



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **TESTPLANT TOPCO LIMITED**

Company Number: **09536504**



X64L5K5D

Received for filing in Electronic Format on the: **18/04/2017**

Company Name: **TESTPLANT TOPCO LIMITED**

Company Number: **09536504**

Confirmation **10/04/2017**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	425000
	ORDINARY	Aggregate nominal value:	425
	SHARES		

Currency: **GBP**

Prescribed particulars

DIVIDEND RIGHTS ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE AMONGST THE HOLDERS OF A ORDINARY SHARES SHALL BE DISTRIBUTED PARI PASSU BETWEEN THE HOLDERS OF A ORDINARY AND B ORDINARY SHARES, ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER, AND AFTER THE PAYMENT OF ANY DIVIDEND DUE TO THE HOLDERS OF PREFERENCE SHARES. RETURN OF CAPITAL RIGHTS AFTER ALL PAYMENTS TO BE MADE IN PRIORITY (NAMELY PAYMENTS DUE TO THE HOLDERS OF PREFERENCE SHARES), A SUM EQUAL TO THE ISSUE PRICE IN RESPECT OF EACH A ORDINARY SHARE AND B ORDINARY SHARE IN ISSUE, SHALL BE DISTRIBUTED PARI PASSU AMONGST THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES. THEREAFTER THE NEXT £1,000,000,000.00 SHALL BE DISTRIBUTED PARI PASSU AMONGST THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES. THE HOLDERS OF DEFERRED SHARES (TO THE EXTENT ANY ARE IN ISSUE) SHALL THEN BE ENTITLED TO RECEIVE 0.01P PER DEFERRED SHARE, HEREAFTER THE BALANCE OF SUCH ASSETS SHALL BE DISTRBUTED PARI PASSU AMONGST THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES. VOTING RIGHTS ON A WRITTEN RESOLUTION EACH A ORDINARY SHAREHOLDER SHALL HAVE ONE VOTE PER SHARE. AT A GENERAL MEETING, ON A SHOW OF HANDS, EVERY QUALIFYING A ORDINARY SHAREHOLDER SHALL HAVE ONE VOTE PER SHARE. ON A RESOLUTION TO BE PASSED AT A GENERAL MEETING ON A POLL, EACH A ORDINARY SHAREHOLDER SHALL HAVE ONE VOTE PER SHARE. REDEMPTION RIGHTS THE A ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B1	Number allotted	44200
	ORDINARY	Aggregate nominal value:	4.42
	SHARES		

Currency: **GBP**

Prescribed particulars

DIVIDEND RIGHTS ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE AMONGST THE HOLDERS OF B ORDINARY SHARES SHALL BE

DISTRIBUTED PARI PASSU BETWEEN THE HOLDERS OF A ORDINARY AND B ORDINARY SHARES, ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER, AND AFTER THE PAYMENT OF ANY DIVIDEND DUE TO THE HOLDERS OF PREFERENCE SHARES. RETURN OF CAPITAL RIGHTS AFTER ALL PAYMENTS TO BE MADE IN PRIORITY (NAMELY PAYMENTS DUE TO THE HOLDERS OF PREFERENCE SHARES), A SUM EQUAL TO THE ISSUE PRICE IN RESPECT OF EACH A ORDINARY SHARE AND B ORDINARY SHARE IN ISSUE, SHALL BE DISTRIBUTED PARI PASSU AMONGST THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES. THEREAFTER THE NEXT £1,000,000,000.00 SHALL BE DISTRIBUTED PARI PASSU AMONGST THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES. THE HOLDERS OF DEFERRED SHARES (TO THE EXTENT ANY ARE IN ISSUE) SHALL THEN BE ENTITLED TO RECEIVE 0.01P PER DEFERRED SHARE, HEREAFTER THE BALANCE OF SUCH ASSETS SHALL BE DISTRBUTED PARI PASSU AMONGST THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES. VOTING RIGHTS HOLDERS OF B1 ORDINARY SHARES ARE NOT ENTITLED TO VOTE ON RESOLUTIONS. REDEMPTION RIGHTS THE B1 ORDINARY SHARES ARE NOT REDEEMABLE

Class of Shares:	B2	Number allotted	4800
	ORDINARY	Aggregate nominal value:	480
	SHARES		

