



Companies House

CS01 (ef)

Confirmation Statement

Company Name: **CE TOPCO LIMITED**

Company Number: **11239504**



Received for filing in Electronic Format on the: **19/03/2023**

XBZN4IAJ

Company Name: **CE TOPCO LIMITED**

Company Number: **11239504**

Confirmation **06/03/2023**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	800000
	ORDINARY	Aggregate nominal value:	80000
Currency:	GBP		

Prescribed particulars

VOTING RIGHTS. ANY AVAILABLE PROFITS WHICH THE COMPANY SHALL DETERMINE TO DISTRIBUTE IN ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES. SHARES NOT LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDER(S). ON A RETURN OF CAPITAL ON LIQUIDATION, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENTS OF ITS LIABILITIES SHALL BE APPLIED IN PRIORITY TO ANY PAYMENTS TO BE MADE IN ACCORDANCE WITH ARTICLE 6.2.3 IN PAYING FOR EACH HOLDER OF EQUITY SHARES (AS DEFINED IN THE ARTICLES OF ASSOCIATION) (PARI PASSU AS IF THE NAME CONSTITUTED ONE CLASS OF SHARES) IN RESPECT OF EACH EQUITY SHARE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE ISSUE PRICE SHARES. THE BALANCE OF SUCH ASSETS (IF ANY) AFTER ALL PAYMENTS TO BE MADE IN PRIORITY SHALL BE DISTRIBUTED AS BELOW (I) THE RETURN OF CAPITAL CONSTITUTES A CONVERSION EVENT (AS DEFINED IN ARTICLE 8), AFTER THE OPERATION OF THE CONVERSION RIGHTS SET OUT IN ARTICLE 8 AMONGST THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) ACCORDING TO THE NUMBER OF SUCH EQUITY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME OR (II) IF THE RETURN OF CAPITAL DOES NOT CONSTITUTE A CONVERSION EVENT, AMONGST THE HOLDERS OF EQUITY SHARES (PARI PASSU AS IF THE NAME CONSTITUTED ONE CLASS OF SHARES) AMOUNTING TO THE NUMBER OF EQUITY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME.

Class of Shares:	B	Number allotted	200000
	ORDINARY	Aggregate nominal value:	20000
Currency:	GBP		

Prescribed particulars

VOTING RIGHTS. ANY AVAILABLE PROFITS WHICH THE COMPANY SHALL DETERMINE TO DISTRIBUTE IN ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF A ORDINARY AND B ORDINARY SHARES. ON A RETURN OF CAPITAL ON LIQUIDATION, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN PRIORITY FOR ANY PAYMENTS TO BE MADE IN ACCORDANCE WITH ARTICLE 6.2.3 IN PAYING TO EACH HOLDER OF EQUITY SHARES (AS DEFINED IN THE ARTICLES OF ASSOCIATION) (PARI PASSU AS IF THE NAME CONSTITUTED ONE CLASS OF SHARES) IN RESPECT OF EACH EQUITY SHARE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE ISSUE PRICE THEREOF. THE BALANCE OF SUCH ASSETS (IF ANY) AFTER ALL PAYMENTS TO BE MADE IN PRIORITY SHALL BE DISTRIBUTED AS FOLLOWS (I) IF THE RETURN OF CAPITAL CONSTITUTES A CONVERSION EVENT (AS DEFINED IN ARTICLE 8), AFTER THE OPERATION OF THE CONVERSION RIGHTS SET OUT IN ARTICLE 8, AMONGST THE HOLDERS OF THE EQUITY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) ACCORDING TO THE NUMBER OF SUCH EQUITY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME OR (II) IF THE RETURN OF CAPITAL DOES NOT CONSTITUTE A CONVERSION EVENT, AMONGST THE HOLDERS OF EQUITY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH EQUITY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. SHARES NOT LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY OR THE SHAREHOLDERS.

