



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **DIRECT NEWCO LIMITED**

Company Number: **06290469**



Received for filing in Electronic Format on the: **30/07/2018**

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Company Name: **DIRECT NEWCO LIMITED**

Company Number: **06290469**

Confirmation **30/07/2018**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	37285790
	ORDINARY	Aggregate nominal value:	2000382.6335
Currency:	GBP		

Prescribed particulars

THE A ORDINARY SHARES ENTITLE THE HOLDER; A) TO FULL VOTING RIGHTS (ONE VOTE PER SHARE ON A POLL); B) (HERE IS NO ENTITLEMENT TO A DIV-DEND. BUT ST DIVIDENDS ARE DECLARED. THEY SHALL BE DISTRIBUTED, PARI PASSU, AMONGST THE HOLDERS OF THE EQUITY SHARES AS IF THEY WERE SHARES OF THE SAME CLASS SUBJECT TO THE CONSENT OF LLOYDS TSB DEVELOPMENT CAPITAL LIMITED; C) IN RESPECT OF CAPITAL, SUBJECT TO A DETAILED PROVISION ON EXL PROCEEDS (A RATCHET) CAPITAL DISTRIBUTION WILL RANK IN PRIORITY OF: I) PREFERENCE SHARES - AN AMOUNT EQUAL TO ALL REDOMPLKXI MONIES WHCH ARE THEN OR WHICH WILL BECOME DUE; II) EQUITY SHARES (AS IF ONE CLASS) - AMOUNTS CREDITED AS PAID UP ON ALL ISSUED EQUITY SHARES, TOGETHER WITH AN AMOUNT EQUAL TO ANY (IF ANY) UNPAID DIVIDENDS ON THE EQUITY SHARES. III) PREFERENCE SHARES - THE SUM OF £0.0000001 FOR EACH PREFERENCE SHARO HELD IF AND TO THE EXTENT THAT THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS EXCEED £500.000.000: AND IV) EQUITY SHARES (AS IF ONE CLASS) - ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS; AND D) THE A ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	A	Number allotted	10
	PREFERENCE	Aggregate nominal value:	0.000001
Currency:	GBP		

Prescribed particulars

THE A PREFERENCE SHARES ENLITLE THE HOLDER. A) TO NO VOTING RIGHTS; B) IN RESPECT OF DIVIDENDS, THEY ARE ENTITLED TO A PARTICIPATING DIVIDEND FROM 1 OCTOBER 2014. C) IN RESPECT OF CAPITAL, EQUAL TO 25 PER CENT OF PROFITS WHICH INCREASES TO 50 PER CENT OF PROFITS FROM 1 OCTOBER 2016, DISTRIBUTION WILL RANK IN PRIORITY OF: I) PREFERENCE SHARES - AN AMOUNT EQUAL TO ALL REDEMPTION MONIES WHICH ARE THEN OR WHICH WILL BECOME DUE; II) EQUITY SHARES (AS IF ONE CLASS) - AMOUNTS CREDITED AS PAID UP ON ALL ISSUED EQUITY SHARES, TOGETHER WITH AN AMOUNT EQUAL TO ANY (IF ANY) UNPAID DIVIDENDS ON THE EQUITY SHARES; III) PREFERENCE SHARES - THE SUM OF £0.0000001 FOR

EACH PREFERENCE SHARE HELD IF AND TO THE EXTENT THAT THE SURPLUS ASSOLES AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS EXCEED £500.000.000; AND IV) EQUITY SHARES (AS IF ONE CLASS) - ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS, AND D) THE A PREFERENCE SHARES ARE REDEEMABLE AT PAR ON THE SALE. FLOTATION OR LIQUIDATION OF THE COMPANY.

Class of Shares:	B	Number allotted	126930
	ORDINARY	Aggregate nominal value:	0.012693
Currency:	GBP		

Prescribed particulars

THE B ORDINARY SHARES ENTITLE THE HOLDER: A) TO FULL VOTING RIGHTS (ONE VOTE PER SHARE ON A POLL); B) (HERE IS NO ENTITLEMENT TO A DIVIDEND. BUT IF DIVIDENDS ARE DECLARED. THEY SHALL BE DISTRIBUTED, PARI PASSU, AMONGST THE HOLDERS OF THE EQUITY SHARES AS IF THEY WERE SHARES OF THE SAME CLASS SUBJECT TO THE CONSENT OF LLOYDS TSB DEVELOPMENT CAPITAL LIMITED; C) IN RESPECT OF CAPITAL, SUBJECT TO A DETAILED PROVISION ON EXCESS PROCEEDS (A RATCHET) CAPITAL DISTRIBUTION WILL RANK IN PRIORITY OF: I) PREFERENCE SHARES - AN AMOUNT EQUAL TO ALL UNPAID DIVIDENDS WHICH ARE THEN OR WHICH WILL BECOME DUE; II) EQUITY SHARES (AS IF ONE CLASS) - AMOUNTS CREDITED AS PAID UP ON ALL ISSUED EQUITY SHARES, TOGETHER WITH AN AMOUNT EQUAL TO ANY (IF ANY) UNPAID DIVIDENDS ON THE EQUITY SHARES. III) PREFERENCE SHARES - THE SUM OF £0.0000001 FOR EACH PREFERENCE SHARE HELD IF AND TO THE EXTENT THAT THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS EXCEED £500.000.000; AND IV) EQUITY SHARES (AS IF ONE CLASS) - ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS; AND D) THE A ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	10013853
	PREFERENCE	Aggregate nominal value:	1.001385
Currency:	GBP		

