



Companies House

**AR01** (ef)

**Annual Return**



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*Company Name:* **HANCOCKS TOPCO LIMITED**

*Company Number:* **08266592**

*Date of this return:* **24/10/2015**

*SIC codes:* **70100**

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

*Situation of Registered Office:* **25 JUBILEE DRIVE  
LOUGHBOROUGH  
LEICESTERSHIRE  
LE11 5TX**

**Officers of the company**

*Company Director*    **1**

*Type:*                                **Person**

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

*Surname:*                         **BEEDLE**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:*    **ENGLAND**

*Date of Birth:*    **\*\*/05/1970**

*Nationality:*    **BRITISH**

*Occupation:*    **DIRECTOR**

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*Company Director* 2

*Type:* **Person**  
*Full forename(s):* **MR RICHARD JAMES**

*Surname:* **GARNER**

*Former names:*

*Service Address:* **25-27 JUBILEE DRIVE  
LOUGHBOROUGH  
LEICESTERSHIRE  
UNITED KINGDOM  
LE11 5TX**

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

*Date of Birth:* **\*\*/07/1967** *Nationality:* **BRITISH**  
*Occupation:* **DIRECTOR**

*Company Director*    **3**

*Type:*                            **Person**  
*Full forename(s):*            **MR SIMON GEORGE**

*Surname:*                      **GILBERT**

*Former names:*

*Service Address:*            **25 JUBILEE DRIVE  
LOUGHBOROUGH  
LEICESTERSHIRE  
UNITED KINGDOM  
LE11 5TX**

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

*Date of Birth:*    **\*\*/03/1970**                      *Nationality:*    **BRITISH**  
*Occupation:*    **DIRECTOR**

*Company Director* 4

*Type:* **Person**

*Full forename(s):* **MR PATRICK HENRICUS LAMBERTUS**

*Surname:* **KALVERBOER**

*Former names:*

*Service Address:* **25 JUBILEE DRIVE  
LOUGHBOROUGH  
LEICESTERSHIRE  
UNITED KINGDOM  
LE11 5TX**

*Country/State Usually Resident:* **ENGLAND**

*Date of Birth:* **\*\*/08/1972** *Nationality:* **DUTCH**

*Occupation:* **DIRECTOR**

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*Company Director*    **5**

*Type:*                      **Person**

*Full forename(s):*        **MR JONATHAN FITZGERALD**

*Surname:*                **SUMMERLEY**

*Former names:*

*Service Address:*        **25 JUBILEE DRIVE  
LOUGHBOROUGH  
LEICESTERSHIRE  
UNITED KINGDOM  
LE11 5TX**

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

*Date of Birth:*    **\*\*/05/1971**

*Nationality:*    **BRITISH**

*Occupation:*    **DIRECTOR**

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*Company Director*    **6**

*Type:*                      **Person**

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

*Surname:*                **WATSON**

*Former names:*

*Service Address:*        **25 JUBLIEE DRIVE  
LOUGHBOROUGH  
LEICESTERSHIRE  
UNITED KINGDOM  
LE11 5TR**

*Country/State Usually Resident:*    **GREAT BRITAIN**

*Date of Birth:*    **\*\*/09/1959**

*Nationality:*    **BRITISH**

*Occupation:*    **DIRECTOR**

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>A ORDINARY</b>	<i>Number allotted</i>	<b>77534</b>
		<i>Aggregate nominal value</i>	<b>7753.4</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>0.1</b>
		<i>Amount unpaid</i>	<b>0</b>