Currency: GBP

Prescribed particulars

DIVIDEND RIGHTS ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE AMONGST THE HOLDERS OF B ORDINARY SHARES SHALL BE DISTRIBUTED PARI PASSU BETWEEN THE HOLDERS OF A ORDINARY AND B ORDINARY SHARES, ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER, AND AFTER THE PAYMENT OF ANY DIVIDEND DUE TO THE HOLDERS OF PREFERENCE SHARES. RETURN OF CAPITAL RIGHTS AFTER ALL PAYMENTS TO BE MADE IN PRIORITY (NAMELY PAYMENTS DUE TO THE HOLDERS OF PREFERENCE SHARES), A SUM EQUAL TO THE ISSUE PRICE IN RESPECT OF EACH A ORDINARY SHARE AND B ORDINARY SHARE IN ISSUE, SHALL BE DISTRIBUTED PARI PASSU AMONGST THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES. THEREAFTER THE NEXT £1,000,000,000.00 SHALL BE DISTRIBUTED PARI PASSU AMONGST THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES. THE HOLDERS OF DEFERRED SHARES (TO THE EXTENT ANY ARE IN ISSUE) SHALL THEN BE ENTITLED TO RECEIVE 0.01P PER DEFERRED SHARE, HEREAFTER THE BALANCE OF SUCH ASSETS SHALL BE

DISTRBUTED PARI PASSU AMONGST THE HOLDERS OF A ORDINARY SHARES AND B
ORDINARY SHARES. VOTING RIGHTS ON A WRITTEN RESOLUTION EACH B2 ORDINARY
SHAREHOLDER SHALL HAVE TWENTY VOTES PER SHARE. AT A GENERAL MEETING,
ON A SHOW OF HANDS, EVERY QUALIFYING B2 ORDINARY SHAREHOLDER SHALL HAVE
ONE VOTE PER SHARE. ON A RESOLUTION TO BE PASSED AT A GENERAL MEETING ON
A POLL, EACH B2 ORDINARY SHAREHOLDER SHALL HAVE TWENTY VOTES PER SHARE.
REDEMPTION RIGHTS THE B2 ORDINARY SHARES ARE NOT REDEEMABLE

Class of Shares:	PREFERENCE	Number allotted	14372000
	SHARES	Aggregate nominal value:	1437.2

Currency: **GBP**

Prescribed particulars

**DIVIDEND RIGHTS THE COMPANY SHALL, WITHOUT RESOLUTION OF THE BOARD OR
SHAREHOLDERS AND BEFORE THE APPLICATION OF ANY PROFITS TO RESERVE OR
FOR ANY OTHER PURPOSE, ACCRUE IN RESPECT OF EACH PREFERENCE SHARE A
FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 14% OF THE
ISSUE PRICE PER SHARE COMPOUNDED ANNUALLY ON 31 DECEMBER IN EACH YEAR
WHICH SHALL ACCRUE DAILY AND BE CALCULATED IN RESPCT OF THE PERIOD TO
SUCH DATE ASSUMING A 365-YEAR. THE PREFERENCE DIVIDEND SHALL BE PAID TO
PREFERENCE SHAREHOLDERS AND IMMEDIATELY BECOME A DEBT DUE ON AN EXIT OR,
IF EARLIER (A) ON THE DATE FALLING 11 YEARS AFTER COMPLETION, OR (B) ON THE
OCCURENCE OF A DEFAULT EVENT, OR (C) THE DATE OF ANY EARLIER REDEMPTION OF
THE RELEVANT SHARES. RETURN OF CAPITAL RIGHTS EACH HOLDER OF PREFERENCE
SHARES SHALL BE PAID AN AMOUNT EQUAL TO (1) 100% OF THE ISSUE PRICE, AND (2)
THE AGGREGATE AMOUNT OF ANY ACCRUALS AND/OR UNPAID AMOUNTS OF DIVIDEND
(TO BE CALCULATED DOWN TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL
TO BE PAYABLE IRRESPECTIVE OF WHETHER SUCH DIVIDEND WOULD BE UNLAWFUL
BY REASON OF THERE BEING INSUFFICIENT AVAILABLE PROFITS). VOTING RIGHTS
HOLDERS OF PREFERENCE SHARES ARE NOT ENTITLED TO VOTE ON RESOLUTIONS.
REDEMPTION RIGHTS ALL PREFERENCE SHARES SHALL BE REDEEMED IMMEDIATELY
PRIOR TO AN EXIT OR, IF EARLIER (A) ON THE DATE FALLING 11 YEARS AFTER
COMPLETIONF, OR (B) ON THE OCCURRENCE OF A DEFAULT EVENT. THE PREFERENCE
SHARES MAY ALSO BE REDEEMED BY NOTICE IN WRITING TO THE PREFERENCE
SHAREHOLDERS, SUBJECT TO INVESTOR AND MANAGER REPRESENTATIVE CONSENT.
THE PREFERENCE SHAREHOLDERS SHALL BE PAID AN AMOUNT EQUAL TO (1) 100%
OF THE ISSUE PRICE THEREOF, AND (2) ALL ACCRUALS AND/OR UNPAID AMOUNTS**