Class of Shares:	C	Number allotted	2970
	ORDINARY	Aggregate nominal value:	297
Currency:	GBP		
Prescribed particulars			

NO VOTING RIGHTS. ANY AVAILABLE PROFITS WHICH THE COMPANY SHALL DETERMINE TO DISTRIBUTE IN ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF A ORDINARY, B ORDINARY SHARES AND C ORDINARY SHARES PARI PASSU. ON A RETURN OF CAPITAL ON LIQUIDATION, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL FOLLOWING PAYMENT OF THE PREFERRED RETURN AMOUNT UNDER ARTICLE 6.2.1 AND THE A AND B ORDINARY SHARE RETURN AMOUNT UNDER ARTCILE 6.2.2, AND IN PRIORITY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLES 6.2.4 AND 6.2.5, THE C ORDINARY SHARE RETURN AMOUNT SHALL BE DISTRIBUTED AMOUNGST THE HOLDERS OF THE C ORDINARY SHARES ACCORDING TO THE NUMBER OF SUCH C ORDINARY SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. SHARES ARE NOT REDEEMABLE.

Class of Shares:	DEFERRED	Number allotted	2
	ORDINARY	Aggregate nominal value:	0.02
Currency:	GBP		

Prescribed particulars

NO VOTING RIGHTS. RETURN OF CAPITAL ON LIQUIDATION. AFTER THE DISTRIBUTION OF THE FIRST £1,000,000,000 OF SUCH ASSETS UNDER ARTICLES 6.2.1 TO 6.2.3, THE HOLDERS OF THE DEFERRED SHARES SHALL BE ENTITLED TO RECEIVE £0.01 PER DEFERRED SHARE AND THEREAFTER ANY BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED IN THE SAME MANNER AS IS SET OUT IN ARTICLE 6.2.3. NO RIGHT TO PARTICIPATE IN DISTRIBUTION OF PROFITS. SHARES NOT LIABLE TO BE REDEEMED AT THE ELECTION OF THE COMPANY OR THE SHAREHOLDER(S).

Class of Shares:	PREFERRED	Number allotted	30635938
	ORDINARY	Aggregate nominal value:	3063.5938
Currency:	GBP		

Prescribed particulars

NO VOTING RIGHTS. NO AUTOMATIC RIGHTS TO PARTICIPATE IN ANY DISTRIBUTION OF PROFITS. ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING ORDER: IN PRIORITY FOR ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLES 6.2.2 AND 6.2.3 IN PAYING TO EACH HOLDER OF PREFERRED ORDINARY SHARES (PARI PASSU AS IF NAME CONSTITUTED ONE CLASS OF SHARES) IN RESPECT OF EACH PREFERRED ORDINARY SHARE OF WHICH IT IS A HOLDER, AN AMOUNT EQUAL TO: (I) 100% OF THE ISSUE PRICE THEREOF AND (II) THE PREFERRED AMOUNT (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION), SUCH THAT THE AMOUNT SHALL BE PAID PRO-RATA TO THE RELEVANT HOLDER'S OF PREFERRED ORDINARY SHARES UNTIL SUCH POINT IN RESPECT OF ANY PREFERRED ORDINARY SHARE, 100% OF THE ISSUE PRICE AND THE PREFERRED AMOUNT HAS BEEN PAID. ALL PREFERRED ORDINARY SHARES SHALL BE REDEEMED BY THE COMPANY IMMEDIATELY PRIOR TO AN EXIT OR, IF EARLIER: (A) THE DATE FALLING 10 YEARS AFTER THE COMPLETION DATE OR (B) IN THE OCCURRENCE OF A DEFAULT EVENT. THE COMPANY MAY, WITH INVESTOR CONSENT, AT ANY TIME ON NOT LESS THAN 25 BUSINESS DAYS' NOTICE IN WRITING TO THE HOLDERS OF PREFERRED ORDINARY SHARES, REDEEM SUCH TOTAL NUMBER OF PREFERRED ORDINARY SHARES AS IS SPECIFIED IN SUCH NOTICE, PROVIDED THAT, IN EITHER CASE, NO PREFERRED ORDINARY SHARES SHALL BE REDEEMED FOR A PERIOD OF 24 MONTHS FROM THE COMPLETION DATE WHERE SUCH REDEMPTION WOULD BE PROHIBITED BY REGULATION 43 OF THE AIFM REGULATIONS. THE HOLDERS OF MORE THAN 50% IN NUMBER OF PREFERRED ORDINARY SHARES IN ISSUE MAY AT ANY TIME REQUIRE THE COMPANY, BY SERVING NOTICE ON IT, TO REDEEM SUCH ACCOUNT OF PREFERRED ORDINARY SHARES AS IS SPECIFIED IN THE NOTICE, TO AFFECT A REFINANCING OR IF A DEFAULT EVENT HAS OCCURRED.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	31638910
		Total aggregate nominal value:	103360.6138
		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:	2 DEFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	PHOENIX PRIVATE EQUITY LIMITED
Shareholding 2:	10387 A ORDINARY shares held as at the date of this confirmation statement
Name:	PHOENIX EQUITY PARTNERS LP
Shareholding 3:	363622 A ORDINARY shares held as at the date of this confirmation statement
Name:	PHOENIX EQUITY PARTNERS 2016
Shareholding 4:	3232 A ORDINARY shares held as at the date of this confirmation statement
Name:	LIVINGSTONE PARTNERS
Shareholding 5:	129299 A ORDINARY shares held as at the date of this confirmation statement
Name:	ROGER BOOTLE
Shareholding 6:	7067 A ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL ASHWORTH
Shareholding 7:	3612 A ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL DALES
Shareholding 8:	138303 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL DALES
Shareholding 9:	2385 A ORDINARY shares held as at the date of this confirmation statement
Name:	JAMES HAYES
Shareholding 10:	91348 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	JAMES HAYES
Shareholding 11:	3647 A ORDINARY shares held as at the date of this confirmation statement
Name:	VICTORIA BRAZIER