Prescribed particulars

THE B PREFERENCE SHARES ENTITLE THE HOLDER: A) TO NO VOTING RIGHTS; B) IN RESPECT OF DIVIDENDS, THEY ARE ENTITLED TO A PARTICIPATING DIVIDEND FROM 1 OCTOBER 2014. C) IN RESPECT OF CAPITAL, EQUAL TO 25 PER CENT OF PROFITS WHICH INCREASES TO 50 PER CENT OF PROFITS FROM 1 OCTOBER 2016, DISTRIBUTION

WILL RANK IN PRIORITY OF: I) PREFERENCE SHARES - AN AMOUNT EQUAL TO ALL REDEMPTION MONIES WHICH ARE THEN OR WHICH WILL BECOME DUE; II) EQUITY SHARES (AS IF ONE CLASS) - AMOUNTS CREDITED AS PAID UP ON ALL ISSUED EQUITY SHARES, TOGETHER WITH AN AMOUNT EQUAL TO ANY (IF ANY) UNPAID DIVIDENDS ON THE EQUITY SHARES; III) PREFERENCE SHARES - THE SUM OF £0.0000001 FOR EACH PREFERENCE SHARE HELD IF AND TO THE EXTENT THAT THE SURPLUS ASSOLES AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS EXCEED £500.000.000; AND IV) EQUITY SHARES (AS IF ONE CLASS) - ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS, AND D) THE A PREFERENCE SHARES ARE REDEEMABLE AT PAR ON THE SALE. FLOTATION OR LIQUIDATION OF THE COMPANY.

Class of Shares:	C	Number allotted	168809
	ORDINARY	Aggregate nominal value:	0.016881
Currency:	GBP		

Prescribed particulars

THE C ORDINARY SHARES ENTITLE THE HOLDER A) TO NO VOTING RIGHTS; B) THERE IS NO ENTITLEMENT TO A DIVIDEND, BUT IF DIVIDENDS ARE DECLARED, THEY SHALL BE DISTRIBUTED, PARI PASSU, AMONGST THE HOLDERS OT THE EQUITY SHARES AS IF THEY WERE SHARES OF THE SAME CLASS SUBJECT TO THE CONSENT OF LLOYDS TSB DEVELOPMENT CAPITAL LIMITED; C) IN RESPECT OF CAPITAL, SUBJECT TO A DETAILED PROVISION ON EXIT PROCEEDS (A RATCHET) CAPITAL DISTRIBUTION WILL RANK IN PRIORITY OF: I) PREFERENCE SHARES - AN AMOUNT EQUAL TO ALL REDEMPTION MONIES WHICH ARE THEN OR WHICH WILL BECOME DUE; II) EQUITY SHARES (AS IF ONE CLASS) - AMOUNTS CREDITED AS PAID UP ON ALL ISSUED EQUITY SHARES, TOGETHER WITH AN AMOUNT EQUAL TO ANY (IF ANY) UNPAID DIVIDENDS ON THE EQUITY SHARES; III) PREFERENCE SHARES - IHO SUM OF £0.0000001 FOR EACH PREFERENCE SHARE HELD IF AND TO THE EXTENT THAT THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS EXCEED £500.000.000; AND IV) EQUITY SHARES (AS IF ONE CLASS) - ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS; AND D) THE C ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	C	Number allotted	314795
	PREFERENCE	Aggregate nominal value:	0.03148
Currency:	GBP		

