



Companies House

CS01 (ef)

Confirmation Statement

Company Name: **PROJECT SEATTLE TOPCO LIMITED**

Company Number: **11051394**



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Company Name: **PROJECT SEATTLE TOPCO LIMITED**

Company Number: **11051394**

Confirmation **05/11/2019**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	738358
	ORDINARY	Aggregate nominal value:	18458.95
Currency:	GBP		

Prescribed particulars

(A) ON A SHOW OF HANDS, EVERY HOLDER OF A ORDINARY SHARES SHALL HAVE ONE VOTE. ON A POLL OR WRITTEN RESOLUTION EACH HOLDER OF A ORDINARY SHARES SHALL BE ENTITLED TO CAST ONE VOTE FOR EACH A ORDINARY SHARE HELD, OTHER THAN WHERE A MATERIAL DEFAULT (AS DEFINED IN THE COMPANY'S ARTICLES) HAS OCCURRED. (B) A ORDINARY SHARES, B1 ORDINARY SHARES, B2 ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES HAVE THE RIGHT TO PARTICIPATE IN DIVIDENDS PARI PASSU. (C) ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OR DISCHARGE OF ITS LIABILITIES (AS THE CASE MAY BE) SHALL BE DISTRIBUTED: (I) IN PAYING TO THE HOLDERS OF C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) AN AMOUNT EQUAL TO THE C FRACTION (AS DEFINED IN THE COMPANY'S ARTICLES) MULTIPLIED BY THE SURPLUS ASSETS LESS, IN THE CASE OF THE C4 ORDINARY SHARES AND C5 ORDINARY SHARES, THE C4 AND C5 SUBSCRIPTION ADJUSTMENT (AS DEFINED IN THE COMPANY'S ARTICLES); AND (II) IN PAYING TO THE HOLDERS OF A ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES THE BALANCE OF THE SURPLUS ASSETS. (D) A ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE HOLDER THEREOF.

Class of Shares:	B1	Number allotted	28908
	ORDINARY	Aggregate nominal value:	289.08
Currency:	GBP		

Prescribed particulars

(A) ON A SHOW OF HANDS, EVERY HOLDER OF B1 ORDINARY SHARES SHALL HAVE ONE VOTE. ON A POLL OR WRITTEN RESOLUTION EACH HOLDER OF B1 ORDINARY SHARES SHALL BE ENTITLED TO CAST ONE VOTE FOR EACH B1 ORDINARY SHARE HELD. (B) A ORDINARY SHARES, B1 ORDINARY SHARES, B2 ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5

ORDINARY SHARES HAVE THE RIGHT TO PARTICIPATE IN DIVIDENDS PARI PASSU. (C) ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OR DISCHARGE OF ITS LIABILITIES (AS THE CASE MAY BE) SHALL BE DISTRIBUTED: (I) IN PAYING TO THE HOLDERS OF C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) AN AMOUNT EQUAL TO THE C FRACTION (AS DEFINED IN THE COMPANY'S ARTICLES) MULTIPLIED BY THE SURPLUS ASSETS LESS, IN THE CASE OF THE C4 ORDINARY SHARES AND C5 ORDINARY SHARES, THE C4 AND C5 SUBSCRIPTION ADJUSTMENT (AS DEFINED IN THE COMPANY'S ARTICLES); AND (II) IN PAYING TO THE HOLDERS OF A ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES THE BALANCE OF THE SURPLUS ASSETS. (D) BI ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE HOLDER THEREOF.

Class of Shares:	B2	Number allotted	19216
	ORDINARY	Aggregate nominal value:	1.9216
Currency:	GBP		

Prescribed particulars

(A) B2 ORDINARY SHARES CARRY NO RIGHTS TO RECEIVE NOTICE OF OR TO ATTEND, SPEAK OR VOTE AT GENERAL MEETINGS OF THE COMPANY OR TO VOTE ON WRITTEN RESOLUTIONS OR ON A POLL. (B) A ORDINARY SHARES, B1 ORDINARY SHARES, B2 ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES HAVE THE RIGHT TO PARTICIPATE IN DIVIDENDS PARI PASSU. (C) ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OR DISCHARGE OF ITS LIABILITIES (AS THE CASE MAY BE) SHALL BE DISTRIBUTED: (I) IN PAYING TO THE HOLDERS OF C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) AN AMOUNT EQUAL TO THE C FRACTION (AS DEFINED IN THE COMPANY'S ARTICLES) MULTIPLIED BY THE SURPLUS ASSETS LESS, IN THE CASE OF THE C4 ORDINARY SHARES AND C5 ORDINARY SHARES, THE C4 AND C5 SUBSCRIPTION ADJUSTMENT (AS DEFINED IN THE COMPANY'S ARTICLES); AND (II) IN PAYING TO THE HOLDERS OF A ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES THE

BALANCE OF THE SURPLUS ASSETS. (D) B2 ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE HOLDER THEREOF.

