



Companies House

**CS01** (ef)

**Confirmation Statement**

Company Name: **REF WISDOM 2 LIMITED**

Company Number: **09677331**



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Company Name: **REF WISDOM 2 LIMITED**

Company Number: **09677331**

Confirmation **07/07/2017**

Statement date:

# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>11800034</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>11800034</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**SIX A DIRECTORS ARE APPOINTED TO THE BOARD BY NOMINATION OF THE A SHAREHOLDER. THERE IS A RIGHT TO APPOINT TWO OBSERVERS TO THE BOARD OF DIRECTORS. IT IS HEREBY CONFIRMED THAT THE TRANSFER OF THE SHARES BY THE A SHAREHOLDER TO ITS AFFILIATE DOES NOT CONSTITUTE AN EXIT FROM THE INVESTMENT BY THE A SHAREHOLDER AND/OR RIVERSIDE. THE A SHAREHOLDER HAS THE PRE-EMPTION RIGHTS TO ACQUIRE THE SHARES IN THE COMPANY TO BE SOLD BY THE B SHAREHOLDER. THERE IS A DRAG-ALONG RIGHT OVER THE B SHARES WHEN THE A SHAREHOLDER SELLS ALL OF ITS SHARES OR A PORTION AND THE DRAG-ALONG RIGHT WILL BE PROPORTIONATE TO THE NUMBER OF A SHARES IN TOTAL AND THE NUMBER BEING SOLD. IN CASE OF TRANSFER OF SHARES IN THE B SHAREHOLDER WITHOUT THE PRIOR WRITTEN CONSENT OF THE A SHAREHOLDER, THE A SHAREHOLDER SHALL HAVE A RIGHT TO PURCHASE THE SHARES HELD BY THE B SHAREHOLDER THAT RELATE TO THE MANAGER OR MINORITY A SHAREHOLDER TRANSFERRING HIS OR HER SHARES IN THE B SHAREHOLDER. IN CASE OF AN EVENT OF DEFAULT BY ANY OF THE MANAGERS AND/OR THE B SHAREHOLDER, THE A SHAREHOLDER SHALL ALSO BE ENTITLED TO, AT ITS SOLE DISCRETION WITHOUT PREJUDICE OF ITS RIGHT TO RECEIVE COMPENSATION, PURCHASE ALL THE DEFAULTING MEMBERS SHARES. SHOULD THE B SHAREHOLDER DECIDE NOT TO PARTICIPATE IN A GIVEN CAPITAL INCREASE IN THE COMPANY, SHARES INITIALLY OFFERED TO THE B SHAREHOLDER SHALL BE REOFFERED TO THE A SHAREHOLDER. THE A SHAREHOLDER IS ENTITLED TO GRANT LOAN(S) AND/OR A SUBORDINATED LOAN(S) TO THE COMPANY, WHICH MAY BE SUBSEQUENTLY CONVERTED TO NEW SHARES IN THE COMPANY'S SHARE CAPITAL AT THE ISSUE PRICE AGREED OR FIXED IN ACCORDANCE WITH THE VALUATION PROCEDURE AFTER SUCH PROCEDURE HAS BEEN CARRIED OUT.**

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>2440443</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>2440443</b>
Currency:	<b>GBP</b>		

