



Companies House

CS01 (ef)

Confirmation Statement

Company Name: **TERRAFEND LTD**

Company Number: **07962674**



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Company Name: **TERRAFEND LTD**

Company Number: **07962674**

Confirmation **23/02/2024**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	31640945
Currency:	GBP	Aggregate nominal value:	3164.0945
Prescribed particulars			

ON A SHOW OF HANDS, EVERY SHAREHOLDER HOLDING ONE OR MORE ORDINARY SHARES, PREFERRED SHARES OR A SHARES PRESENT IN PERSON OR BY PROXY OR BY A DULY APPOINTED REPRESENTATIVE (AS APPROPRIATE) SHALL BE ENTITLED TO ONE VOTE, AND ON A POLL, SUBJECT TO ARTICLES 6.2 AND 6.3, EVERY SUCH SHAREHOLDER SHALL HAVE ONE VOTE FOR EACH ORDINARY SHARE, PREFERRED SHARE OR A SHARE HELD. ASPREMONT AS THE HOLDER OF THE CALL OPTIONS GRANTED TO IT BY THE COMPANY SHALL (UNLESS THE SERVICES AGREEMENT HAS BEEN TERMINATED BY EITHER PARTY) FOR THE PURPOSES OF THIS ARTICLE 6 (INCLUDING FOR THE AVOIDANCE OF DOUBT IN CONNECTION WITH SHAREHOLDER MAJORITY CONSENT) BE ENTITLED TO VOTING RIGHTS AS IF IT HELD 3,333,333 ORDINARY SHARES IN THE COMPANY UNTIL SUCH TIME AS THE CALL OPTION HAS BEEN EXERCISED. IN THE EVENT ASPREMONT TERMINATES THE SERVICES AGREEMENT BEFORE THE FIFTH ANNIVERSARY OF THE CALL OPTION, THEREAFTER IT WILL BE ENTITLED TO VOTE ON THE BASIS OF ITS VESTED OPTIONS AS IF THE OPTIONS HAD BEEN EXERCISED. ON A DISTRIBUTION OF ASSETS WHETHER BY LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: 5.1.1 FIRST, IN PAYING TO EACH HOLDER OF SHARES IN RESPECT OF EACH ORDINARY SHARE, PREFERRED SHARE AND A SHARE (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) PAID UP AS TO ITS NOMINAL VALUE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE NOMINAL VALUE THEREOF (ROUNDED UP TO THE NEXT WHOLE PENCE IN RESPECT OF THE TOTAL NUMBER OF SHARES OF EACH SUCH HOLDER); 5.1.2 SECOND, IN PAYING TO EACH HOLDER OF SHARES IN RESPECT OF EACH PREFERRED SHARE PAID UP AS TO ITS NOMINAL VALUE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE ISSUE PRICE (PREFERRED ISSUE PRICE) LESS THE NOMINAL VALUE THEREOF (ROUNDED TO THE NEXT WHOLE PENCE IN RESPECT OF THE TOTAL NUMBER OF SHARES OF EACH SUCH HOLDER); 5.1.3 THIRD, IN PAYING TO EACH HOLDER OF SHARES IN RESPECT OF EACH ORDINARY SHARE AND A SHARE (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) PAID UP AS TO ITS NOMINAL VALUE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE PARTICIPATION VALUE LESS THE NOMINAL VALUE THEREOF (ROUNDED UP TO THE NEXT WHOLE PENCE IN RESPECT OF THE TOTAL NUMBER OF SHARES OF EACH SUCH HOLDER); 5.1.4 FOURTH, IN PAYING TO EACH HOLDER OF SHARES IN RESPECT OF EACH ORDINARY SHARE PAID UP AS TO ITS NOMINAL VALUE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE PREFERRED ISSUE PRICE LESS THE PARTICIPATION VALUE AND LESS THE NOMINAL VALUE OF EACH SUCH ORDINARY

