

Notice of cancellation of shares held by or for a public company



Companies House

You may use this form to give notice of a cancellation of shares by or for a public company.

You cannot use this form to give notice of a cancellation of shares under section 708 of the Companies Act 2006. To do this, please use form SH06.

For further information, please refer to our guidance at www.gov.uk/companieshouse

Company name in full	Whitbread PLC
----------------------	---------------

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

Date of cancellation	^d 3	^d 1	^m 0	^m 7	^y 2	^y 0	^y 2	^y 3
----------------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------

[illegible]

SH07

Notice of cancellation of shares held by or for a public company

4

Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

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 page

Please use a Statement of Capital continuation page if necessary.

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

Currency table A

GBP	ORDINARY	209,848,951	161,158,508.12	
GBP	B SHARES	1,972,788	19,727.88	
GBP	C SHARES	1,875,821	18,758.21	
Totals		213,697,560.00	161,196,994.21	£0

Currency table B

Totals				

Currency table C

Totals				

Total issued share capital table

You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	Total number of shares	Total aggregate nominal value	Total aggregate amount unpaid ❶
		Show different currencies separately. For example: £100 + €100 + \$10	Show different currencies separately. For example: £100 + €100 + \$10
Grand total	213,697,560.00	161,196,994.21	£0

❶ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

SH07

Notice of cancellation of shares held by or for a public company

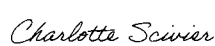
5

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 4 .	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. Continuation pages Please use a Statement of Capital continuation page if necessary.
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 to how (o vote on a show of hands this will be treated as an 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	B SHARES	
Prescribed particulars ❶	SEE CONTINUATION PAGE	
Class of share	C SHARES	
Prescribed particulars ❶	SEE CONTINUATION PAGE	

6

Signature

	I am signing this form on behalf of the company.	❷ 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. ❸ Person authorised Under either section 270 or 274 of the Companies Act 2006.
Signature	Signature  	
	This form may be signed by: Director❷, Secretary, Person authorised❷, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.	

**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	Charlotte Scivier
Company name	Whitbread Group PLC
Address	Whitbread Court, Houghton Hall
Business Park, Porz Avenue, Dunstable, LU5 5XE	
Post town	Dunstable
County/Region	Beds
Postcode	L U 5 5 X E
Country	UK
DX	
Telephone	

**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 entered the date in section 2.
- ☐ You have completed section 3.
- ☐ 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

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

Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

[illegible]

SH07 - continuation page

Notice of cancellation of shares held by or for a public company

5 Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	B SHARES and C SHARES	
Prescribed particulars	(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: (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 (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 (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. (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: (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 (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 (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.	① 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.