

CS01

Confirmation statement

127894-45

IRIS



Go online to file this information  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A fee may be payable  
Please see 'How to pay'



☒ **What this form is for**  
You may use this form to confirm  
that the company has filed up to  
date. You must file a confirmation  
statement at least once every year.

☒ **What this form is NOT for**  
You cannot use this form to  
report changes to the company  
people with significant control  
(PSC), registered office address  
or single alternative inspection  
address (SAIL) information.

A17 \*A7A3G16Y\* #130  
13/07/2018  
COMPANIES HOUSE  
A16 \*A78LMALS\* #167  
21/06/2018  
COMPANIES HOUSE

**Before you start**

You can check your company details for free on our online service:

<https://beta.companieshouse.gov.uk>

**Change to your company information**

If you need to make any changes to:

- Part 1 Principal business activities or standard industrial classification (SIC)
- Part 2 Statement of capital
- Part 3 Trading status of shares and exemption from keeping a register of people with significant control (PSC)
- Part 4 Shareholder information

Use the additional parts of this form to do this.

**Other changes**

If you need to make any  
changes to:

- registered office address
- single alternative inspection address (SAIL) and company records
- officer appointments
- information about people with significant control

You must do this separately  
before or at the same time as this  
confirmation statement.

1

**Company details**

Company number 1 0 7 7 4 9 3 2

Company name in full Retail Box Media Limited

→ Filling in this form  
Please complete in typescript or in  
bold black capitals.

2

**Confirmation date**

Please give the confirmation statement date. You must deliver this form within  
14 days of this date. Please check your company records for the date of your  
confirmation period.

Confirmation date 1 7 0 5 2 0 1 8

① Check when your confirmation  
statement is due  
To check your confirmation  
statement date:  
<https://beta.companieshouse.gov.uk>

You can make a statement at  
any time during the confirmation  
period. This will change your next  
confirmation date.

3

**Confirmation statement**

I confirm that all information required to be delivered by the company pursuant  
to section 853A(1)(a) of the Companies Act 2006 in relation to the confirmation  
period ending on the confirmation date above either has been delivered or is  
being delivered with this statement.

Signature

Signature

X

X

This form may be signed by:  
Director<sup>②</sup>, Secretary, Person authorised<sup>③</sup>, Charity commission receiver and  
manager, CIC manager, Judicial factor.

② Societas Europaea  
If the form is being filed on behalf  
of a Societas Europaea (SE) please  
delete 'director' and insert details  
of which organ of the SE the person  
signing has membership.

③ Person authorised  
Under either section 270 or 274 of  
the Companies Act 2006.

## CS01- additional information page

### Confirmation statement

## Part 2

## Statement of capital change

Complete this part in full if there has been any change to your share capital or prescribed particulars since the last statement of capital was delivered.

✓ This part must be sent at the same time as your confirmation statement.

✗ Not required for companies without share capital.

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

You must complete both sections B1 and B2.

### B1

### Share capital

Complete the table(s) below to show the issued share capital.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

**Continuation pages**  
Use a statement of capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
<b>Currency table A</b>				
GBP	Ordinary Shares	640	640	
GBP	Preference	360	360	
<b>Totals</b>		<b>1000</b>	<b>1000</b>	<b>0</b>

<b>Currency table B</b>				
<b>Totals</b>				

<b>Currency table C</b>				
<b>Totals</b>				

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
	1000	1000	0

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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<b>B2</b>	<b>Prescribed particulars</b>	
	Please give the prescribed particulars of rights attached to each class of share shown in the 'share capital' tables in Section B1.	
Class of share	<b>Ordinary Shares</b>	
Prescribed particulars	See continuation page	
Class of share	<b>Preference Shares</b>	
Prescribed particulars	See continuation page	
Class of share		
Prescribed particulars		

**Prescribed particulars of rights attached to shares**  
The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Please use a prescribed particulars continuation page if necessary.