SHARE (ROUNDED TO THE NEXT WHOLE PENCE IN RESPECT OF THE TOTAL NUMBER OF SHARES OF EACH SUCH HOLDER); AND 5.1.5 THE BALANCE OF SUCH ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES AND THE PREFERRED SHARES PRO RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES AND PREFERRED SHARES, PAID UP AS TO THEIR NOMINAL VALUE, HELD BY EACH SUCH HOLDER AT THE TIME OF THE DISTRIBUTION. 5.2 FOR THE AVOIDANCE OF DOUBT THE A SHARES SHALL NOT CONFER ANY RIGHT TO PARTICIPATE ON A DISTRIBUTION OF ASSETS OTHER THAN AS SET OUT IN ARTICLE 5.1.1 AND 5.1.3 ABOVE OR IN EXCESS OF THE PARTICIPATION VALUE.

Class of Shares:	PREFERENCE	Number allotted	5098187
	SHARES	Aggregate nominal value:	509.8187
Currency:	GBP		
Prescribed particulars			

ON A SHOW OF HANDS, EVERY SHAREHOLDER HOLDING ONE OR MORE ORDINARY SHARES, PREFERRED SHARES OR A SHARES PRESENT IN PERSON OR BY PROXY OR BY A DULY APPOINTED REPRESENTATIVE (AS APPROPRIATE) SHALL BE ENTITLED TO ONE VOTE, AND ON A POLL, SUBJECT TO ARTICLES 6.2 AND 6.3, EVERY SUCH SHAREHOLDER SHALL HAVE ONE VOTE FOR EACH ORDINARY SHARE, PREFERRED SHARE OR A SHARE HELD. ASPREMONT AS THE HOLDER OF THE CALL OPTIONS GRANTED TO IT BY THE COMPANY SHALL (UNLESS THE SERVICES AGREEMENT HAS BEEN TERMINATED BY EITHER PARTY) FOR THE PURPOSES OF THIS ARTICLE 6 (INCLUDING FOR THE AVOIDANCE OF DOUBT IN CONNECTION WITH SHAREHOLDER MAJORITY CONSENT) BE ENTITLED TO VOTING RIGHTS AS IF IT HELD 3,333,333 ORDINARY SHARES IN THE COMPANY UNTIL SUCH TIME AS THE CALL OPTION HAS BEEN EXERCISED. IN THE EVENT ASPREMONT TERMINATES THE SERVICES AGREEMENT BEFORE THE FIFTH ANNIVERSARY OF THE CALL OPTION, THEREAFTER IT WILL BE ENTITLED TO VOTE ON THE BASIS OF ITS VESTED OPTIONS AS IF THE OPTIONS HAD BEEN EXERCISED. ON A DISTRIBUTION OF ASSETS WHETHER BY LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING ORDER OF PRIORITY: 5.1.1 FIRST, IN PAYING TO EACH HOLDER OF SHARES IN RESPECT OF EACH ORDINARY SHARE, PREFERRED SHARE AND A SHARE (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) PAID UP AS TO ITS NOMINAL VALUE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE NOMINAL VALUE THEREOF (ROUNDED UP TO THE NEXT WHOLE PENCE IN RESPECT OF THE TOTAL NUMBER OF SHARES OF EACH SUCH HOLDER); 5.1.2 SECOND, IN PAYING TO EACH HOLDER OF SHARES IN RESPECT OF EACH PREFERRED SHARE PAID UP AS TO ITS NOMINAL VALUE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE ISSUE PRICE (PREFERRED ISSUE PRICE) LESS THE NOMINAL VALUE THEREOF (ROUNDED TO THE NEXT WHOLE PENCE IN RESPECT OF THE TOTAL NUMBER OF SHARES OF EACH SUCH HOLDER); 5.1.3 THIRD, IN PAYING TO EACH HOLDER OF SHARES IN RESPECT OF EACH ORDINARY SHARE AND A SHARE (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) PAID UP AS TO ITS NOMINAL VALUE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE PARTICIPATION VALUE LESS THE NOMINAL VALUE THEREOF (ROUNDED UP TO THE NEXT WHOLE PENCE IN RESPECT OF THE TOTAL NUMBER OF SHARES OF EACH SUCH HOLDER); 5.1.4 FOURTH, IN PAYING TO EACH HOLDER OF SHARES IN RESPECT OF EACH ORDINARY SHARE PAID UP AS TO ITS NOMINAL VALUE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE PREFERRED ISSUE PRICE LESS THE PARTICIPATION VALUE AND LESS THE NOMINAL VALUE OF EACH SUCH ORDINARY