OF PREFERENCE DIVIDENDS IN RESPECT THEREOF, CALCULATED DOWN TO AND INCLUDING THE DATE OF ACTUAL PAYMENT. SUCH AMOUNT SHALL, SUBJECT TO THE COMPANY HAVING AVAILABLE PROFITS OR OTHER MONIES LAWFULLY APPLIED FOR SUCH REDEMPTION, BECOME A DEBT DUE FROM AND IMMEDIATELY PAYABLE BY THE COMPANY TO THE PREFERENCE SHAREHOLDERS.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	14846000
		Total aggregate nominal value:	2346.62
		Total aggregate amount unpaid:	0

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: **376876 A ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **CETP III TP S.A.R.L**

Shareholding 2: **1922 A ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **ANTONY EDWARDS**

Shareholding 3: **934 A ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **JONATHAN GILLASPIE**

Shareholding 4: **21192 transferred on 2017-02-09
32100 A ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **GEORGE ANGUS MACKINTOSH**

Shareholding 5: **6627 A ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **JONATHAN MARK RICHARDS**

Shareholding 6: **3649 A ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **CHRISTOPHER PETER VERDIN**

Shareholding 7: **2892 A ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **RICHARD JAMES WARD**

Shareholding 8: **4950 B1 ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **ANTONY EDWARDS**

Shareholding 9: **26500 B1 ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **ESTERA TRUST (JERSEY) LIMITED**

Shareholding 10: **15000 transferred on 2017-02-09
0 B1 ORDINARY SHARES shares held as at the date of this confirmation statement**

Name: **GEORGE ANGUS MACKINTOSH**

Shareholding 11:	1450 B1 ORDINARY SHARES shares held as at the date of this confirmation statement
Name:	JONATHAN MARK RICHARDS
Shareholding 12:	5050 B1 ORDINARY SHARES shares held as at the date of this confirmation statement
Name:	CHRISTOPHER PETER VERDIN
Shareholding 13:	6250 B1 ORDINARY SHARES shares held as at the date of this confirmation statement
Name:	RICHARD JAMES WARD
Shareholding 14:	1300 B2 ORDINARY SHARES shares held as at the date of this confirmation statement
Name:	ANTONY EDWARDS
Shareholding 15:	1050 B2 ORDINARY SHARES shares held as at the date of this confirmation statement
Name:	JONATHAN MARK RICHARDS
Shareholding 16:	1200 B2 ORDINARY SHARES shares held as at the date of this confirmation statement
Name:	CHRISTOPHER PETER VERDIN
Shareholding 17:	1250 B2 ORDINARY SHARES shares held as at the date of this confirmation statement
Name:	RICHARD JAMES WARD
Shareholding 18:	11385828 PREFERENCE SHARES shares held as at the date of this confirmation statement
Name:	CETP III TP S.A.R.L
Shareholding 19:	119238 PREFERENCE SHARES shares held as at the date of this confirmation statement
Name:	ANTONY EDWARDS
Shareholding 20:	57964 PREFERENCE SHARES shares held as at the date of this confirmation statement
Name:	JONATHAN GILLASPIE
Shareholding 21:	1315013 transferred on 2017-02-09 1991874 PREFERENCE SHARES shares held as at the date of this confirmation statement
Name:	GEORGE ANGUS MACKINTOSH
Shareholding 22:	411220 PREFERENCE SHARES shares held as at the date of this confirmation statement
Name:	JONATHAN MARK RICHARDS

Shareholding 23: **226418 PREFERENCE SHARES** shares held as at the date of this
confirmation statement

Name: **CHRISTOPHER PETER VERDIN**

Shareholding 24: **179458 PREFERENCE SHARES** shares held as at the date of this
confirmation statement

Name: **RICHARD JAMES WARD**

Persons with Significant Control (PSC)

PSC Statements

The company knows or has reasonable cause to believe that there is no registrable person or registrable relevant legal entity in relation to the company.

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