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**B2**

**Prescribed particulars**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section B1.

Class of share

Ordinary Shares

Prescribed particulars

**"Acting in Concert"** bears the meaning given to it in The City Code on Takeovers and Mergers and the Rules Governing Substantial Acquisitions of Shares published by the Panel on Takeovers and Mergers (as amended from time to time)

**"Arrears"** in relation to any Share, means all accruals, deficiencies and arrears of any dividend in respect of such Share

**"Articles"** means these Articles of Association, whether as originally adopted or as from time to time altered by special resolution

**"Asset Sale"** means the disposal of all or substantially all of the undertaking and assets of the Company and/or any of its subsidiaries

**"Available Profits"** means profits available for distribution within the meaning of part 23 of Companies Act 2006

**"Company"** means Retail Box Media Limited (company number 10774932 of 5 Rosemary House Lanwades Business Park, Kentford, Newmarket, Suffolk CB8 7PN

**"directors"** means the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company

**Equity Shares" or "Shares"** means the Ordinary Shares and the Preference Shares

**"Issue Price"** means the subscription price paid per Share including the nominal value paid together with any premium paid up in accordance with the Investment Agreement

**"Proceeds of Sale"** means the consideration payable (including any deferred and/or contingent consideration) whether in cash or otherwise to those Shareholders selling Shares under a Share Sale

**"Share Sale"** means the sale of (or the grant of a right to acquire or to dispose of) any of the Shares (in one transaction or as a series of transactions) which will result in the purchaser of those Shares (or grantee of that right) and persons Acting in Concert with him together acquiring a Controlling Interest in the Company, except where following completion of the sale the shareholders and the proportion of shares held by each of them are the same as the shareholders and their shareholdings in the Company immediately prior to the sale

**Prescribed particulars of rights attached to shares**

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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**B2**

**Prescribed particulars**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section B1.

**Prescribed particulars of rights attached to shares**

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Class of share	Ordinary Shares
Prescribed particulars	<p>4.1. On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so):</p> <p>4.1.1. first, to each holder of Preference Shares the amount of any unpaid Arrears (if any) in respect of the Arrears outstanding on the Preference Shares held by him, (provided that if the available assets are not sufficient to distribute in full the amounts so due in respect of all Preference Shares, then the available assets (if any) shall be distributed rateably as between the holders of Preference Shares in proportion to their unpaid Arrears on each Preference Share;</p> <p>4.1.2. second, to each holder of Ordinary Shares the amount of any unpaid Arrears (if any) in respect of the Arrears outstanding on the Ordinary Shares held by him, (provided that if the available assets are not sufficient to distribute in full the amounts so due in respect of all Ordinary Shares, then the available assets (if any) shall be distributed rateably as between the holders of Ordinary Shares in proportion to their unpaid Arrears on each Ordinary Share;</p> <p>4.1.3. third in paying to each of the holders of the Preference Shares, an amount per Preference Share held equal to the Issue Price (provided that if such surplus assets are insufficient to pay the Issue Price for each and every Preference Share, such surplus assets shall be distributed to the holders of the Preference Shares pro rata to the number of Preference Shares held);</p> <p>4.1.4. fourth in paying to each of the holders of Shares an amount (or in the case of any holders of Preference Shares a further amount) per Share so that the aggregate amount paid out per every Share pursuant to Article 4.1.3 and Article 4.1.4 is equal ("Equalisation Amount") (provided that if such surplus assets are insufficient to achieve the Equalisation Amount for each and every Share, such surplus assets shall be distributed to the holders of the Preference Shares pro rata to the number of Preference Shares held until the Equalisation Amount is achieved for all holders of Preference Shares held until the Equalisation Amount is achieved for all holders of Preference Shares and then any remaining assets shall be distributed to the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held); and</p> <p>4.1.5. the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held.</p>

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**B2**

## Prescribed particulars

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section B1.