Shareholding 12:	139664 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	VICTORIA BRAZIER
Shareholding 13:	3676 A ORDINARY shares held as at the date of this confirmation statement
Name:	EDWARD STANSFIELD
Shareholding 14:	140778 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	EDWARD STANSFIELD
Shareholding 15:	3698 A ORDINARY shares held as at the date of this confirmation statement
Name:	NEIL SHEARING
Shareholding 16:	141608 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	NEIL SHEARING
Shareholding 17:	3547 A ORDINARY shares held as at the date of this confirmation statement
Name:	MARK WILLIAMS
Shareholding 18:	135827 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	MARK WILLIAMS
Shareholding 19:	3546 A ORDINARY shares held as at the date of this confirmation statement
Name:	JENNIFER MCKEOWN
Shareholding 20:	135803 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	JENNIFER MCKEOWN
Shareholding 21:	3341 A ORDINARY shares held as at the date of this confirmation statement
Name:	MARK HARRIS
Shareholding 22:	127925 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	MARK HARRIS
Shareholding 23:	10997 A ORDINARY shares held as at the date of this confirmation statement
Name:	ROBERT DOWSON
Shareholding 24:	421129 PREFERRED ORDINARY shares held as at the date of this confirmation statement

Name: **ROBERT DOWSON**

Shareholding 25: **559 A ORDINARY shares held as at the date of this confirmation statement**
Name: **JOHN HIGGINS**

Shareholding 26: **21411 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **JOHN HIGGINS**

Shareholding 27: **744 A ORDINARY shares held as at the date of this confirmation statement**
Name: **ANDREW KENNINGHAM**

Shareholding 28: **28490 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **ANDREW KENNINGHAM**

Shareholding 29: **0 A ORDINARY shares held as at the date of this confirmation statement**
Name: **MARK PRAGNELL**

Shareholding 30: **0 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **MARK PRAGNELL**

Shareholding 31: **0 A ORDINARY shares held as at the date of this confirmation statement**
Name: **CONOR NEVIN**

Shareholding 32: **0 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **CONOR NEVIN**

Shareholding 33: **189 A ORDINARY shares held as at the date of this confirmation statement**
Name: **WILLIAM JACKSON**

Shareholding 34: **7219 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **WILLIAM JACKSON**

Shareholding 35: **208 A ORDINARY shares held as at the date of this confirmation statement**
Name: **MARIO WALKER**

Shareholding 36: **7962 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **MARIO WALKER**

