



Confirmation Statement

Company Name: **Brother Topco Limited**

Company Number: **09584414**



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Received for filing in Electronic Format on the: **12/05/2017**

Company Name: **Brother Topco Limited**

Company Number: **09584414**

Confirmation **12/05/2017**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	700000
	ORDINARY	Aggregate nominal value:	7000
Currency:	GBP		

Prescribed particulars

A. A ORDINARY SHARES SHALL CONFER ON EACH HOLDER THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO VOTE ON WRITTEN RESOLUTIONS AND ON A POLL OR WRITTEN RESOLUTION TO EXERCISE ONE VOTE PER SHARE UNLESS:- (I) A BREACH OCCURS, RESULTING IN A VOTING ENHANCEMENT NOTICE (AS DEFINED IN THE ARTICLES) BEING SERVED UPON THE COMPANY; OR (II) THE HOLDER OF A ORDINARY SHARES BECOMES A LEAVER (AS DEFINED IN THE ARTICLES); OR (III) A DISENFRANCHISEMENT NOTICE (AS DEFINED IN THE ARTICLES) IS SERVED ON THE HOLDER OF A ORDINARY SHARES.

B. ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL, SUBJECT TO OBTAINING INVESTOR CONSENT, BE APPLIED AMONGST THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE. C. ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE. IN THE ENVENT OF A SALE OR LISTING THE PROCEEDS OF SUCH SALE SHALL, UNLESS THE HOLDERS OF NOT LESS THAN ONE HALF O FTH ETOTAL NUMBER OF A ORDINARY SHARES FOR THE RELEVANT TIME BEING IN ISSUE AGREE OTHERWISE IN WRITING, BE DISTRIBUTED BETWEEN THE SELLING SHAREHOLDERS AS IF THE SAME CONSTITUTED A LIQUIDATION OF THE COMPANY. D. A ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	115000
	ORDINARY	Aggregate nominal value:	115000
Currency:	GBP		

Prescribed particulars

A. B ORDINARY SHARES SHALL CONFER ON EACH HOLDER THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE

COMPANY AND TO VOTE ON WRITTEN RESOLUTIONS AND ON A POLL OR WRITTEN RESOLUTION TO EXERCISE ONE VOTE PER SHARE, UNLESS:- (I) A BREACH OCCURS, RESULTING IN A VOTING ENHANCEMENT NOTICE (AS DEFINED IN THE ARTICLES) BEING SERVED UPON THE COMPANY; OR (II) THE HOLDER OF B ORDINARY SHARES BECOMES A LEAVER (AS DEFINED IN THE ARTICLES); OR (III) A DISENFRANCHISEMENT NOTICE (AS DEFINED IN THE ARTICLES) IS SERVED ON THE HOLDER OF B ORDINARY SHARES. B. ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL, SUBJECT TO OBTAINING INVESTOR CONSENT, BE APPLIED AMONGST THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE. C. ON RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMANING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE. IN THE EVENT OF A SALE OR LISTING THE PROCEEDS OF SUCH SALE SHALL, UNLESS THE HOLDERS OF NOT LESS THAN ONE HALF OF THE TOTAL NUMBER OF A ORDINARY SHARES FOR THE RELEVANT TIME BEING IN ISSUE AGREE OTHERWISE IN WRITING, BE DISTRIBUTED BETWEEN THE SELLING SHAREHOLDERS AS IF THE SAME CONSTITUTED A LIQUIDATION OF THE COMPANY. D. B ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B1	Number allotted	52000
	ORDINARY	Aggregate nominal value:	52000
Currency:	GBP		

Prescribed particulars

A. B1 ORDINARY SHARES SHALL CONFER ON EACH HOLDER THEREOF (IN THAT CAPACITY) THE RIGHT TO RECEIVE NOTICE OF TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO VOTE ON WRITTEN RESOLUTIONS AND ON A POLL OR WRITTEN RESOLUTION TO EXERCISE 2.75 VOTES PER SHARE, UNLESS:- (I) A BREACH OCCURS, RESULTING IN A VOTING ENHANCEMENT NOTICE (AS DEFINED IN THE ARTICLES) BEING SERVED UPON THE COMPANY; OR (II) THE HOLDER OF B1 ORDINARY SHARES BECOMES A LEAVER (AS DEFINED IN THE ARTICLES); OR (III) A DISENFRANCHISEMENT NOTICE (AS DEFINED IN THE ARTICLES) IS SERVED ON THE HOLDER OF B1 ORDINARY SHARES. B. ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL, SUBJECT TO

OBTAINING INVESTOR CONSENT, BE APPLIED AMONGST THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE. C. ON A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALLL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE. IN THE EVENT OF A SALE OR LISTING THE PROCEEDS OF SUCH SALE SHALL, UNLESS THE HOLDERS OF NOT LESS THAN ONE HALF OF THE TOTAL NUMBER OF A ORDINARY SHARES FOR THE RELEVANT TIME BEING IN ISSUE AGREE OTHERWISE IN WRITING, BE DISTRIBUTED BETWEEN THE SELLING SHAREHOLDERS AS IF THE SAME CONSTITUTED A LIQUIDATION OF THE COMPANY. D. B1 ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B2	Number allotted	13000
	ORDINARY	Aggregate nominal value:	13000
Currency:	GBP		

Prescribed particulars

A, THE B2 ORDINARY SHARES SHALL NOT ENTITLE THE HOLDERS TO VOTE ON WRITTEN RESOLUTIONS OR TO ATTEND, VOTE OR SPEAK AT GENERAL MEETINGS OF THE COMPANY. B. ANY PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL, SUBJECT TO OBTAINING INVESTOR CONSENT, BE APPLIED AMONGST THE HOLDERS OF A ORDINARY SHARES, B ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE. C. ONE A RETURN OF ASSETS ON LIQUIDATION, REDUCTION OF CAPITAL OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRUBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE. IN THE ENENT OF A SALE OR LISTING THE PROCEEDS OF SUCH SALE SHALL, UNLESS THE HOLDERS OF NOT LESS THAN ONE HALF OF THE TOTAL NUMBER OF A ORDINARY SHARES FOR THE RELEVANT TIME BEING IN ISSUE AGREE OTHERWISE IN WRITING, BE DISTRIBUTED BETWEEN THE SELLING SHAREHOLDERS AS IF THE SAME CONSTITUTED A LIQUIDATION OF THE COMPANY. D. B2 ORDINARY SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	880000
		Total aggregate nominal value:	187000
		Total aggregate amount unpaid:	0

Persons with Significant Control (PSC)

PSC notifications

Notification Details

Date that person became **06/04/2016**
registrable:

Name: **CHRISTOPHER LLOYD**

Service Address: **BLACKWOOD HOUSE UNION GROVE LANE
ABERDEEN
UNITED KINGDOM
AB10 6XU**

Country/State Usually
Resident: **SCOTLAND**

Date of Birth: ****/11/1958**

Nationality: **BRITISH**

Nature of control

The person holds, directly or indirectly, more than 50% but less than 75% of the shares in 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