Class of share

Prescribed particulars

**4.2.** On a Share Sale the Proceeds of Sale shall be distributed in the order of priority set out in Article 4.1 and the directors shall not register any transfer of Shares if the Proceeds of Sale are not so distributed save in respect of any Shares not sold in connection with that Share Sale provided that if the Proceeds of Sale are not settled in their entirety upon completion of the Share Sale, the directors shall not be prohibited from registering the transfer of the relevant Shares so long as the Proceeds of Sale that are settled have been distributed in the order of priority set out in Article 4.1. In the event that the Proceeds of Sale are distributed on more than one occasion (for any deferred or contingent consideration or otherwise), the consideration so distributed on any further occasion shall be paid by continuing the distribution from the previous distribution of consideration in the order of priority set out in Article 4.1.

**4.3.** On an Asset Sale the surplus assets of the Company remaining after payment of its liabilities shall be distributed (to the extent that the Company is lawfully permitted to do so) in the order of priority set out in Article 4.1 provided always that if it is not lawful for the Company to distribute its surplus assets in accordance with the provisions of these Articles, the Shareholders shall take all reasonable measures to effect the order of priority set out in Article 4.1.

### Dividends

**5.2** Any Available Profits which the Company may determine to distribute in respect of any financial year; will be allocated equally amongst the holders of Equity Shares (pari passu as if the Equity Shares constituted one class) pro rata to their respective holdings of Equity Shares and distributed in accordance with Article 4.

### Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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Prescribed particulars

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section B1.

Class of share

Preference shares

Prescribed particulars

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**"Arrears"** in relation to any Share, means all accruals, deficiencies and arrears of any dividend in respect of such Share

**"Articles"** means these Articles of Association, whether as originally adopted or as from time to time altered by special resolution

**"Asset Sale"** means the disposal of all or substantially all of the undertaking and assets of the Company and/or any of its subsidiaries

**"Available Profits"** means profits available for distribution within the meaning of part 23 of Companies Act 2006

**"Company"** means Retail Box Media Limited (company number 10774932 of 5 Rosemary House Lanwades Business Park, Kentford, Newmarket, Suffolk CB8 7PN

**"directors"** means the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company

**"Equity Shares" or "Shares"** means the Ordinary Shares and the Preference Shares

**"Issue Price"** means the subscription price paid per Share including the nominal value paid together with any premium paid up in accordance with the Investment Agreement

**"Proceeds of Sale"** means the consideration payable (including any deferred and/or contingent consideration) whether in cash or otherwise to those Shareholders selling Shares under a Share Sale

**"Share Sale"** means the sale of (or the grant of a right to acquire or to dispose of) any of the Shares (in one transaction or as a series of transactions) which will result in the purchaser of those Shares (or grantee of that right) and persons Acting in Concert with him together acquiring a Controlling Interest in the Company, except where following completion of the sale the shareholders and the proportion of shares held by each of them are the same as the shareholders and their shareholdings in the Company immediately prior to the sale

Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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Prescribed particulars

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section B1.

Class of share

Preference Shares

Prescribed particulars

- 4.1. On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so):
- 4.1.1. first, to each holder of Preference Shares the amount of any unpaid Arrears (if any) in respect of the Arrears outstanding on the Preference Shares held by him, (provided that if the available assets are not sufficient to distribute in full the amounts so due in respect of all Preference Shares, then the available assets (if any) shall be distributed rateably as between the holders of Preference Shares in proportion to their unpaid Arrears on each Preference Share;
- 4.1.2. second, to each holder of Ordinary Shares the amount of any unpaid Arrears (if any) in respect of the Arrears outstanding on the Ordinary Shares held by him, (provided that if the available assets are not sufficient to distribute in full the amounts so due in respect of all Ordinary Shares, then the available assets (if any) shall be distributed rateably as between the holders of Ordinary Shares in proportion to their unpaid Arrears on each Ordinary Share;
- 4.1.3. third in paying to each of the holders of the Preference Shares, an amount per Preference Share held equal to the Issue Price (provided that if such surplus assets are insufficient to pay the Issue Price for each and every Preference Share, such surplus assets shall be distributed to the holders of the Preference Shares pro rata to the number of Preference Shares held);
- 4.1.4. fourth in paying to each of the holders of Shares an amount (or in the case of any holders of Preference Shares a further amount) per Share so that the aggregate amount paid out per every Share pursuant to Article 4.1.3 and Article 4.1.4 is equal ("Equalisation Amount") (provided that if such surplus assets are insufficient to achieve the Equalisation Amount for each and every Share, such surplus assets shall be distributed to the holders of the Preference Shares pro rata to the number of Preference Shares held until the Equalisation Amount is achieved for all holders of Preference Shares held until the Equalisation Amount is achieved for all holders of Preference Shares and then any remaining assets shall be distributed to the holders of the Ordinary Shares pro rata to the number of Ordinary Shares held); and
- 4.1.5. the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held.

Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.



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**Prescribed particulars**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section B1.

**Prescribed particulars of rights attached to shares**

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Class of share	Preference Shares
Prescribed particulars	<p><b>4.2.</b> On a Share Sale the Proceeds of Sale shall be distributed in the order of priority set out in Article 4.1 and the directors shall not register any transfer of Shares if the Proceeds of Sale are not so distributed save in respect of any Shares not sold in connection with that Share Sale provided that if the Proceeds of Sale are not settled in their entirety upon completion of the Share Sale, the directors shall not be prohibited from registering the transfer of the relevant Shares so long as the Proceeds of Sale that are settled have been distributed in the order of priority set out in Article 4.1. In the event that the Proceeds of Sale are distributed on more than one occasion (for any deferred or contingent consideration or otherwise), the consideration so distributed on any further occasion shall be paid by continuing the distribution from the previous distribution of consideration in the order of priority set out in Article 4.1.</p> <p><b>4.3.</b> On an Asset Sale the surplus assets of the Company remaining after payment of its liabilities shall be distributed (to the extent that the Company is lawfully permitted to do so) in the order of priority set out in Article 4.1 provided always that if it is not lawful for the Company to distribute its surplus assets in accordance with the provisions of these Articles, the Shareholders shall take all reasonable measures to effect the order of priority set out in Article 4.1.</p> <p><b>Dividends</b></p> <p><b>5.2</b> Any Available Profits which the Company may determine to distribute in respect of any financial year; will be allocated equally amongst the holders of Equity Shares (pari passu as if the Equity Shares constituted one class) pro rata to their respective holdings of Equity Shares and distributed in accordance with Article 4.</p>

# CS01- additional information page

## Confirmation statement

### Part 4

### Shareholder information change

Only use this Part to tell us of a change to shareholder information since the company last delivered this information.

✓ If completed this Part must be sent at the same time as your confirmation statement.

✗ Not required for companies without share capital or DTR5 companies.

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

#### D1

#### Shareholder information for a non-traded company

How is the list of shareholders enclosed. Please tick the appropriate box below:

☒ The list of shareholders is enclosed on paper.

☐ The list of shareholders is enclosed in another format.

➊ Further shareholders  
Please use a Shareholder information (for a non-traded company) continuation page if necessary.

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name (Address not required)	Class of share	Shares held at confirmation date	Shares transferred (if appropriate)	
		Number of shares	Number of shares	Date of registration of transfer
Mr Christopher Edward Brown	Ordinary Shares	360		/ /
Caledonian Heritable Limited	Preference	360		/ /
Ms Rachel Patience Groves Harker	Ordinary Shares	180		/ /
SFD Systems Limited	Ordinary Shares	100		/ /
				/ /
				/ /
				/ /
				/ /

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## Confirmation statement

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

**Morris Owen**

Address

**43-45 Devizes Road**

Post town

**SWINDON**

County/Region

**Wiltshire**

Postcode

**S N 1 4 B G**

Country

**United Kingdom**

DX

Telephone

**01793 603900****Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have checked the company information that we hold.
- ☐ You have shown any relevant changes made to your information on the additional parts to this form or filed the appropriate form before or at the same time as this confirmation statement.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee if appropriate.

**How to pay**

You must include a £40 fee with the first Confirmation Statement you file each year. Further Confirmation Statements made in the same year don't require a fee.

Make cheques or postal orders payable to 'Companies House.'

**Important information**

All information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)