



Companies House

# CS01<sub>(ef)</sub>

## Confirmation Statement

Company Name: **LOCK TOPCO LIMITED**

Company Number: **09175895**



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Company Name: **LOCK TOPCO LIMITED**

Company Number: **09175895**

Confirmation **21/10/2021**

Statement date:

# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>395432</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>3954.32</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**VOTING: EACH SHAREHOLDER SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE HELD BY HIM AND ENTITLED AT THAT TIME TO VOTE. DIVIDEND RIGHTS: SUBJECT TO (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME AND (II) INVESTOR CONSENT, ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES, AND THE E ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL RIGHTS: ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ALL OTHER SUMS PAYABLE IN PRIORITY) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES AND THE E ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDERS AT THE RELEVANT TIME. REDEEMABLE SHARES: THE COMPANY SHALL NOT PAY ANY DIVIDENDS ON ITS SHARES, REDEEM ITS SHARES OR PURCHASE ITS SHARES IF TO DO SO WOULD CAUSE THE COMPANY TO BE IN BREACH OF THE PROVISIONS OF ANY FINANCING DOCUMENT.**

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>463295</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>4632.95</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**VOTING: EITHER: (A) UNTIL A KEY MAN EVENT OCCURS: (I) A PERSON WHO IS A RELEVANT B SHAREHOLDER SHALL HAVE ONE VOTE FOR EACH B ORDINARY SHARE HELD BY HIM WHICH IS ENTITLED AT THAT TIME TO VOTE; AND (II) A PERSON WHO IS A RELEVANT KEY MANAGER SHALL HAVE "B" VOTE(S) FOR EACH B ORDINARY SHARE HELD BY HIM WHICH IS ENTITLED AT THAT TIME TO VOTE WHERE:  $B = 1 + \text{HIS ADDITIONAL VOTES}$  PROVIDED THAT THE AGGREGATE NUMBER OF VOTES HELD BY ANY KEY MANAGER (WHETHER IN RESPECT OF A ORDINARY SHARES, B ORDINARY SHARES, C ORDINARY SHARES, E ORDINARY SHARES AND/OR OTHERWISE) SHALL NOT AT ANY TIME EXCEED 24.9% OF THE AGGREGATE NUMBER OF VOTES ATTRIBUTABLE TO ALL OF THE SHARES IN THE COMPANY AT THE RELEVANT TIME AND IF THAT WOULD BE THE CASE THE VOTES ATTRIBUTABLE TO ALL OF SUCH PERSON'S SHARES SHALL BE REDUCED TO 24.9% (AND THE EXCESS SHALL THEREFORE BE DEEMED TO NOT BE ENTITLED TO VOTE) WHERE: ADDITIONAL VOTES MEANS:  $((\text{DISENFRANCHISED VOTES} \times \text{KMB/RB})/\text{KMB})$  UNLESS A KEY MAN EVENT HAS OCCURRED IN WHICH CASE THE NUMBER OF ADDITIONAL VOTES WILL ALWAYS BE ZERO; OR KMB MEANS THE TOTAL NUMBER OF B ORDINARY SHARES HELD AT THAT TIME BY THAT RELEVANT KEY MANAGER; RB MEANS TOTAL NUMBER OF B ORDINARY SHARES HELD AT THE RELEVANT TIME BY ALL RELEVANT KEY MANAGERS; RELEVANT B SHAREHOLDER MEANS A HOLDER OF B ORDINARY SHARES WHO IS NOT A RELEVANT KEY MANAGER AND TO WHOM NO PROVISION OF ARTICLE 7.8, APPLIES AT SUCH TIME; AND RELEVANT KEY MANAGER MEANS KEY MANAGERS TO WHOM NO PROVISION OF ARTICLE 7.8, APPLIES AT SUCH TIME AND, FOR THE AVOIDANCE OF DOUBT, EACH B ORDINARY SHARE MAY CARRY MORE OR LESS THAN ONE WHOLE VOTE PER B ORDINARY SHARE; OR IF A KEY MAN EVENT HAS OCCURRED, ONE VOTE FOR EACH B ORDINARY SHARE HELD BY HIM WHICH IS ENTITLED TO VOTE. DIVIDEND RIGHTS: SUBJECT TO (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME AND (II) INVESTOR CONSENT, ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES, AND THE E ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL RIGHTS: ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ALL OTHER SUMS PAYABLE IN PRIORITY) SHALL BE**

DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES AND THE E ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDERS AT THE RELEVANT TIME. REDEEMABLE SHARES: THE COMPANY SHALL NOT PAY ANY DIVIDENDS ON ITS SHARES, REDEEM ITS SHARES OR PURCHASE ITS SHARES IF TO DO SO WOULD CAUSE THE COMPANY TO BE IN BREACH OF THE PROVISIONS OF ANY FINANCING DOCUMENT.

<b>Class of Shares:</b>	<b>C</b>	Number allotted	<b>5000</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>50</b>

Currency: **GBP**

Prescribed particulars

**VOTING: EACH SHAREHOLDER SHALL HAVE ONE VOTE FOR EACH C ORDINARY SHARE HELD BY HIM WHICH IS ENTITLED AT THAT TIME TO VOTE. DIVIDEND RIGHTS: SUBJECT TO (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME AND (II) INVESTOR CONSENT, ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES, AND THE E ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL RIGHTS: ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ALL OTHER SUMS PAYABLE IN PRIORITY) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES AND THE E ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDERS AT THE RELEVANT TIME. REDEEMABLE SHARES: THE COMPANY SHALL NOT PAY ANY DIVIDENDS ON ITS SHARES, REDEEM ITS SHARES OR PURCHASE ITS SHARES IF TO DO SO WOULD CAUSE THE COMPANY TO BE IN BREACH OF THE PROVISIONS OF ANY FINANCING DOCUMENT.**

<b>Class of Shares:</b>	<b>DEFERRED</b>	Number allotted	<b>205825</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>2058.25</b>

Prescribed particulars

**EACH SHARE HAS THE RIGHTS AND IS SUBJECT TO THE CONDITIONS SET OUT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.**

<b>Class of Shares:</b>	<b>E</b>	Number allotted	<b>124629</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>623.145</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**VOTING: EACH SHAREHOLDER SHALL HAVE ONE VOTE FOR EACH E ORDINARY SHARE HELD BY HIM WHICH IS ENTITLED AT THAT TIME TO VOTE. DIVIDEND RIGHTS: SUBJECT TO (I) THE BOARD RECOMMENDING PAYMENT OF THE SAME AND (II) INVESTOR CONSENT, ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES, AND THE E ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME PROVIDED THAT E ORDINARY SHARES SHALL NOT RECEEIVE IN AGGREGATE MORE THAN THE E PROPORTION. RETURN OF CAPITAL RIGHTS: ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ALL OTHER SUMS PAYABLE IN PRIORITY) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES AND THE E ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDERS AT THE RELEVANT TIME. REDEEMABLE SHARES: THE COMPANY SHALL NOT PAY ANY DIVIDENDS ON ITS SHARES, REDEEM ITS SHARES OR PURCHASE ITS SHARES IF TO DO SO WOULD CAUSE THE COMPANY TO BE IN BREACH OF THE PROVISIONS OF ANY FINANCING DOCUMENT.**

<b>Class of Shares:</b>	<b>F</b>	Number allotted	<b>272633</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>1363.165</b>
Currency:	<b>GBP</b>		

