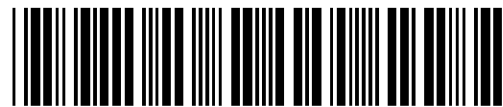




Return of Allotment of Shares

Company Name: **Hand Picked Hotels Limited**

Company Number: **03760451**



Received for filing in Electronic Format on the: **05/03/2014**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted From
14/02/2014

Class of Shares:	SERIES B	Number allotted	750000
	PREFERENCE	Nominal value of each share	1
Currency:	GBP	Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	90000
Currency:	GBP	Aggregate nominal value:	900
		Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE A SHARES ON A SHOW OF HANDS HAVE ONE VOTE AND ON A POLL HAVE ONE VOTE PER SHARE HELD, AS IT IS MORE PARTICULARLY DESCRIBED IN THE ARTICLES OF ASSOCIATION. ENTITLED TO SURPULS REMAINING AFTER PAYMENTS TO A AND B PREFERENCE SHARES, AS IS MORE PARTICULARLY SET OUT IN THE ARTICLES. ENTITLED TO DIVIDENDS AS IS MORE PARTICULARLY SET OUT IN THE ARTICLES. NO SHARES ARE REDEEMABLE.

Class of Shares:	B	Number allotted	10000
Currency:	GBP	Aggregate nominal value:	100
		Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

THE B SHARES ARE NOT ENTITLED TO VOTE. ENTITLED TO SURPULS REMAINING AFTER PAYMENTS TO A AND B PREFERENCE SHARES AND A SHARES, AS IS MORE PARTICULARLY SET OUT IN THE ARTICLES. ENTITLED TO DIVIDENDS AS IS MORE PARTICULARLY SET OUT IN THE ARTICLES. NO SHARES ARE REDEEMABLE.

Class of Shares:	C	Number allotted	10000
Currency:	GBP	Aggregate nominal value:	100
		Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

THE C SHARES ARE NOT ENTITLED TO VOTE. ENTITLED TO SURPULS REMAINING AFTER PAYMENTS TO A AND B PREFERENCE SHARES AND A SHARES, AS IS MORE PARTICULARLY SET OUT IN THE ARTICLES. ENTITLED TO DIVIDENDS, AS IS MORE PARTICULARLY SET OUT IN THE ARTICLES. NO SHARES ARE REDEEMABLE.

Class of Shares:	D	Number allotted	10000
Currency:	GBP	Aggregate nominal value:	100
		Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

THE D SHARES ARE NOT ENTITLED TO VOTE. ENTITLED TO SURPULS REMAINING AFTER PAYMENTS TO A AND B PREFERENCE SHARES AND A SHARES, AS IS MORE PARTICULARY SET OUT IN THE ARTICLES. ENTITLED TO DIVIDENDS, AS IS MORE PARTICULARY SET OUT IN THE ARTICLES. NO SHARES ARE REDEEMABLE.

Class of Shares:	E	Number allotted	10000
Currency:	GBP	Aggregate nominal value:	100
		Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

THE E SHARES ARE NOT ENTITLED TO VOTE. ENTITLED TO SURPULS REMAINING AFTER PAYMENTS TO A AND B PREFERENCE SHARES AND A SHARES, AS IS MORE PARTICULARY SET OUT IN THE ARTICLES. ENTITLED TO DIVIDENDS, AS IS MORE PARTICULARY SET OUT IN THE ARTICLES. NO SHARES ARE REDEEMABLE.

Class of Shares:	SERIES	Number allotted	34918485
	A	Aggregate nominal value:	34918485
	PREFERENCE	Amount paid per share	1
Currency:	GBP	Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE A PREFERENCE SHARES ARE NOT ENTITLED TO VOTE. THE A PREFERENCE SHARES RANK FIRST FOR ANY DISTRIBUTION MADE ON A WINDING UP AS IS MORE PARTICULARLY SET OUT IN THE ARTICLES OF ASSOCIATION. THE A SHARES ARE ENTITLED TO ANY SURPLUS PAYMENTS AS IS MORE PARTICULARY SET OUT IN THE ARTICLES OF ASSOCIATION. ENTITLED TO DIVIDENDS AS IS MORE PARTICULARY SET OUT IN THE ARTICLES. NO SHARES ARE REDEEMABLE.

Class of Shares:	SERIES	Number allotted	47980000
	B	Aggregate nominal value:	47980000
	PREFERENCE	Amount paid per share	1
Currency:	GBP	Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE B PREFERENCE SHARES ARE NOT ENTITLED TO VOTE. B PREFERENCE SHARES RANK SECOND FOR ANY DISTRIBUTION MADE ON A WINDING UP AS IS MORE PARTICULARLY SET OUT IN THE ARTICLES OF ASSOCIATION. THE B SHARES ARE ENTITLED TO ANY SURPLUS REMAINING AFTER PAYMENTS TO THE A PREFERENCE SHARES, AS IS MORE PARTICULARLY SET OUT IN THE ARTICLES OF ASSOCIATION. ENTITLED TO DIVIDENDS AS IS MORE PARTICULARLY SET OUT IN THE ARTICLES. NO SHARES ARE REDEEMABLE.

Class of Shares:	Z	Number allotted	10000
Currency:	GBP	Aggregate nominal value:	100
		Amount paid per share	0.01
		Amount unpaid per share	0

Prescribed particulars

THE Z SHARES ARE NOT ENTITLED TO VOTE. ENTITLED TO SURPULS REMAINING AFTER PAYMENTS TO A AND B PREFERENCE SHARES AND A SHARES, AS IS MORE PARTICULARLY SET OUT IN THE ARTICLES. ENTITLED TO DIVIDENDS, AS IS MORE PARTICULARLY SET OUT IN THE ARTICLES. NO SHARES ARE REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	83038485
		Total aggregate nominal value:	82899885

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.