*Prescribed particulars*

THE VOTING RIGHTS OF MEMBERS SET OUT IN THIS ARTICLE 8 ARE SUBJECT TO ARTICLE 16.14 (SUSPENSION OF VOTING RIGHTS DURING COMPULSORY TRANSFER PROCEDURE) AND ARTICLE 11 (EMERGENCY FUND RAISINGS). ON A SHOW OF HANDS AND ON A POLL, EVERY HOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVES OR BY PROXY, SHALL, SUBJECT TO ARTICLE 8.3, HAVE: ONE VOTE FOR EVERY A SHARE, EVERY B SHARE AND EVERY C SHARE OF WHICH HE IS A HOLDER; TEN VOTES FOR EVERY E SHARE OF WHICH HE IS A HOLDER; AND TWO VOTES FOR EVERY F SHARE OF WHICH HE IS A HOLDER PROVIDED ALWAYS THAT THE AGGREGATE NUMBER OF VOTES ATTACHING TO: (A) THE A SHARES; AND (B) THE E SHARES, HELD BY THE A SHAREHOLDER, SHALL IN AGGREGATE, ALWAYS REPRESENT AT LEAST 75% OR MORE OF THE TOTAL NUMBER OF VOTES ATTACHING TO THE SHARES. IN THE EVENT THAT THE APPLICATION OF EITHER OF THE PROVISIONS IN ARTICLE 8.2 (WHICH SHALL TAKE PRECEDENCE OVER THE REMAINDER OF ARTICLE 8.2) WOULD MEAN THAT THE APPLICATION OF ARTICLE 8.2.1 TO 8.2.3 WOULD OTHERWISE MEAN THAT MORE THAN 100% OF THE VOTES WOULD BE AVAILABLE, THE VOTES ATTACHING TO THE B SHARES, THE C SHARES, THE REMAINING E SHARES AND THE F SHARES SHALL BE REDUCED PRO-RATA. SUBJECT TO THE FACILITIES DOCUMENTS, ANY DIVIDEND DECLARED BY THE COMPANY SHALL BE DISTRIBUTED AS FOLLOWS: AN AMOUNT EQUAL TO LIBOR (EXPRESSED IN PERCENTAGE TERMS) MULTIPLIED BY THE NOMINAL VALUE OF THE E SHARES THEN IN ISSUE, SHALL BE PAID TO THE HOLDERS OF THE E SHARES PRO RATA TO THE NUMBER OF E SHARES HELD BY THEM; THE BALANCE OF ANY DIVIDEND DECLARED BY THE COMPANY SHALL BE DISTRIBUTED AS FOLLOWS:(A) 94% OF THE AMOUNT OF SUCH DIVIDEND TO THE HOLDERS OF THE A SHARES, THE B SHARES AND THE D SHARES PARI PASSU AMONGST THE HOLDERS OF THE A SHARES, THE B SHARES AND THE D SHARES AS IF THEY WERE SHARES OF THE SAME CLASS; AND (B) SUBJECT TO ARTICLE 6, 6% OF THE TOTAL AMOUNT OF THE DIVIDEND TO THE HOLDERS OF THE C SHARES PRO RATA TO THE NUMBER OF C SHARES HELD BY THEM. ON A RETURN OF CAPITAL OF THE COMPANY ON A LIQUIDATION OR OTHERWISE (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES AND OTHER THAN UPON A REALISATION), THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS WILL BE APPLIED IN THE FOLLOWING ORDER AND PRIORITY: PRIORITY,CLASS OF SHARE, AMOUNT TO BE PAID: 1. A SHARES, B SHARES, C SHARES AND D SHARES AMOUNTS CREDITED AS PAID UP ON ALL ISSUED A SHARES, B SHARES, C SHARES AND D SHARES, TOGETHER WITH AN AMOUNT EQUAL TO ALL ARREARS AND ACCRUALS OF UNPAID DIVIDENDS ON THE A SHARES, B SHARES, C SHARES AND D SHARES. 2. E SHARES AMOUNTS CREDITED AS PAID UP ON ALL ISSUED E SHARES 3. ALLOCATION OF THE FIRST £20,000,000 OF THE TOTAL PROCEEDS FROM THE RETURN OF CAPITAL A SHARES 80.98% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS B SHARES 7.52% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS C SHARES 6.00% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS D SHARES 5.50% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS F SHARES ZERO% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS ALLOCATION OF THE TOTAL PROCEEDS FROM THE RETURN OF CAPITAL OVER £20,000,000 A SHARES 78.47% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS B SHARES 7.29% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS C SHARES 5.81% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS D SHARES 5.33% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS F SHARES 3.10% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS ANY RETURN ON SOME BUT NOT ALL OF ANY SHARES OF A PARTICULAR CLASS WILL BE MADE AMONGST THEIR HOLDERS PRO RATA AS NEARLY AS POSSIBLE TO THEIR RESPECTIVE HOLDINGS OF SHARES OF THAT CLASS.

