



Companies House

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

## Confirmation Statement

Company Name: **URBAN MESSAGE HOLDING LIMITED**

Company Number: **09948725**



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Company Name: **URBAN MESSAGE HOLDING LIMITED**

Company Number: **09948725**

Confirmation Statement date: **16/11/2021**

Sic Codes: **96040**

Principal activity description: **Physical well-being activities**

# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>25341083</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>25341.083</b>
Prescribed particulars			

**VOTING: ON A SHOW OF HANDS EACH SHAREHOLDER HAS ONE VOTE AND ON A POLL EACH SHAREHOLDER HAS ONE VOTE PER SHARE CAPITAL: ON A SHARE SALE OR ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), THE PROCEEDS OF SALE OR THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE “SURPLUS”) (AS THE CASE MAY BE) (SUCH PROCEEDS OF SALE OR SURPLUS HEREINAFTER REFERRED TO AS THE “DISTRIBUTION FUNDS”) SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AS FOLLOWS: (A) FIRST IN PAYING TO EACH HOLDER OF SHARES OTHER THAN DEFERRRED SHARES (AN “EQUITY SHAREHOLDER”) THE AGGREGATE OF THE PRICE PAID PER SHARE EQUAL TO THE AMOUNT SUBSCRIBED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING ANY PREMIUM) FOR SUCH SHARE (THE “ORIGINAL PURCHASE PRICE”) PAID BY SUCH EQUITY SHAREHOLDER, PROVIDED THAT, IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE ORIGINAL PURCHASE PRICE ON EACH EQUITY SHARE, THE AVAILABLE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE EQUITY SHAREHOLDERS PRO RATA TO THE RESPECTIVE AGGREGATE ORIGINAL PURCHASE PRICE PAID BY EACH EQUITY SHAREHOLDER; (B) SECOND, IN PAYING TO EACH EQUITY SHAREHOLDER (A “SHORTFALL SHAREHOLDER”) WHO HAS BEEN PAID A LOWER AMOUNT UNDER (A) ABOVE THAN SUCH SHORTFALL SHAREHOLDER WOULD HAVE BEEN PAID HAD THE DISTRIBUTABLE FUNDS BEEN DISTRIBUTED TO ALL EQUITY SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES (HIS “PRO RATA ENTITLEMENT”), SUCH AMOUNT TO WHICH EACH SHORTFALL SHAREHOLDER IS ENTITLED ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY HIM, PRO RATA TO THE AGGREGATE NUMBER OF EQUITY SHARES HELD BY ALL SHORTFALL SHAREHOLDERS, PROVIDED THAT NO AMOUNT SHALL BE PAID TO ANY SHORTFALL SHAREHOLDER UNDER THIS (B) WHICH WOULD RESULT IN SUCH SHORTFALL SHAREHOLDER BEING PAID AN AMOUNT IN EXCESS OF HIS PRO RATA ENTITLEMENT; (C) THIRD, THE BALANCE OF THE SURPLUS (LESS ANY AMOUNT PAYABLE UNDER (D) (IF ANY)) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD; AND (D) FOURTH, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF THE DEFERRED SHARES) PROVIDED THAT NO PAYMENT SHALL BE MADE UNDER THIS (CI) UNLESS THE HOLDERS OF THE EQUITY SHARES HAVE RECEIVED £675 MILLION OR MORE IN RESPECT OF EACH EQUITY SHARE HELD BY THEM. DIVIDEND: DIVIDENDS SHALL BE DISTRIBUTED PRO-RATA**

**BETWEEN SHARES EXCEPT FOR A SPECIAL DIVIDEND, WHICH SHALL BE DISTRIBUTED  
IN THE SAME ORDER OF PRIORITY IN RESPECT OF A RETURN OF CAPITAL ABOVE.  
REDEMPTION: THE SHARES ARE NOT REDEEMABLE.**

<b>Class of Shares:</b>	<b>SERIES</b>	Number allotted	<b>14603500</b>
	<b>A</b>	Aggregate nominal value:	<b>14603.5</b>
Currency:	<b>GBP</b>		
Prescribed particulars			