Prescribed particulars

THE C PREFERENCE SHARES ENTITLE THE HOLDER: A) TO NO VOTING RIGHTS; B) IN RESPECT OF DIVIDENDS, THEY ARE ENTITLED TO A PARTICIPATING DIVIDEND FROM 1 OCTOBER 2014. C) IN RESPECT OF CAPITAL, EQUAL TO 25 PER CENT OF PROFITS WHICH INCREASES TO 50 PER CENT OF PROFITS FROM 1 OCTOBER 2016, DISTRIBUTION WILL RANK IN PRIORITY OF: I) PREFERENCE SHARES - AN AMOUNT EQUAL TO ALL REDEMPTION MONIES WHICH ARE THEN OR WHICH WILL BECOME DUE; II) EQUITY SHARES (AS IF ONE CLASS) - AMOUNTS CREDITED AS PAID UP ON ALL ISSUED EQUITY SHARES, TOGETHER WITH AN AMOUNT EQUAL TO ANY (IF ANY) UNPAID DIVIDENDS ON THE EQUITY SHARES; III) PREFERENCE SHARES - THE SUM OF £0.0000001 FOR EACH PREFERENCE SHARE HELD IF AND TO THE EXTENT THAT THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS EXCEED £500.000.000; AND IV) EQUITY SHARES (AS IF ONE CLASS) - ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS, AND D) THE A PREFERENCE SHARES ARE REDEEMABLE AT PAR ON THE SALE. FLOTATION OR LIQUIDATION OF THE COMPANY.

Class of Shares:	D	Number allotted	800
	ORDINARY	Aggregate nominal value:	0.00008
Currency:	GBP		

Prescribed particulars

THE D ORDINARY SHARES ENTITLE THE HOLDER; A) TO FULL VOTING RIGHTS (ONE VOTE PER SHARE ON A POLL); B) (HERE IS NO ENTITLEMENT TO A DIVIDEND. BUT IF DIVIDENDS ARE DECLARED. THEY SHALL BE DISTRIBUTED, PARI PASSU, AMONGST THE HOLDERS OF THE EQUITY SHARES AS IF THEY WERE SHARES OF THE SAME CLASS SUBJECT TO THE CONSENT OF LLOYDS TSB DEVELOPMENT CAPITAL LIMITED; C) IN RESPECT OF CAPITAL, SUBJECT TO A DETAILED PROVISION ON EXL PROCEEDS (A RATCHET) CAPITAL DISTRIBUTION WILL RANK IN PRIORITY OF: I) PREFERENCE SHARES - AN AMOUNT EQUAL TO ALL REDOMPLKXI MONIES WHICH ARE THEN OR WHICH WILL BECOME DUE; II) EQUITY SHARES (AS IF ONE CLASS) - AMOUNTS CREDITED AS PAID UP ON ALL ISSUED EQUITY SHARES, TOGETHER WITH AN AMOUNT EQUAL TO ANY (IF ANY) UNPAID DIVIDENDS ON THE EQUITY SHARES. III) PREFERENCE SHARES - THE SUM OF £0.0000001 FOR EACH PREFERENCE SHARE HELD IF AND TO THE EXTENT THAT THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS EXCEED £500.000.000; AND IV) EQUITY

SHARES (AS IF ONE CLASS) - ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS; AND D) THE A ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	E	Number allotted	45950
	ORDINARY	Aggregate nominal value:	0.004595
Currency:	GBP		

Prescribed particulars

THE E ORDINARY SHARES ENTITLE THE HOLDER: A) TO (ALL VOTING RIGHTS (ONE VOTE PER SHARE ON A POLL); B) THERE IS NO ENTITLEMENT TO A DIVIDEND, BUT IF DIVIDENDS ARE DECLARED, THEY SHALL BE DISTRIBUTED, PARI PASSU, AMONGST THE HOLDERS OF THE EQUITY SHARES AS IF THEY WERE SHARES OF THE SAME CLASS SUBJECT TO THE CONSENT OF LLOYDS TSB DEVELOPMENT CAPITAL LIMITED; C) IN RESPECT OF CAPITAL, SUBJECT TO A DETAILED PROVISION ON EXIT PROCEEDS (A RATCHET) CAPITAL DISTRIBUTION WILL RANK IN PRIORITY OF: I) PREFERENCE SHARES - AN AMOUNT EQUAL LO ALL REDEMPTION MONIES WHICH ARE THEN OR WHICH WILL BECOME DUE; II) EQUITY SHARES (AS IF ONE CLASS) - AMOUNTS CREDITED AS PAID UP ON ALL ISSUED EQUITY SHARES, TOGETHER WITH AN AMOUNT EQUAL TO ANY (IF ANY) UNPAID DIVIDENDS ON THE EQUITY SHARES; LII) PREFERENCE SHARES - THE SUMOT £0.0000001 FOR EACH PREFERENCE SHAIE HELD IF AND TO THE EXTENT THAT THE SURPLUS ASSETS AND RETAINED PROFITS OF IHE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS EXCEED £500.000.000; AND IV) EQUITY SHARES (AS IF ONE CLASS) - ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS; AND D) THE E ORDINARY SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	47956937
		Total aggregate nominal value:	2000383.700615
		Total aggregate amount unpaid:	0

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