<b>Class of shares</b>	<b>B ORDINARY</b>	<i>Number allotted</i>	<b>7200</b>
		<i>Aggregate nominal value</i>	<b>720</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>0.1</b>
		<i>Amount unpaid</i>	<b>0</b>

*Prescribed particulars*

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<b>Class of shares</b>	<b>C ORDINARY</b>	<i>Number allotted</i>	<b>10000</b>
		<i>Aggregate nominal value</i>	<b>1000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>28.667</b>
		<i>Amount unpaid</i>	<b>0</b>

*Prescribed particulars*

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<b>Class of shares</b>	<b>E ORDINARY</b>	<i>Number allotted</i>	<b>2200</b>
		<i>Aggregate nominal value</i>	<b>2200</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>1</b>
		<i>Amount unpaid</i>	<b>0</b>

*Prescribed particulars*

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<b>Class of shares</b>	<b>F ORDINARY</b>	<i>Number allotted</i>	<b>3300</b>
		<i>Aggregate nominal value</i>	<b>660</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>9.0909</b>
		<i>Amount unpaid</i>	<b>0</b>

*Prescribed particulars*

THE VOTING RIGHTS OF MEMBERS SET OUT IN THIS ARTICLE 8 ARE SUBJECT TO ARTICLE 16.14 (SUSPENSION OF VOTING RIGHTS DURING COMPULSORY TRANSFER PROCEDURE) AND ARTICLE 11 (EMERGENCY FUND RAISINGS). ON A SHOW OF HANDS AND ON A POLL, EVERY HOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY DULY AUTHORISED REPRESENTATIVES OR BY PROXY, SHALL, SUBJECT TO ARTICLE 8.3, HAVE: ONE VOTE FOR EVERY A SHARE, EVERY B SHARE AND EVERY C SHARE OF WHICH HE IS A HOLDER; TEN VOTES FOR EVERY E SHARE OF WHICH HE IS A HOLDER; AND TWO VOTES FOR EVERY F SHARE OF WHICH HE IS A HOLDER PROVIDED ALWAYS THAT THE AGGREGATE NUMBER OF VOTES ATTACHING TO: (A) THE A SHARES; AND (B) THE E SHARES, HELD BY THE A SHAREHOLDER, SHALL IN AGGREGATE, ALWAYS REPRESENT AT LEAST 75% OR MORE OF THE TOTAL NUMBER OF VOTES ATTACHING TO THE SHARES. IN THE EVENT THAT THE APPLICATION OF EITHER OF THE PROVISIONS IN ARTICLE 8.2 (WHICH SHALL TAKE PRECEDENCE OVER THE REMAINDER OF ARTICLE 8.2) WOULD MEAN THAT THE APPLICATION OF ARTICLE 8.2.1 TO 8.2.3 WOULD OTHERWISE MEAN THAT MORE THAN 100% OF THE VOTES WOULD BE AVAILABLE, THE VOTES ATTACHING TO THE B SHARES, THE C SHARES, THE REMAINING E SHARES AND THE F SHARES SHALL BE REDUCED PRO-RATA. SUBJECT TO THE FACILITIES DOCUMENTS, ANY DIVIDEND DECLARED BY THE COMPANY SHALL BE DISTRIBUTED AS FOLLOWS: AN AMOUNT EQUAL TO LIBOR (EXPRESSED IN PERCENTAGE TERMS) MULTIPLIED BY THE NOMINAL VALUE OF THE E SHARES THEN IN ISSUE, SHALL BE PAID TO THE HOLDERS OF THE E SHARES PRO RATA TO THE NUMBER OF E SHARES HELD BY THEM; THE BALANCE OF ANY DIVIDEND DECLARED BY THE COMPANY SHALL BE DISTRIBUTED AS FOLLOWS:(A) 94% OF THE AMOUNT OF SUCH DIVIDEND TO THE HOLDERS OF THE A SHARES, THE B SHARES AND THE D SHARES PARI PASSU AMONGST THE HOLDERS OF THE A SHARES, THE B SHARES AND THE D SHARES AS IF THEY WERE SHARES OF THE SAME CLASS; AND (B) SUBJECT TO ARTICLE 6, 6% OF THE TOTAL AMOUNT OF THE DIVIDEND TO THE HOLDERS OF THE C SHARES PRO RATA TO THE NUMBER OF C SHARES HELD BY THEM. ON A RETURN OF CAPITAL OF THE COMPANY ON A LIQUIDATION OR OTHERWISE (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES AND OTHER THAN UPON A REALISATION), THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS WILL BE APPLIED IN THE FOLLOWING ORDER AND PRIORITY: PRIORITY, CLASS OF SHARE, AMOUNT TO BE PAID: 1. A SHARES, B SHARES, C SHARES AND D SHARES AMOUNTS CREDITED AS PAID UP ON ALL ISSUED A SHARES, B SHARES, C SHARES AND D SHARES, TOGETHER WITH AN AMOUNT EQUAL TO ALL ARREARS AND ACCRUALS OF UNPAID DIVIDENDS ON THE A SHARES, B SHARES, C SHARES AND D SHARES. 2. E SHARES AMOUNTS CREDITED AS PAID UP ON ALL ISSUED E SHARES 3. ALLOCATION OF THE FIRST £20,000,000 OF THE TOTAL PROCEEDS FROM THE RETURN OF CAPITAL A SHARES 80.98% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS B SHARES 7.52% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS C SHARES 6.00% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS D SHARES 5.50% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS F SHARES ZERO% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS ALLOCATION OF THE TOTAL PROCEEDS FROM THE RETURN OF CAPITAL OVER £20,000,000 A SHARES 78.47% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS B SHARES 7.29% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS C SHARES 5.81% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS D SHARES 5.33% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS F SHARES 3.10% OF ANY BALANCE OF SUCH SURPLUS ASSETS AND RETAINED PROFITS ANY RETURN ON SOME BUT NOT ALL OF ANY SHARES OF A PARTICULAR CLASS WILL BE MADE AMONGST THEIR HOLDERS PRO RATA AS NEARLY AS POSSIBLE TO THEIR RESPECTIVE HOLDINGS OF SHARES OF THAT CLASS.