**VOTING: ON A SHOW OF HANDS EACH SHAREHOLDER HAS ONE VOTE AND ON A POLL EACH SHAREHOLDER HAS ONE VOTE PER SHARE CAPITAL: ON A SHARE SALE OR ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), THE PROCEEDS OF SALE OR THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (THE “SURPLUS”) (AS THE CASE MAY BE) (SUCH PROCEEDS OF SALE OR SURPLUS HEREINAFTER REFERRED TO AS THE “DISTRIBUTABLE FUNDS”) SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) AS FOLLOWS: (A) FIRST, IN PAYING TO EACH HOLDER OF SHARES OTHER THAN DEFERRED SHARES (AN “EQUITY SHAREHOLDER”) THE AGGREGATE OF THE PRICE PAID PER SHARE EQUAL TO THE AMOUNT SUBSCRIBED OR DEEMED TO HAVE BEEN SUBSCRIBED (INCLUDING ANY PREMIUM) FOR SUCH SHARE (THE “ORIGINAL PURCHASE PRICE”) PAID BY SUCH EQUITY SHAREHOLDER, PROVIDED THAT, IF THERE ARE INSUFFICIENT DISTRIBUTABLE FUNDS TO PAY THE ORIGINAL PURCHASE PRICE ON EACH EQUITY SHARE, THE AVAILABLE DISTRIBUTABLE FUNDS SHALL BE DISTRIBUTED TO THE EQUITY SHAREHOLDERS PRO RATA TO THE RESPECTIVE AGGREGATE ORIGINAL PURCHASE PRICE PAID BY EACH EQUITY SHAREHOLDER; (B) SECOND, IN PAYING TO EACH EQUITY SHAREHOLDER (A “SHORTFALL SHAREHOLDER”) WHO HAS BEEN PAID A LOWER AMOUNT UNDER (A) ABOVE THAN SUCH SHORTFALL SHAREHOLDER WOULD HAVE BEEN PAID HAD THE DISTRIBUTABLE FUNDS BEEN DISTRIBUTED TO ALL EQUITY SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES (HIS “PRO RATA ENTITLEMENT”), SUCH AMOUNT TO WHICH EACH SHORTFALL SHAREHOLDER IS ENTITLED ACCORDING TO THE NUMBER OF EQUITY SHARES HELD BY HIM, PRO RATA TO THE AGGREGATE NUMBER OF EQUITY SHARES HELD BY ALL SHORTFALL SHAREHOLDERS, PROVIDED THAT NO AMOUNT SHALL BE PAID TO ANY SHORTFALL SHAREHOLDER UNDER THIS (B) WHICH WOULD RESULT IN SUCH SHORTFALL SHAREHOLDER BEING PAID AN AMOUNT IN EXCESS OF HIS PRO RATA ENTITLEMENT; (C) THIRD, THE BALANCE OF THE SURPLUS (LESS ANY AMOUNT PAYABLE UNDER (D) (IF ANY)) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD; AND (D) FOURTH IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES) PROVIDED THAT NO PAYMENT SHALL BE MADE UNDER THIS (D) UNLESS THE HOLDERS OF EQUITY SHARES HAVE RECEIVED £675 MILLION OR MORE IN RESPECT OF EACH EQUITY SHARE HELD BY THEM.**

**DIVIDEND: DIVIDENDS SHALL BE DISTRIBUTED PRO-RATA BETWEEN SHARES EXCEPT**

FOR A SPECIAL DIVIDEND, WHICH SHALL BE DISTRIBUTED IN THE SAME ORDER OF PRIORITY IN RESPECT OF A RETURN OF CAPITAL ABOVE. REDEMPTION: THE SHARES ARE NOT REDEEMABLE.

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**Statement of Capital (Totals)**

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Currency:	<b>GBP</b>	Total number of shares:	<b>39944583</b>
		Total aggregate nominal value:	<b>39944.583</b>
		Total aggregate amount	<b>0</b>
		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: **3908115 ORDINARY shares held as at the date of this confirmation statement**

Name: **CHUNKIT TANG**

Shareholding 2: **4317851 ORDINARY shares held as at the date of this confirmation statement**

Name: **GILES WILLIAMS**

Shareholding 3: **3050667 ORDINARY shares held as at the date of this confirmation statement**

Name: **PASSION CAPITAL LP**

Shareholding 4: **686879 SERIES A shares held as at the date of this confirmation statement**

Name: **PASSION CAPITAL LP**

Shareholding 5: **330615 ORDINARY shares held as at the date of this confirmation statement**

Name: **FELIX CAPITAL FUND I LP**

Shareholding 6: **6104129 SERIES A shares held as at the date of this confirmation statement**

Name: **FELIX CAPITAL FUND I LP**

Shareholding 7: **12262 ORDINARY shares held as at the date of this confirmation statement**

