



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **Utiligroup Limited**

Company Number: **09007042**



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Company Name: **Utiligroup Limited**

Company Number: **09007042**

Confirmation **23/04/2019**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A1	Number allotted	6272
	ORDINARY	Aggregate nominal value:	62.72
Currency:	GBP		

Prescribed particulars

EACH A1 ORDINARY SHARE CARRIES ONE VOTE PER SHARE ON A POLL, IS ENTITLED TO A PRO RATA PROPORTION OF ANY DIVIDEND DECLARED (TOGETHER WITH THE HOLDERS OF ALL OTHER CLASSES OF SHARES SAVE FOR THE D ORDINARY SHARES), IS ENTITLED TO RECEIVE THE A1 RETURN IN PRIORITY ON A RETURN OF CAPITAL AND AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES ON A RETURN OF CAPITAL IS ALSO THEN ENTITLED TO: (I) A PRO RATA PROPORTION OF ANY PROCEEDS REMAINING FOR PROCEEDS UP TO £30,445,000 PLUS DIVIDENDS (TOGETHER WITH THE HOLDERS OF B AND C ORDINARY SHARES FOR PROCEEDS UP TO £20,445,000; TOGETHER WITH THE B, C, E, F, AND G ORDINARY SHARES FOR PROCEEDS BETWEEN £20,445,000 AND £30,445,000 PLUS DIVIDENDS); (II) FOR PROCEEDS BEING MORE THAN £30,445,000 PLUS DIVIDENDS BUT EQUAL TO OR LESS THAN £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, E, F, H, AND J ORDINARY SHARES) OF 60% OF THE PROCEEDS REMAINING; AND (III) FOR PROCEEDS ABOVE £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, E, F, AND J ORDINARY SHARES) OF 56.559% OF THE PROCEEDS REMAINING. THE A1 ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	A2	Number allotted	274
	ORDINARY	Aggregate nominal value:	2.74
Currency:	GBP		

Prescribed particulars

EACH A2 ORDINARY SHARE CARRIES ONE VOTE PER SHARE ON A POLL, IS ENTITLED TO A PRO RATA PROPORTION OF ANY DIVIDEND DECLARED (TOGETHER WITH THE HOLDERS OF ALL OTHER CLASSES OF SHARES SAVE FOR THE D ORDINARY SHARES), ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN TO THE A1 ORDINARY SHARES, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES IS THEN ENTITLED TO: (I) A PRO RATA PROPORTION OF ANY PROCEEDS REMAINING FOR PROCEEDS UP TO £30,445,000 PLUS DIVIDENDS (TOGETHER WITH THE HOLDERS OF B AND C ORDINARY SHARES FOR PROCEEDS UP TO £20,445,000; TOGETHER WITH THE B, C, E, F, AND G ORDINARY

SHARES FOR PROCEEDS BETWEEN £20,445,000 AND £30,445,000 PLUS DIVIDENDS); (II) FOR PROCEEDS BEING MORE THAN £30,445,000 PLUS DIVIDENDS BUT EQUAL TO OR LESS THAN £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, E, F, H, AND J ORDINARY SHARES) OF 60% OF THE PROCEEDS REMAINING; AND (III) FOR PROCEEDS ABOVE £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, E, F, AND J ORDINARY SHARES) OF 2.511% OF THE PROCEEDS REMAINING. THE A2 ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	1613
	ORDINARY	Aggregate nominal value:	16.13
Currency:	GBP		

Prescribed particulars

EACH B ORDINARY SHARE CARRIES ONE VOTE PER SHARE ON A POLL, IS ENTITLED TO A PRO RATA PROPORTION OF ANY DIVIDEND DECLARED (TOGETHER WITH THE HOLDERS OF ALL OTHER CLASSES OF SHARES SAVE FOR THE D ORDINARY SHARES), ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES IS THEN ENTITLED TO: (I) A PRO RATA PROPORTION OF ANY PROCEEDS REMAINING FOR PROCEEDS UP TO £30,445,000 PLUS DIVIDENDS (TOGETHER WITH THE HOLDERS OF A AND C ORDINARY SHARES FOR PROCEEDS UP TO £20,445,000; TOGETHER WITH THE A, C, E, F, AND G ORDINARY SHARES FOR PROCEEDS BETWEEN £20,445,000 AND £30,445,000 PLUS DIVIDENDS); (II) FOR PROCEEDS BEING MORE THAN £30,445,000 PLUS DIVIDENDS BUT EQUAL TO OR LESS THAN £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE C, E, F, H, AND J ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING; AND (III) FOR PROCEEDS ABOVE £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE C, E, F, AND J ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING. THE B ORDINARY SHARES ARE REDEEMABLE AT ANY TIME AT THE OPTION OF THE HOLDER AT A REDEMPTION PRICE OF £3.77 PER SHARE.