Class of Shares:	C1	Number allotted	29314
	ORDINARY	Aggregate nominal value:	2931.4
Currency:	GBP		

Prescribed particulars

(A) ON A SHOW OF HANDS, EVERY HOLDER OF C1 ORDINARY SHARES SHALL HAVE ONE VOTE. ON A POLL OR WRITTEN RESOLUTION THE HOLDERS OF C1 ORDINARY SHARES AS A CLASS SHALL BE ENTITLED TO CAST 20% OF THE TOTAL VOTES TO BE CAST IN RESPECT OF THE RELEVANT RESOLUTION. (B) A ORDINARY SHARES, B1 ORDINARY SHARES, B2 ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES HAVE THE RIGHT TO PARTICIPATE IN DIVIDENDS PARI PASSU. (C) ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OR DISCHARGE OF ITS LIABILITIES (AS THE CASE MAY BE) SHALL BE DISTRIBUTED: (I) IN PAYING TO THE HOLDERS OF C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) AN AMOUNT EQUAL TO THE C FRACTION (AS DEFINED IN THE COMPANY'S ARTICLES) MULTIPLIED BY THE SURPLUS ASSETS LESS, IN THE CASE OF THE C4 ORDINARY SHARES AND C5 ORDINARY SHARES, THE C4 AND C5 SUBSCRIPTION ADJUSTMENT (AS DEFINED IN THE COMPANY'S ARTICLES); AND (II) IN PAYING TO THE HOLDERS OF A ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES THE BALANCE OF THE SURPLUS ASSETS. (D) CL ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE HOLDER THEREOF.

Class of Shares:	C2	Number allotted	61471
	ORDINARY	Aggregate nominal value:	6.1471
	SHARES		

Currency: **GBP**

Prescribed particulars

(A) C2 ORDINARY SHARES CARRY NO RIGHTS TO RECEIVE NOTICE OF OR TO ATTEND, SPEAK OR VOTE AT GENERAL MEETINGS OF THE COMPANY OR TO VOTE ON WRITTEN RESOLUTIONS OR ON A POLL. (B) A ORDINARY SHARES, B1 ORDINARY SHARES, B2 ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY

SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES HAVE THE RIGHT TO PARTICIPATE IN DIVIDENDS PARI PASSU. (C) ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OR DISCHARGE OF ITS LIABILITIES (AS THE CASE MAY BE) SHALL BE DISTRIBUTED: (I) IN PAYING TO THE HOLDERS OF C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) AN AMOUNT EQUAL TO THE C FRACTION (AS DEFINED IN THE COMPANY'S ARTICLES) MULTIPLIED BY THE SURPLUS ASSETS LESS, IN THE CASE OF THE C4 ORDINARY SHARES AND C5 ORDINARY SHARES, THE C4 AND C5 SUBSCRIPTION ADJUSTMENT (AS DEFINED IN THE COMPANY'S ARTICLES); AND (II) IN PAYING TO THE HOLDERS OF A ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES THE BALANCE OF THE SURPLUS ASSETS. (D) C2 ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE HOLDER THEREOF.

Class of Shares:	C3	Number allotted	40000
	ORDINARY	Aggregate nominal value:	1600

Currency: **GBP**

Prescribed particulars

(A) ON A SHOW OF HANDS, EVERY HOLDER OF C3 ORDINARY SHARES SHALL HAVE ONE VOTE. ON A POLI OR WRITTEN RESOLUTION THE HOLDERS OF C3 ORDINARY SHARES AS A CLASS SHALL BE ENTITLED TO CAST 5% OF THE TOTAL VOTES TO BE CAST IN RESPECT OF THE RELEVANT RESOLUTION. (B) A ORDINARY SHARES, B1 ORDINARY SHARES, B2 ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES HAVE THE RIGHT TO PARTICIPATE IN DIVIDENDS PARI PASSU. (C) ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OR DISCHARGE OF ITS LIABILITIES (AS THE CASE MAY BE) SHALL BE DISTRIBUTED: (I) IN PAYING TO THE HOLDERS OF C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) AN AMOUNT EQUAL TO THE C FRACTION (AS DEFINED IN THE COMPANY'S ARTICLES) MULTIPLIED BY THE SURPLUS ASSETS LESS, IN THE CASE OF THE C4 ORDINARY SHARES AND C5 ORDINARY SHARES, THE C4 AND C5 SUBSCRIPTION ADJUSTMENT (AS DEFINED IN THE COMPANY'S ARTICLES); AND (II) IN PAYING TO THE HOLDERS OF A ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES

THE BALANCE OF THE SURPLUS ASSETS. (D) C3 ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE HOLDER THEREOF.