Name: **FELIX MANAGEMENT GP LP**

Shareholding 8: **226392 SERIES A shares held as at the date of this confirmation statement**

Name: **FELIX MANAGEMENT GP LP**

Shareholding 9: **491179 ORDINARY shares held as at the date of this confirmation statement**

Name: **FIRESTARTR NOMINEES LTD**

Shareholding 10: **64889 SERIES A shares held as at the date of this confirmation statement**

Name: **FIRESTARTR NOMINEES LTD**

Shareholding 11: **85719 ORDINARY shares held as at the date of this confirmation statement**

Name: **JUSTIN PETERS**

Shareholding 12: **5357 ORDINARY shares held as at the date of this confirmation statement**  
Name: **CAMILLA DOLAN**

Shareholding 13: **4286 ORDINARY shares held as at the date of this confirmation statement**  
Name: **ANDREW CHUNG**

Shareholding 14: **22343 ORDINARY shares held as at the date of this confirmation statement**  
Name: **HEPHZI NICOL**

Shareholding 15: **847903 ORDINARY shares held as at the date of this confirmation statement**  
Name: **CORNEL RIKLIN**

Shareholding 16: **23615 ORDINARY shares held as at the date of this confirmation statement**  
Name: **JUDITH KRIEG**

Shareholding 17: **804947 ORDINARY shares held as at the date of this confirmation statement**  
Name: **ROBERT CRANBOURNE**

Shareholding 18: **52455 ORDINARY shares held as at the date of this confirmation statement**  
Name: **JODIE WOOD**

Shareholding 19: **46716 ORDINARY shares held as at the date of this confirmation statement**  
Name: **JULIEN CORDORNIU**

Shareholding 20: **78431 ORDINARY shares held as at the date of this confirmation statement**  
Name: **HENRI MOISSINAC**

Shareholding 21: **24845 ORDINARY shares held as at the date of this confirmation statement**  
Name: **CHLOE MACINTOSH**

Shareholding 22: **296199 ORDINARY shares held as at the date of this confirmation statement**  
Name: **BERENT WALLEND AHL**

Shareholding 23: **723118 ORDINARY shares held as at the date of this confirmation statement**  
Name: **BERTRAND PERRODO**



Shareholding 24:	<b>44263 SERIES A shares held as at the date of this confirmation statement</b>
Name:	<b>AARON IAN CHATERLEY</b>
Shareholding 25:	<b>557637 SERIES A shares held as at the date of this confirmation statement</b>
Name:	<b>BNZ INTERNATIONAL SAL</b>
Shareholding 26:	<b>6580619 SERIES A shares held as at the date of this confirmation statement</b>
Name:	<b>ACCELERATED DIGITAL VENTURES</b>
Shareholding 27:	<b>82740 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>FREDERIK JACOBS</b>
Shareholding 28:	<b>16548 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>WILLIAN SHIANG</b>
Shareholding 29:	<b>496442 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ARNAUD MASSENET</b>
Shareholding 30:	<b>330961 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>JULIEN SEVAUX</b>
Shareholding 31:	<b>4137 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>MANDEEP SINGH</b>
Shareholding 32:	<b>3641575 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>SEEDRS NOMINEES LTD</b>
Shareholding 33:	<b>82740 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>YAZANN ROMAHI</b>
Shareholding 34:	<b>128280 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ANUJ ARORA</b>
Shareholding 35:	<b>27372 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>SEOK HOON NOH</b>

Shareholding 36: **91074 ORDINARY shares held as at the date of this confirmation statement**  
Name: **HELMUT SCHUSTER**

Shareholding 37: **4417024 ORDINARY shares held as at the date of this confirmation statement**  
Name: **BNF (HOLDINGS) LTD**

Shareholding 38: **22770 ORDINARY shares held as at the date of this confirmation statement**  
Name: **WING CHAN**

Shareholding 39: **275050 ORDINARY shares held as at the date of this confirmation statement**  
Name: **OMAR NAVEED KAYAAM**

Shareholding 40: **91080 ORDINARY shares held as at the date of this confirmation statement**  
Name: **ROBERTO PURCARO**

Shareholding 41: **91080 ORDINARY shares held as at the date of this confirmation statement**  
Name: **STEFFEN RAPHAEL RIK RONNY ROGER VERBIST**

Shareholding 42: **338692 SERIES A shares held as at the date of this confirmation statement**  
Name: **LCIF LLP**

Shareholding 43: **415587 ORDINARY shares held as at the date of this confirmation statement**  
Name: **LCIF LLP**

## **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