Class of Shares:	C	Number allotted	1233
	ORDINARY	Aggregate nominal value:	12.33
Currency:	GBP		

Prescribed particulars

EACH C ORDINARY SHARE CARRIES ONE VOTE PER SHARE ON A POLL, IS ENTITLED TO A PRO RATA PROPORTION OF ANY DIVIDEND DECLARED (TOGETHER WITH THE HOLDERS OF ALL OTHER CLASSES OF SHARES SAVE FOR THE D ORDINARY SHARES),

ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES IS THEN ENTITLED TO: (I) A PRO RATA PROPORTION OF ANY PROCEEDS REMAINING FOR PROCEEDS UP TO £30,445,000 PLUS DIVIDENDS (TOGETHER WITH THE HOLDERS OF A AND B ORDINARY SHARES FOR PROCEEDS UP TO £20,445,000; TOGETHER WITH THE A, B, E, F, AND G ORDINARY SHARES FOR PROCEEDS BETWEEN £20,445,000 AND £30,445,000 PLUS DIVIDENDS); (II) FOR PROCEEDS BEING MORE THAN £30,445,000 PLUS DIVIDENDS BUT EQUAL TO OR LESS THAN £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, E, F, H, AND J ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING; AND (III) FOR PROCEEDS ABOVE £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, E, F, AND J ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING. THE C ORDINARY SHARES ARE REDEEMABLE AT ANY TIME AT THE OPTION OF THE HOLDER AT A REDEMPTION PRICE OF £10.55 PER SHARE.

Class of Shares:	D	Number allotted	577
	ORDINARY	Aggregate nominal value:	5.77
Currency:	GBP		

Prescribed particulars

EACH D ORDINARY SHARE CARRIES ONE VOTE PER SHARE ON A POLL, IS ENTITLED TO A PRO RATA PROPORTION OF ANY DIVIDEND EQUAL TO 0.1% OF ANY ORDINARY DIVIDEND (BEING THE AGGREGATE DIVIDEND AMOUNT PAID TO THE OTHER CLASSES OF SHARES OF THE COMPANY), ON A RETURN OF CAPITAL AFTER THE PAYMENT OF THE A1 RETURN IS ENTITLED TO 2 TIMES ITS ISSUE PRICE. THE D ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	E	Number allotted	86
	ORDINARY	Aggregate nominal value:	0.86
Currency:	GBP		

Prescribed particulars

EACH E ORDINARY SHARE CARRIES ONE VOTE PER SHARE ON A POLL, IS ENTITLED TO A PRO RATA PROPORTION OF ANY DIVIDEND DECLARED (TOGETHER WITH THE HOLDERS OF ALL OTHER CLASSES OF SHARES SAVE FOR THE D ORDINARY SHARES), ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES IS THEN ENTITLED TO: (I) A PRO RATA PROPORTION OF ANY PROCEEDS REMAINING FOR PROCEEDS UP TO £30,445,000 PLUS DIVIDENDS (TOGETHER WITH

THE HOLDERS OF A, B, AND C ORDINARY SHARES FOR PROCEEDS UP TO £20,445,000; TOGETHER WITH THE A, B, C, F, AND G ORDINARY SHARES FOR PROCEEDS BETWEEN £20,445,000 AND £30,445,000 PLUS DIVIDENDS); (II) FOR PROCEEDS BEING MORE THAN £30,445,000 PLUS DIVIDENDS BUT EQUAL TO OR LESS THAN £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, F, H, AND J ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING; AND (III) FOR PROCEEDS ABOVE £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, F, AND J ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING. THE E ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	F	Number allotted	98
	ORDINARY	Aggregate nominal value:	0.98
Currency:	GBP		

Prescribed particulars

EACH F ORDINARY SHARES CARRY NO ENTITLEMENT TO VOTE OR TO PARTICIPATE IN ANY FUTURE PRE-EMPTIVE SHARE ISSUES AND NOR DO THEY HAVE ANY ENTITLEMENT TO PARTICIPATE IN ANY DIVIDENDS. ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES, THE ISSUE PRICE OF THE DEFERRED SHARES AND £20,445,000 TO THE HOLDERS OF A, B, C, AND E ORDINARY SHARES THEN IS ENTITLED TO: (I) A PRO RATA PROPORTION OF ANY PROCEEDS BETWEEN £20,445,000 AND £30,445,000 PLUS DIVIDENDS (TOGETHER WITH A, B, C, E, AND G ORDINARY SHARES); (II) FOR PROCEEDS OF BETWEEN £30,445,000 PLUS DIVIDENDS AND £80,445,000 A PRO RATA PROPORTION OF 40% OF THE PROCEEDS (TOGETHER WITH THE B, C, E, H, AND J ORDINARY SHARES); AND (III) FOR PROCEEDS ABOVE £80,445,000 A PRO RATA PROPORTION OF 40% OF THE PROCEEDS (TOGETHER WITH THE B, C, E, AND J ORDINARY SHARES).