Shareholding 37:	396 A ORDINARY shares held as at the date of this confirmation statement
Name:	MARCEL THIELANT
Shareholding 38:	15181 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	MARCEL THIELANT
Shareholding 39:	416 A ORDINARY shares held as at the date of this confirmation statement
Name:	ALEX KLIMOV
Shareholding 40:	15924 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	ALEX KLIMOV
Shareholding 41:	396 A ORDINARY shares held as at the date of this confirmation statement
Name:	JULIAN EVANS-PRITCHARD
Shareholding 42:	15181 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	JULIAN EVANS-PRITCHARD
Shareholding 43:	0 A ORDINARY shares held as at the date of this confirmation statement
Name:	JACK CAWE
Shareholding 44:	0 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	JACK CAWE
Shareholding 45:	0 A ORDINARY shares held as at the date of this confirmation statement
Name:	BEN SIAW
Shareholding 46:	0 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	BEN SIAW
Shareholding 47:	3232 A ORDINARY shares held as at the date of this confirmation statement
Name:	GRAHAM ELTON
Shareholding 48:	123789 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	GRAHAM ELTON
Shareholding 49:	98090 A ORDINARY shares held as at the date of this confirmation statement

Name: **LDC MAIN FUND VII LP**

Shareholding 50: **4177220 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **LDC MAIN FUND VII LP**

Shareholding 51: **10990 A ORDINARY shares held as at the date of this confirmation statement**
Name: **LDC EQUITY VII LP**

Shareholding 52: **824 A ORDINARY shares held as at the date of this confirmation statement**
Name: **LDC PARALLEL VII**

Shareholding 53: **31556 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **LDC PARALLEL VII**

Shareholding 54: **4127 A ORDINARY shares held as at the date of this confirmation statement**
Name: **ADAM STREET 2016**

Shareholding 55: **158027 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **ADAM STREET 2016**

Shareholding 56: **4127 A ORDINARY shares held as at the date of this confirmation statement**
Name: **ADAM STREET 2017**

Shareholding 57: **158027 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **ADAM STREET 2017**

Shareholding 58: **4127 A ORDINARY shares held as at the date of this confirmation statement**
Name: **ADAM STREET 2018**

Shareholding 59: **158027 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **ADAM STREET 2018**

Shareholding 60: **33970 A ORDINARY shares held as at the date of this confirmation statement**
Name: **ADAM STREET CO-INVESTMENT A**

Shareholding 61: **1300902 PREFERRED ORDINARY shares held as at the date of this confirmation statement**
Name: **ADAM STREET CO-INVESTMENT A**

Shareholding 62:	5158 A ORDINARY shares held as at the date of this confirmation statement
Name:	ADAM STREET RSP
Shareholding 63:	197534 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	ADAM STREET RSP
Shareholding 64:	13141 A ORDINARY shares held as at the date of this confirmation statement
Name:	ADAM STREET CO-INVESTMENT C
Shareholding 65:	503239 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	ADAM STREET CO-INVESTMENT C
Shareholding 66:	64650 A ORDINARY shares held as at the date of this confirmation statement
Name:	MAPLE FUND
Shareholding 67:	2475756 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	MAPLE FUND
Shareholding 68:	339169 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	PHOENIX EQUITY PARTNERS 2016 FP LP
Shareholding 69:	13983476 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	PEP 2016
Shareholding 70:	123788 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	LIVINGSTONE PARTNERS
Shareholding 71:	4951513 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	ROGER BOOTLE
Shareholding 72:	270614 PREFERRED ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL ASHWORTH
Shareholding 73:	199000 B ORDINARY shares held as at the date of this confirmation statement
Name:	CE NOMINEES LTD
Shareholding 74:	1000 B ORDINARY shares held as at the date of this confirmation statement

Name: **ZEDRA TRUST COMPANY (GUERNSEY) LIMITED**

Shareholding 75: **2955 C ORDINARY shares held as at the date of this confirmation statement**

Name: **CE NOMINEES LTD**

Shareholding 76: **15 C ORDINARY shares held as at the date of this confirmation statement**

Name: **ZEDRA TRUST COMPANY (GUERNSEY) LIMITED**

Shareholding 77: **99548 PREFERRED ORDINARY shares held as at the date of this confirmation statement**

Name: **ZEDRA TRUST COMPANY (GUERNSEY) LIMITED**

Shareholding 78: **2600 A ORDINARY shares held as at the date of this confirmation statement**

Name: **ZEDRA TRUST COMPANY (GUERNSEY) LIMITED**

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