## Statement of Capital (Totals)

<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>100234</b>
		<i>Total aggregate nominal value</i>	<b>12333.4</b>

### *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 24/10/2015 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>	<b>: 77534 A ORDINARY shares held as at the date of this return</b>
<i>Name:</i>	<b>COOPERATIEF H2 EQUITY PARTNERS FUND IV HOLDING W.A.</b>
<i>Shareholding 2</i>	<b>: 7200 B ORDINARY shares held as at the date of this return</b>
<i>Name:</i>	<b>MARK WATSON</b>
<i>Shareholding 3</i>	<b>: 4000 C ORDINARY shares held as at the date of this return</b>
<i>Name:</i>	<b>MARK WATSON</b>
<i>Shareholding 4</i>	<b>: 3000 C ORDINARY shares held as at the date of this return</b>
<i>Name:</i>	<b>RICHARD GARNER</b>
<i>Shareholding 5</i>	<b>: 350 E ORDINARY shares held as at the date of this return</b>
<i>Name:</i>	<b>RICHARD GARNER</b>
<i>Shareholding 6</i>	<b>: 3000 C ORDINARY shares held as at the date of this return</b>
<i>Name:</i>	<b>JONATHAN SUMMERLEY</b>
<i>Shareholding 7</i>	<b>: 350 E ORDINARY shares held as at the date of this return</b>
<i>Name:</i>	<b>JONATHAN SUMMERLEY</b>
<i>Shareholding 8</i>	<b>: 1500 E ORDINARY shares held as at the date of this return</b>
<i>Name:</i>	<b>COOPERATIEF H2 EQUITY PARTNERS FUND IV HOLDING W.A.</b>
<i>Shareholding 9</i>	<b>: 3300 F ORDINARY shares held as at the date of this return</b>
<i>Name:</i>	<b>WAYNE BEEDLE</b>

## *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

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