SHARE (ROUNDED TO THE NEXT WHOLE PENCE IN RESPECT OF THE TOTAL NUMBER OF SHARES OF EACH SUCH HOLDER); AND 5.1.5 THE BALANCE OF SUCH ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES AND THE PREFERRED SHARES PRO RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES AND PREFERRED SHARES, PAID UP AS TO THEIR NOMINAL VALUE, HELD BY EACH SUCH HOLDER AT THE TIME OF THE DISTRIBUTION. 5.2 FOR THE AVOIDANCE OF DOUBT THE A SHARES SHALL NOT CONFER ANY RIGHT TO PARTICIPATE ON A DISTRIBUTION OF ASSETS OTHER THAN AS SET OUT IN ARTICLE 5.1.1 AND 5.1.3 ABOVE OR IN EXCESS OF THE PARTICIPATION VALUE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	36739132
		Total aggregate nominal value:	3673.9132
		Total aggregate amount	0
		unpaid:	

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: **2405375 ORDINARY shares held as at the date of this confirmation statement**

Name: **ROBERT MAXWELL SANDS**

Shareholding 2: **4950000 ORDINARY shares held as at the date of this confirmation statement**

Name: **THOMAS MAXWELL SANDS**

Shareholding 3: **2500000 ORDINARY shares held as at the date of this confirmation statement**

Name: **CARL WILLIAM STANLEY**

Shareholding 4: **50000 ORDINARY shares held as at the date of this confirmation statement**

Name: **BENJAMIN DOUGLAS PARKER**

Shareholding 5: **1147889 ORDINARY shares held as at the date of this confirmation statement**

Name: **TIMOTHY DAVID LYONS**

Shareholding 6: **332152 ORDINARY shares held as at the date of this confirmation statement**

Name: **KEITH STEWART**

Shareholding 7: **472279 ORDINARY shares held as at the date of this confirmation statement**

Name: **ROBERT GRAHAM CLARK**

Shareholding 8: **60324 ORDINARY shares held as at the date of this confirmation statement**

Name: **CHRISTOPHER LILLINGSTON-PRICE**

Shareholding 9: **472279 ORDINARY shares held as at the date of this confirmation statement**

Name: **CLAIRE JULIE LOUISE MCCATHIE**

Shareholding 10: **182308 ORDINARY shares held as at the date of this confirmation statement**

Name: **NICHOLAS CHRISTOPHER PENDLETON**

Shareholding 11: **148149 ORDINARY shares held as at the date of this confirmation statement**