Class of Shares:	G	Number allotted	122
	ORDINARY	Aggregate nominal value:	1.22
Currency:	GBP		

Prescribed particulars

THE G ORDINARY SHARES CARRY NO ENTITLEMENT TO RECEIVE NOTICE OF, ATTEND, OR VOTE AT ANY GENERAL MEETING OF THE COMPANY, NOR TO PARTICIPATE IN ANY FUTURE PRE-EMPTIVE SHARE ISSUES. G ORDINARY SHAREHOLDERS DO NOT HAVE ANY ENTITLEMENT TO PARTICIPATE IN DIVIDENDS. ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES IS THEN ENTITLED TO A PRO

RATA PROPORTION OF ANY PROCEEDS REMAINING FOR PROCEEDS UP TO £30,445,000 PLUS DIVIDENDS (TOGETHER WITH THE HOLDERS OF A, B, AND C ORDINARY SHARES FOR PROCEEDS UP TO £20,445,000; TOGETHER WITH THE A, B, C, E, AND F ORDINARY SHARES FOR PROCEEDS BETWEEN £20,445,000 AND £30,445,000 PLUS DIVIDENDS). THE G ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	H	Number allotted	72
	ORDINARY	Aggregate nominal value:	0.72

Currency: **GBP**

Prescribed particulars

THE H ORDINARY SHARES CARRY NO ENTITLEMENT TO RECEIVE NOTICE OF, ATTEND, OR VOTE AT ANY GENERAL MEETING OF THE COMPANY, NOR TO PARTICIPATE IN ANY FUTURE PRE-EMPTIVE SHARE ISSUES. H ORDINARY SHAREHOLDERS DO NOT HAVE ANY ENTITLEMENT TO PARTICIPATE IN DIVIDENDS. ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES IS THEN ENTITLED TO A PRO RATA PROPORTION OF 40% OF THE PROCEEDS REMAINING FOR PROCEEDS BEING MORE THAN £30,445,000 PLUS DIVIDENDS BUT EQUAL TO OR LESS THAN £80,445,000 (TOGETHER WITH THE B, C, E, AND J ORDINARY SHARES). THE H ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	I	Number allotted	100
	ORDINARY	Aggregate nominal value:	1

Currency: **GBP**

Prescribed particulars

THE I ORDINARY SHARES CARRY NO ENTITLEMENT TO RECEIVE NOTICE OF, ATTEND, OR VOTE AT ANY GENERAL MEETING OF THE COMPANY, NOR TO PARTICIPATE IN ANY FUTURE PRE-EMPTIVE SHARE ISSUES. I ORDINARY SHAREHOLDERS DO NOT HAVE ANY ENTITLEMENT TO PARTICIPATE IN DIVIDENDS. ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES IS THEN ENTITLED TO A PRO RATA PROPORTION OF 0.93% OF THE PROCEEDS REMAINING FOR PROCEEDS ABOVE £80,445,000. THE I ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	J	Number allotted	73
	ORDINARY	Aggregate nominal value:	0.073

Currency: **GBP**

Prescribed particulars

THE J ORDINARY SHARES CARRY NO ENTITLEMENT TO RECEIVE NOTICE OF, ATTEND, OR VOTE AT ANY GENERAL MEETING OF THE COMPANY, NOR TO PARTICIPATE IN ANY FUTURE PRE-EMPTIVE SHARE ISSUES. J ORDINARY SHAREHOLDERS DO NOT HAVE ANY ENTITLEMENT TO PARTICIPATE IN DIVIDENDS. ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES IS THEN ENTITLED TO: (I) FOR PROCEEDS BEING MORE THAN £30,445,000 PLUS DIVIDENDS BUT EQUAL TO OR LESS THAN £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, F, AND H ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING; AND (II) FOR PROCEEDS ABOVE £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, AND F ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING. THE J ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	K	Number allotted	82
	ORDINARY	Aggregate nominal value:	0.082

Currency: **GBP**

Prescribed particulars

THE K ORDINARY SHARES CARRY NO ENTITLEMENT TO RECEIVE NOTICE OF, ATTEND, OR VOTE AT ANY GENERAL MEETING OF THE COMPANY, NOR TO PARTICIPATE IN ANY FUTURE PRE-EMPTIVE SHARE ISSUES. K ORDINARY SHAREHOLDERS DO NOT HAVE ANY ENTITLEMENT TO PARTICIPATE IN DIVIDENDS. ON A RETURN OF CAPITAL AFTER THE PAYMENT OF: THE A1 RETURN, 2 TIMES THE ISSUE PRICE OF THE D ORDINARY SHARES AND THE ISSUE PRICE OF THE DEFERRED SHARES IS THEN ENTITLED TO: (I) FOR PROCEEDS BEING MORE THAN £30,445,000 PLUS DIVIDENDS BUT EQUAL TO OR LESS THAN £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, F, AND H ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING; AND (II) FOR PROCEEDS ABOVE £80,445,000 A PRO RATA PROPORTION (TOGETHER WITH THE B, C, AND F ORDINARY SHARES) OF 40% OF THE PROCEEDS REMAINING. THE K ORDINARY SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	10602
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Total aggregate nominal value:	104.625
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