Prescribed particulars

ONE B DIRECTOR IS APPOINTED TO THE BOARD BY NOMINATION OF THE B SHAREHOLDER THERE IS A RIGHT TO APPOINT TWO OBSERVERS TO THE BOARD OF DIRECTORS THE B SHAREHOLDER AND THE MANAGERS SHALL REMAIN JOINTLY AND SEVERALLY LIABLE FOR ANY OBLIGATION OR LIABILITY WHICH THE AFFILIATE MAY HAVE UNDER THIS AGREEMENT THE AFFILIATE (TRANSFeree) SHALL ALSO ASSUME AN OBLIGATION TO TRANSFER THE SHARES BACK TO THE B SHAREHOLDER (TRANSFEROR) BEFORE SUCH AFFILIATE CEASES TO BE AN AFFILIATE OF THE B SHAREHOLDER THERE S A TAG-ALONG RIGHT WHEN THE A SHAREHOLDER SELLS ALL OF ITS SHARES OR A PORTION AND THE TAG-ALONG NGHT WILL BE PROPORTIONATE TO THE NUMBER OF A SHARES IN TOTAL AND THE NUMBER BEING SOLD THE B SHAREHOLDER WILL BE ENTITLED TO PARTICIPATE ARID INVEST JOINTLY WITH THE A SHAREHOLDER IN ANY FUTURE CAPITAL INCREASES ON A PAN PASSU BASIS THE B SHAREHOLDER SHALL BE ENTITLED TO EXERCISE ITS NGHT MENTIONED IN THE PRECEDING SENTENCE TOGETHER WITH THE A SHAREHOLDER OR WITHIN 6 (SIX) MONTHS OF THE DATE THE SHARE CAPITAL INCREASE IS MADE BY THE A SHAREHOLDER, AT THE SAME VALUATION (ON A PAN PASSU BASIS) AS THE A SHAREHOLDER THE FOLLOWING ACTIONS ADOPTED BY THE GENERAL MEETING REQUIRE CONSENT AND VOTING FOR THE RESOLUTION BY THE B SHAREHOLDER - WINDING UP OF THE COMPANY, EXCEPT FOR SITUATIONS RESULTING FROM A GENERAL REORGANISATION OF THE GROUP, - STARTING LIQUIDATION PROCEEDINGS OF THE COMPANY, EXCEPT FOR SITUATIONS RESULTING FROM A GENERAL REORGANISATION OF THE GROUP. - ANY ALTERATION OF THE ARTICLES OR OTHER CONSTITUTIONAL DOCUMENTS OF THE COMPANY WHICH WOULD HAVE AN ADVERSE EFFECT ON THE RIGHTS OF THE B SHAREHOLDER IN ITS CAPACITY AS A SHAREHOLDER, UNLESS THE RIGHTS OF THE OTHER SHAREHOLDERS WOULD SUFFER AN EQUIVALENT PRO RATA ADVERSE EFFECT OR UNLESS IT CONSISTS OF A CAPITAL INCREASE OR ISSUANCE OF SHARES, - ANY MEMBER CONTRIBUTION OR MEMBER LOAN WHICH IS CONVERTIBLE INTO SHARES AND WHICH MEMBER CONTRIBUTION OR MEMBER LOAN IS MADE WITHOUT A GENUINE BUSINESS REASON AND HAS AS ITS MAIN PURPOSE THE DILUTION OF THE AMOUNT OF SHARES HELD BY ANY MEMBER IF THE BOARD OF DIRECTORS RECOMMENDS A PAYMENT OF A DIVIDEND OR OTHER CAPITAL REPAYMENT FROM THE COMPANY TO ANY OF THE MEMBERS, IT SHALL NOTIFY ALL THE MEMBERS OF SUCH FACT THE B SHAREHOLDER, ACTING REASONABLY, IS ENTITLED TO BLOCK THE PAYMENT OF SUCH A DIVIDEND OR CAPITAL REPAYMENT IF - IT IS DAMAGING TO THE COMPANY, OR - IT IS ONLY MADE FOR THE PURPOSE OF THE DILUTION OF THE OTHER SHAREHOLDERS OF THE COMPANY (I E IN THE CASE IT IS A SPURIOUS INJECTION), AND

IT DOES NOT SERVE ANY OTHER PURPOSE OF THE COMPANY (INCLUDING BUT NOT LIMITED TO FUNDING AN ADD-ON ACQUISITION, FUNDING ACQUISITION OF IMPORTANT IP OR ASSETS, HELPING THE COMPANY IN A DISTRESS SITUATION, CUNNG FINANCIAL COVENANTS, SATSIFYING REQUIREMENTS OF THE FINANCING BANK(S). ETC), PROVIDED THAT THE B SHAREHOLDER DELIVERS TO THE BOARD OF DIRECTORS A WNTTEN VETO NOTICE (IN THE FORM ATTACHED TO THE SHAREHOLDERS AGREEMENT AS SCHEDULE 5 5 2) WITHIN 10 (TEN) BUSINESS DAYS OF THE DELIVERY OF THE ABOVE-MENTIONED NOTIFICATION ON THE PLANNED PAYMENT

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**Statement of Capital (Totals)**

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Currency:	<b>GBP</b>	Total number of shares:	<b>14240477</b>
		Total aggregate nominal value:	<b>14240477</b>
		Total aggregate amount unpaid:	<b>0</b>

## 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: **11800034 A ORDINARY shares held as at the date of this confirmation statement**

Name: **REF WISDOM LIMITED**

Shareholding 2: **2440443 B ORDINARY shares held as at the date of this confirmation statement**

Name: **FA SYSTEMS AD**

## **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