Name: **JEREMY DAVID ROWSON**

Shareholding 12:	992326 ORDINARY shares held as at the date of this confirmation statement
Name:	JONATHAN COLLINS
Shareholding 13:	204449 ORDINARY shares held as at the date of this confirmation statement
Name:	JEREMY HEAP
Shareholding 14:	68640 ORDINARY shares held as at the date of this confirmation statement
Name:	MICHAEL PENNY
Shareholding 15:	62656 ORDINARY shares held as at the date of this confirmation statement
Name:	JENNIFER WILLIAMS
Shareholding 16:	2152337 ORDINARY shares held as at the date of this confirmation statement
Name:	PLATFORM SECURITIES NOMINEES LTD A/C KKCLT
Shareholding 17:	385560 ORDINARY shares held as at the date of this confirmation statement
Name:	JULIAN CURTIS
Shareholding 18:	317487 ORDINARY shares held as at the date of this confirmation statement
Name:	HUGO JAMES
Shareholding 19:	149059 ORDINARY shares held as at the date of this confirmation statement
Name:	ANTONY LAIKER
Shareholding 20:	127865 ORDINARY shares held as at the date of this confirmation statement
Name:	IAN PAIN
Shareholding 21:	297500 ORDINARY shares held as at the date of this confirmation statement
Name:	FAITH RAMSAY
Shareholding 22:	373028 ORDINARY shares held as at the date of this confirmation statement
Name:	MIKE RAMSAY
Shareholding 23:	334681 ORDINARY shares held as at the date of this confirmation statement
Name:	CHRISTOPHER REDFERN
Shareholding 24:	1199597 ORDINARY shares held as at the date of this confirmation statement

Name: **KEVIN MORRIS SINCLAIR**

Shareholding 25: **144195 ORDINARY shares held as at the date of this confirmation statement**
Name: **DAVID WARD BLUNDELL**

Shareholding 26: **19667 ORDINARY shares held as at the date of this confirmation statement**
Name: **ALLENBY CAPITAL LIMITED**

Shareholding 27: **836107 ORDINARY shares held as at the date of this confirmation statement**
Name: **CROWDCUBE NOMINEES LIMITED**

Shareholding 28: **304956 ORDINARY shares held as at the date of this confirmation statement**
Name: **NICHOLAS HUGHES**

Shareholding 29: **789365 ORDINARY shares held as at the date of this confirmation statement**
Name: **ANTHONY BEST**

Shareholding 30: **62656 ORDINARY shares held as at the date of this confirmation statement**
Name: **MARK CANNON BROOKES**

Shareholding 31: **83542 ORDINARY shares held as at the date of this confirmation statement**
Name: **NICK MONEY-KYRLE**

Shareholding 32: **777113 ORDINARY shares held as at the date of this confirmation statement**
Name: **SIMON ROGERSON**

Shareholding 33: **320518 ORDINARY shares held as at the date of this confirmation statement**
Name: **MONTBLU INVESTMENTS**

Shareholding 34: **83542 ORDINARY shares held as at the date of this confirmation statement**
Name: **SMITH & WILLIAMSON NOMINEES LIMITED**

Shareholding 35: **80359 ORDINARY shares held as at the date of this confirmation statement**
Name: **DOROTHY BEAN**

Shareholding 36: **417710 ORDINARY shares held as at the date of this confirmation statement**
Name: **DAVID EVANS**

Shareholding 37:	835421 ORDINARY shares held as at the date of this confirmation statement
Name:	BENJAMIN GILL
Shareholding 38:	921570 ORDINARY shares held as at the date of this confirmation statement
Name:	DAVID VESSEY
Shareholding 39:	881383 ORDINARY shares held as at the date of this confirmation statement
Name:	MIKE VESSEY
Shareholding 40:	835421 ORDINARY shares held as at the date of this confirmation statement
Name:	JEHOVA GUERNSEY HOLDING LIMITED
Shareholding 41:	535363 ORDINARY shares held as at the date of this confirmation statement
Name:	STRAWBERRY HILL NOMINEES LIMITED
Shareholding 42:	487329 ORDINARY shares held as at the date of this confirmation statement
Name:	ANNE LAWRENCE
Shareholding 43:	41771 ORDINARY shares held as at the date of this confirmation statement
Name:	BRIGITTE MARIE PIERRE HUNT (EXECUTOR OF SIMON HUNT DECEASED)
Shareholding 44:	47291 ORDINARY shares held as at the date of this confirmation statement
Name:	JONATHAN BEAN
Shareholding 45:	151271 ORDINARY shares held as at the date of this confirmation statement
Name:	CHARLES BREESE
Shareholding 46:	26495 ORDINARY shares held as at the date of this confirmation statement
Name:	MARCUS BREESE
Shareholding 47:	37850 ORDINARY shares held as at the date of this confirmation statement
Name:	ALAN MACDONALD
Shareholding 48:	151228 ORDINARY shares held as at the date of this confirmation statement
Name:	BRENT MEERVELD