Class of Shares:	C4	Number allotted	14657
	ORDINARY	Aggregate nominal value:	1465.7
Currency:	GBP		

Prescribed particulars

(A) C4 ORDINARY SHARES CARRY NO RIGHTS TO RECEIVE NOTICE OF OR TO ATTEND, SPEAK OR VOTE AT GENERAL MEETINGS OF THE COMPANY OR TO VOTE ON WRITTEN RESOLUTIONS OR ON A POLL. (B) A ORDINARY SHARES, B1 ORDINARY SHARES, B2 ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES HAVE THE RIGHT TO PARTICIPATE IN DIVIDENDS PARI PASSU. (C) ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OR DISCHARGE OF ITS LIABILITIES (AS THE CASE MAY BE) SHALL BE DISTRIBUTED: (I) IN PAYING TO THE HOLDERS OF C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) AN AMOUNT EQUAL TO THE C FRACTION (AS DEFINED IN THE COMPANY'S ARTICLES) MULTIPLIED BY THE SURPLUS ASSETS LESS, IN THE CASE OF THE C4 ORDINARY SHARES AND C5 ORDINARY SHARES, THE C4 AND C5 SUBSCRIPTION ADJUSTMENT (AS DEFINED IN THE COMPANY'S ARTICLES); AND (II) IN PAYING TO THE HOLDERS OF A ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES THE BALANCE OF THE SURPLUS ASSETS. (D) C4 ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE HOLDER THEREOF.

Class of Shares:	C5	Number allotted	300
	ORDINARY	Aggregate nominal value:	34.3
Currency:	GBP		

Prescribed particulars

(A) C5 ORDINARY SHARES CARRY NO RIGHTS TO RECEIVE NOTICE OF OR TO ATTEND, SPEAK OR VOTE AT GENERAL MEETINGS OF THE COMPANY OR TO VOTE ON WRITTEN RESOLUTIONS OR ON A POLL. (B) A ORDINARY SHARES, B1 ORDINARY SHARES, B2 ORDINARY SHARES, C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES HAVE THE RIGHT TO PARTICIPATE IN DIVIDENDS PARI PASSU. (C) ON A RETURN OF ASSETS ON LIQUIDATION

OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OR DISCHARGE OF ITS LIABILITIES (AS THE CASE MAY BE) SHALL BE DISTRIBUTED: (I) IN PAYING TO THE HOLDERS OF C1 ORDINARY SHARES, C2 ORDINARY SHARES, C3 ORDINARY SHARES, C4 ORDINARY SHARES AND C5 ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) AN AMOUNT EQUAL TO THE C FRACTION (AS DEFINED IN THE COMPANY'S ARTICLES) MULTIPLIED BY THE SURPLUS ASSETS LESS, IN THE CASE OF THE C4 ORDINARY SHARES AND C5 ORDINARY SHARES, THE C4 AND C5 SUBSCRIPTION ADJUSTMENT (AS DEFINED IN THE COMPANY'S ARTICLES); AND (II) IN PAYING TO THE HOLDERS OF A ORDINARY SHARES, B1 ORDINARY SHARES AND B2 ORDINARY SHARES THE BALANCE OF THE SURPLUS ASSETS. (D) C5 ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE HOLDER THEREOF.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	932224
		Total aggregate nominal value:	24787.4987
		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:	578153 A ORDINARY shares held as at the date of this confirmation statement
Name:	FIS NOMINEE LIMITED
Shareholding 2:	142983 A ORDINARY shares held as at the date of this confirmation statement
Name:	LDC (NOMINEES) LIMITED
Shareholding 3:	17222 A ORDINARY shares held as at the date of this confirmation statement
Name:	LDC PARALLEL (NOMINEES) LTD
Shareholding 4:	28908 B1 ORDINARY shares held as at the date of this confirmation statement
Name:	NICHOLAS MARSHALL
Shareholding 5:	14044 B2 ORDINARY shares held as at the date of this confirmation statement
Name:	MICHAEL WARDELL
Shareholding 6:	14657 C1 ORDINARY shares held as at the date of this confirmation statement
Name:	MICHAEL WARDELL
Shareholding 7:	51300 C2 ORDINARY SHARES shares held as at the date of this confirmation statement
Name:	MICHAEL WARDELL
Shareholding 8:	5172 B2 ORDINARY shares held as at the date of this confirmation statement
Name:	DAVID MANNING
Shareholding 9:	14657 C1 ORDINARY shares held as at the date of this confirmation statement
Name:	DAVID MANNING
Shareholding 10:	10171 C2 ORDINARY SHARES shares held as at the date of this confirmation statement
Name:	DAVID MANNING
Shareholding 11:	40000 C3 ORDINARY shares held as at the date of this confirmation statement
Name:	GRAHAM GILBERT

Shareholding 12: **14657 C4 ORDINARY shares held as at the date of this confirmation statement**

Name: **STEVEN LAW**

Shareholding 13: **300 C5 ORDINARY shares held as at the date of this confirmation statement**

Name: **STEVEN LAW**

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