Prescribed particulars

VOTE: F ORDINARY SHARES SHALL CARRY NO VOTING RIGHTS. DIVIDEND: F ORDINARY SHARES SHALL NOT BE ENTITLED TO PARTICIPATE IN ANY DISTRIBUTION. RETURN OF CAPITAL RIGHTS: IF A TRIGGER EVENT HAS OCCURRED, FOLLOWING THE DISTRIBUTION OF ALL AMOUNTS REQUIRED TO BE ALLOCATED PURSUANT TO ARTICLE 6.2.1 TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES, AND THE E ORDINARY SHARES AND UNTIL SUCH TIME AS PAYMENT IS DUE TO BE MADE TO DEFERRED SHAREHOLDERS PURSUANT TO ARTICLE 6.2.3, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ALL OTHER SUMS PAYABLE IN PRIORITY) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES AND THE F ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDERS AT THE RELEVANT TIME. REDEEMABLE SHARES: THE COMPANY SHALL NOT PAY ANY DIVIDENDS ON ITS SHARES, REDEEM ITS SHARES OR PURCHASE ITS SHARES IF TO DO SO WOULD CAUSE THE COMPANY TO BE IN BREACH OF THE PROVISIONS OF ANY FINANCING DOCUMENT.

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## Statement of Capital (Totals)

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Currency:	GBP	Total number of shares:	1466814
		Total aggregate nominal value:	12681.83
		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: **130470 B ORDINARY shares held as at the date of this confirmation statement**

Name: **TITUS SHARPE**

Shareholding 2: **102340 B ORDINARY shares held as at the date of this confirmation statement**

Name: **THOMAS MORGAN**

Shareholding 3: **92160 B ORDINARY shares held as at the date of this confirmation statement**

Name: **JULIAN HOPKINSON**

Shareholding 4: **63940 B ORDINARY shares held as at the date of this confirmation statement**

Name: **DAVID WALTON**

Shareholding 5: **48668 B ORDINARY shares held as at the date of this confirmation statement**

Name: **SIMON VENTURI**

Shareholding 6: **25717 B ORDINARY shares held as at the date of this confirmation statement**

Name: **MICHAEL TEIXEIRA**

Shareholding 7: **5000 C ORDINARY shares held as at the date of this confirmation statement**

Name: **MICHAEL TEIXEIRA**

Shareholding 8: **1543 A ORDINARY shares held as at the date of this confirmation statement**

Name: **ROWANMOOR TRUSTEES LIMITED**

Shareholding 9: **74663 E ORDINARY shares held as at the date of this confirmation statement**

Name: **ZEDRA TRUST COMPANY (GUERNSEY) LIMITED**

Shareholding 10: **5820 DEFERRED shares held as at the date of this confirmation statement**

Name: **ZEDRA TRUST COMPANY (GUERNSEY) LIMITED**

Shareholding 11: **202724 F ORDINARY shares held as at the date of this confirmation statement**

Name: **ZEDRA TRUST COMPANY (GUERNSEY) LIMITED**

Shareholding 12:	<b>10687 F ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>MICHAEL TEIXEIRA</b>
Shareholding 13:	<b>1482 E ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>MICHAEL TEIXEIRA</b>
Shareholding 14:	<b>10000 F ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ROWANMOOR TRUSTEES LIMITE</b>
Shareholding 15:	<b>10000 E ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ROWANMOOR TRUSTEES LIMITE</b>
Shareholding 16:	<b>25870 F ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>DANIEL TOBIN</b>
Shareholding 17:	<b>19734 E ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>DANIEL TOBIN</b>
Shareholding 18:	<b>23352 F ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>BJORN ZELLWEGER</b>
Shareholding 19:	<b>18750 E ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>BJORN ZELLWEGER</b>
Shareholding 20:	<b>393889 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>BDCP II (NOMINEES) LIMITED</b>
Shareholding 21:	<b>5 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>BDCP II (NOMINEES) LIMITED</b>
Shareholding 22:	<b>50000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>SIMON VENTURI</b>
Shareholding 23:	<b>50000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>BJORN ZELLWEGER</b>
Shareholding 24:	<b>50000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>DANIEL TOBIN</b>



Shareholding 25: **50000 DEFERRED shares held as at the date of this confirmation statement**  
Name: **MICHAEL TEIXEIRA**

## **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