Shareholding 49:	37850 ORDINARY shares held as at the date of this confirmation statement
Name:	STEWART ROUGH
Shareholding 50:	20817 ORDINARY shares held as at the date of this confirmation statement
Name:	ALEXANDER WOOLRICH
Shareholding 51:	189250 ORDINARY shares held as at the date of this confirmation statement
Name:	FYNAMORE ASSET MANAGEMENT LTD
Shareholding 52:	20817 ORDINARY shares held as at the date of this confirmation statement
Name:	JEREMIAH FASHE
Shareholding 53:	567751 ORDINARY shares held as at the date of this confirmation statement
Name:	CHRISTOPHER PINK
Shareholding 54:	94625 ORDINARY shares held as at the date of this confirmation statement
Name:	ROBERT WOODS
Shareholding 55:	500000 ORDINARY shares held as at the date of this confirmation statement
Name:	DAVID HORNER
Shareholding 56:	660876 PREFERENCE SHARES shares held as at the date of this confirmation statement
Name:	B.I.F GMBH
Shareholding 57:	3776435 PREFERENCE SHARES shares held as at the date of this confirmation statement
Name:	HICO HOLDING PTE LTD
Shareholding 58:	660876 PREFERENCE SHARES shares held as at the date of this confirmation statement
Name:	THOMAS J.C. MATZEN GMBH
Shareholding 59:	37764 ORDINARY shares held as at the date of this confirmation statement
Name:	LYNN RIDDELL
Shareholding 60:	94410 ORDINARY shares held as at the date of this confirmation statement
Name:	JULIAN BENKERT
Shareholding 61:	755287 ORDINARY shares held as at the date of this confirmation statement

Name: **BRIAN FITZPATRICK**

Shareholding 62: **47205 ORDINARY shares held as at the date of this confirmation statement**
Name: **KIRSTEN LANGE**

Shareholding 63: **94410 ORDINARY shares held as at the date of this confirmation statement**
Name: **STEVEN MCCRYSTAL**

Shareholding 64: **47205 ORDINARY shares held as at the date of this confirmation statement**
Name: **CHRISTIAN SCHELLER**

Shareholding 65: **345889 ORDINARY shares held as at the date of this confirmation statement**
Name: **BIXX TECH LIMITED**

Shareholding 66: **10443 ORDINARY shares held as at the date of this confirmation statement**
Name: **LARPENT NEWTON HOLDINGS LTD**

Shareholding 67: **8355 ORDINARY shares held as at the date of this confirmation statement**
Name: **MARQUEE ORGANISATION LTD**

Shareholding 68: **18882 ORDINARY shares held as at the date of this confirmation statement**
Name: **KLAUS JOSTSCHULTE**

Shareholding 69: **45317 ORDINARY shares held as at the date of this confirmation statement**
Name: **ERIC YVES CHRISTIAN MAHE**

Shareholding 70: **19000 ORDINARY shares held as at the date of this confirmation statement**
Name: **PAUL MCNEILLIS**

Shareholding 71: **44373 ORDINARY shares held as at the date of this confirmation statement**
Name: **BENJAMIN VIGNEAU-SINGH**

Shareholding 72: **283232 ORDINARY shares held as at the date of this confirmation statement**
Name: **KCP NOMINEES LIMITED**

Shareholding 73: **100000 ORDINARY shares held as at the date of this confirmation statement**
Name: **MSP PENSION LIMITED**

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