

SH01

Return of allotment of shares

RE-SCAN

Companies House



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WEDNESDAY



\*R5KCV67D\*

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23/11/2016

#94

COMPANIES HOUSE

✓ **What this form is for**  
You may use this form to give  
notice of shares allotted following  
incorporation.

✗ **What this form is NOT for**  
You cannot use this form to give  
notice of shares taken by subscrip-  
tion on formation of the company or  
for an allotment of a new class of  
shares by an unlimited company.

**1 Company details**

Company number 0 6 4 5 1 6 7 7

Company name in full NANDO'S GROUP HOLDINGS LIMITED

→ **Filling in this form**

Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

**2 Allotment dates <sup>1</sup>**

From Date d 1 d 6 m 1 m 1 y 2 y 0 y 1 y 6  
To Date d d m m y y y y

**<sup>1</sup> Allotment date**

If all shares were allotted on the  
same day enter that date in the  
'from date' box. If shares were  
allotted over a period of time,  
complete both 'from date' and 'to  
date' boxes.

**3 Shares allotted**

Please give details of the shares allotted, including bonus shares.  
(Please use a continuation page if necessary.)

**<sup>2</sup> Currency**

If currency details are not  
completed we will assume currency  
is in pound sterling.

Currency <sup>2</sup>	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
£ sterling	B1 ordinary shares of £0.001	8,597,567	£0.001	£0.001	Nil
£ sterling	B2 ordinary shares of £0.001	746,150	£0.001	£0.001	Nil

If the allotted shares are fully or partly paid up otherwise than in cash, please  
state the consideration for which the shares were allotted.

**Continuation page**

Please use a continuation page if  
necessary.

Details of non-cash  
consideration.

If a PLC, please attach  
valuation report (if  
appropriate)

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## Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

**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
<b>Currency table A</b>				
£ sterling	Ordinary shares of £1.00	50,000,000	£50,000,000.00	
£ sterling	B1 ordinary shares of £0.001	8,597,567	£8,597.567	
£ sterling	B2 ordinary shares of £0.001	746,150	£746.15	
<b>Totals</b>		59,343,717	£50,009,343.717	Nil

<b>Currency table B</b>				
<b>Totals</b>				

<b>Currency table C</b>				
<b>Totals</b>				

<b>Totals (including continuation pages)</b>		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		59,343,717	£50,009,343.717	Nil

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 4.

Class of share

Ordinary shares of £1.00

Prescribed particulars  
①

The Ordinary Shares of £1.00 each (each an "Ordinary Share" and collectively "Ordinary Shares") are non-redeemable ordinary shares conferring on each member (or any proxy of such member) the right to one vote on a show of hands and one vote per Ordinary Share on a poll and with full, equal and unfettered rights to participate in dividends and, once payments have been made (if required) to the holders of B1 Shares and B2 Shares with unlimited rights to participate on a return of capital.

Class of share

B1 ordinary shares of £0.001

Prescribed particulars  
①

Please refer to continuation sheet

Class of share

B2 ordinary shares of £0.001

Prescribed particulars  
①

please refer to continuation sheet

**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.

**Continuation page**

Please use a Statement of Capital 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 ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

**② 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.



**③ Person authorised**

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

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 <b>Presenter information</b>	
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	MATT AUCOTT
Company name	DELLOTTE LLP
Address	
2 NEW STREET SQUARE	
Post town	
LONDON	
County/Region	
Postcode	EC4A 3BZ
Country	
DX	
Telephone	REF: MRA
 <b>Checklist</b>	
We may return the forms completed incorrectly or with information missing.	
Please make sure you have remembered the following:	
<input type="checkbox"/> The company name and number match the information held on the public Register. <input type="checkbox"/> You have shown the date(s) of allotment in section 2. <input type="checkbox"/> You have completed all appropriate share details in section 3. <input type="checkbox"/> You have completed the relevant sections of the statement of capital. <input type="checkbox"/> You have signed the form.	

