUL HUNTINGDON**

Shareholding 2: **100 A ORDINARY shares held as at the date of this confirmation statement**

Name: **DAVID HUNTINGDON**

Shareholding 3: **2799992 B ORDINARY shares held as at the date of this confirmation statement**

Name: **MICHAEL GAWTHORNE**

Shareholding 4: **1900000 B ORDINARY shares held as at the date of this confirmation statement**

Name: **MARK GAWTHORNE**

Shareholding 5: **166188 C ORDINARY shares held as at the date of this confirmation statement**

Name: **SIMON WELCH**

Shareholding 6: **200000 C ORDINARY shares held as at the date of this confirmation statement**

Name: **SIMON CHURCH**

Shareholding 7: **100000 D ORDINARY shares held as at the date of this confirmation statement**

Name: **MICHAEL GAWTHORNE**

Shareholding 8: **236498 C ORDINARY shares held as at the date of this confirmation statement**

Name: **MICHAEL GAWTHORNE**

Shareholding 9: **182624 B ORDINARY shares held as at the date of this confirmation statement**

Name: **DAVID WILSON**

Shareholding 10: **3422 C ORDINARY shares held as at the date of this confirmation statement**

Name: **JOHN COWELL**

Shareholding 11: **10183 C ORDINARY shares held as at the date of this confirmation statement**

Name: **JOHN DEMPSEY**

Shareholding 12:	8865 C ORDINARY shares held as at the date of this confirmation statement
Name:	LUKE DUNFORD
Shareholding 13:	1384 C ORDINARY shares held as at the date of this confirmation statement
Name:	HUSEYIN EDIN
Shareholding 14:	5099 C ORDINARY shares held as at the date of this confirmation statement
Name:	DEREK GOFF
Shareholding 15:	8562 C ORDINARY shares held as at the date of this confirmation statement
Name:	STUART HILL
Shareholding 16:	2477 C ORDINARY shares held as at the date of this confirmation statement
Name:	RYAN KING
Shareholding 17:	6018 C ORDINARY shares held as at the date of this confirmation statement
Name:	MATTHEW SEENEY
Shareholding 18:	7642 C ORDINARY shares held as at the date of this confirmation statement
Name:	ROBERT STUART
Shareholding 19:	45656 C ORDINARY shares held as at the date of this confirmation statement
Name:	LORNE ADAMS
Shareholding 20:	45656 C ORDINARY shares held as at the date of this confirmation statement
Name:	LEON HOWGILL
Shareholding 21:	1600 C ORDINARY shares held as at the date of this confirmation statement
Name:	JESSICA MARTIN

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