



✓ **What this form is for**
You may use this form to give notice of a cancellation of treasury shares.

X What this form is NOT for
You cannot use this form to give notice of a sale or transfer of treasury shares. To do this, please use form SH04.

FRIDAY



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14/06/2019

#261

COMPANIES HOUSE

1 Company details

Company number	0	4	1	2	0	3	4	4
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Company name in full	WHITBREAD PLC
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→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2	Treasury shares cancelled
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[illegible]

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Statement of 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'.

Please 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
Currency table A				
GBP	ORDINARY	190,978,072	£146,666,166.41	
GBP	B SHARES	1,972,788	£19,727.88	
GBP	C SHARES	1,875,821	£18,758.21	
Totals		194,826,681	£146,704,652.50	£0.00
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares 194,826,681	Total aggregate nominal value ❶ £146,704,652.50	Total aggregate amount unpaid ❶ £0.00

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

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Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 3**.

Class of share	ORDINARY
Prescribed particulars ❶	Shareholders will be entitled to vote at a general meeting, whether on a show of hands or a poll, as provided in the legislation. Where a proxy is given discretion as how to vote on a show of hands this will be treated as a instruction by the relevant shareholder to vote in the way in which the proxy decides to exercise that discretion. This is subject to any special rights or restrictions as to voting which are given to any shares or upon which any shares may be held at the relevant time and to the articles.
Class of share	
Prescribed particulars ❶	
Class of share	
Prescribed particulars ❶	

❶ 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 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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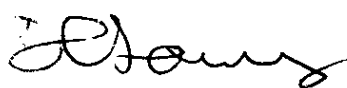
Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director ❶, Secretary, Person authorised ❶, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❶ 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.

❶ Person authorised

Under either Section 270 or 274 of the Companies Act 2006.

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**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 **LAURA TAYLOR**

Company name **WHITBREAD GROUP PLC**

Address **WHITBREAD COURT, PORZ**

AVENUE, HOUGHTON HALL BUSINESS

PARK

Post town **DUNSTABLE**

County/Region **BEDS**

Postcode

L	U	5		5	X	E
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Country

DX

Telephone **01582 889363**

**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 correctly completed section 2.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that 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 or email 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

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4	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	ORDINARY	① Prescribed particulars of rights attached to shares The particulars are: <ul style="list-style-type: none"> 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.
Prescribed particulars ①	Shareholders will be entitled to vote at a general meeting, whether on a show of hands or a poll, as provided in the legislation. Where a proxy is given discretion as how to vote on a show of hands this will be treated as a instruction by the relevant shareholder to vote in the way in which the proxy decides to exercise that discretion. This is subject to any special rights or restrictions as to voting which are given to any shares or upon which any shares may be held at the relevant time and to the articles.	

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4 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	B SHARES	
Prescribed particulars 1	<p>(I) The holders of the B shares shall not be entitled, in their capacity as holders of such shares, to receive notice of any general meeting of the company nor to attend, speak or vote at any such general meeting unless:</p> <p>(a) the business of the meeting includes the consideration of a resolution for the winding-up (excluding any intra-group reorganisation on a solvent basis) of the company, in which case the holders of the B shares shall have the right to attend the general meeting and shall be entitled to speak and vote only on any such resolution, or</p> <p>(b) at the date of the notice convening the meeting, the B Shares Continuing Dividend has remained unpaid for six months or more from any Payment Date, in which case the holder of the B Shares shall have the right to attend the general meeting and shall be entitled to speak and vote on all resolutions</p> <p>(II) Whenever the holders of the B Shares are entitled to vote at a general meeting of the company on a show of hands every holder thereof who (being an individual) is present in person or (being a corporation) by a representative shall have one vote, and on a poll every such holder shall have such number of votes as he would be entitled to exercise had he been an ordinary shareholder arising if the B shares registered in the name of such holder had been converted in to such ordinary shares immediately prior to such meeting in accordance with the rights of the B Shares.</p>	<p>1 Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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4 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	C SHARES	
Prescribed particulars 1	<p>(I) The holders of the C Shares shall not be entitled, in their capacity as holders of such shares, to receive notice of any general meeting of the company nor to attend, speak or vote at any such general meeting unless:</p> <p>(a) the business of the meeting includes the consideration of a resolution for the winding-up (excluding any intra-group reorganisation on a solvent basis) of the company, in which case the holders of the C Shares shall have the right to attend the general meeting and shall be entitled to speak and vote only on any such resolution, or</p> <p>(b) at the date of the notice convening the meeting, the C Shares Continuing Dividend has remained unpaid for six months or more from any Payment Date, in which case the holder of the C Shares shall have the right to attend the general meeting and shall be entitled to speak and vote on all resolutions</p> <p>(II) Whenever the holders of the C Shares are entitled to vote at a general meeting of the company on a show of hands every holder thereof who (being an individual) is present in person (or being a corporation) by a representative shall have one vote, and on a poll every such holder shall have such number of votes as he would be entitled to exercise had he been an ordinary shareholder arising if the C Shares registered in the name of such holder had been converted in to such ordinary shares immediately prior to such meeting in accordance with the rights of the C Shares.</p>	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none">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); andd. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>