 <b>Important information</b>
Please note that all information on this form will appear on the public record.
 <b>Where to send</b>
You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:
<b>For companies registered in England and Wales:</b> The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ. DX 33050 Cardiff.
<b>For companies registered in Scotland:</b> 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).
<b>For companies registered in Northern Ireland:</b> 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.

 <b>Further information</b>
For further information please see the guidance notes on the website at <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a> or email <a href="mailto:enquiries@companieshouse.gov.uk">enquiries@companieshouse.gov.uk</a>
<p>This form is available in an alternative format. Please visit the forms page on the website at <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a></p>

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## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B1 ordinary shares of £0.001	
Prescribed particulars	<p>The B1 Ordinary Shares of £0.001 each are a sub-class of B Ordinary Share and rank pari-passu in all respects with the B2 Ordinary Shares of £0.001 each in the Company and are non-redeemable ordinary shares conferring on each member (or any proxy of such member) the right to one vote on a show of hands and on a poll to one vote for every £1.00 of nominal B1 Share capital held.</p> <p>No B1 Share shall entitle the holder thereof to participate in dividend distributions (whether in cash or specie) unless the "Hurdle Amount per B1 Share" (being an amount of £12.3335 set by the directors prior to the issue of the first B1 Share (and determined by the application of a specified formula established at that time) and applied to all B1 Shares) has been reached, but subject thereto shall be entitled to participate in dividends together with the Ordinary Shares and B2 Shares (if any are then in issue) in accordance with the provisions of the Company's articles.</p> <p>On a return of capital the B1 Shares shall rank together with the B2 Shares (if any are then in issue) in priority to all other classes of share in the Company to receive an amount (if any) per B1 Share known as the "Growth Amount" and calculated by reference to the value of the Company (or, in the case of a liquidation, the amount of net assets available for distribution) divided by the number of shares of all classes issued in the capital of the Company less the £12.3335 Hurdle Amount per B1 Share.</p> <p>The Company may by special resolution of the holders of the Ordinary Shares convert and re-designate such number of B1 Shares into Ordinary Shares (of an equal aggregate nominal value) and such converted and re-designated Ordinary Shares shall thenceforth rank pari-passu with all other fully paid Ordinary Shares issued in the capital of the Company in all respects and for all purposes of the Articles.</p>	

# SH01 - continuation page

## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B2 ordinary shares of £0.001	
Prescribed particulars	<p>The B2 Ordinary Shares of £0.001 each are a sub-class of B Ordinary Share and rank pari-passu in all respects with the B1 Ordinary Shares of £0.001 each in the Company and are non-redeemable ordinary shares conferring on each member (or any proxy of such member) the right to one vote on a show of hands and on a poll to one vote for every £1.00 of nominal B2 Share capital held.</p> <p>No B2 Share shall entitle the holder thereof to participate in dividend distributions (whether in cash or specie) unless the "Hurdle Amount per B2 Share" (being an amount of £12.3335 set by the directors prior to the issue of the first B2 Share (and determined by the application of a specified formula established at that time) and applied to all B2 Shares) has been reached, but subject thereto shall be entitled to participate in dividends together with the Ordinary Shares and B1 Shares (if any are then in issue) in accordance with the provisions of the Company's articles.</p> <p>On a return of capital the B2 Shares shall rank together with the B1 Shares (if any are then in issue) in priority to all other classes of share in the Company to receive an amount (if any) per B2 Share known as the "Growth Amount" and calculated by reference to the value of the Company (or, in the case of a liquidation, the amount of net assets available for distribution) divided by the number of shares of all classes issued in the capital of the Company less the £12.3335 Hurdle Amount per B2 Share.</p> <p>The Company may by special resolution of the holders of the Ordinary Shares convert and re-designate such number of B2 Shares into Ordinary Shares (of an equal aggregate nominal value) and such converted and re-designated Ordinary Shares shall thenceforth rank pari-passu with all other fully paid Ordinary Shares issued in the capital of the Company in all respects and for all purposes of the Articles.</p>	



Companies House

**COMPANY NAME:** NANDO'S GROUP HOLDINGS LIMITED  
**COMPANY NUMBER:** 06451677

*A second filed SH01 was registered on 07/03/2018.*