

RP04

Second filing of a document previously delivered



Companies House

✓ What this form is for

You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register.

✗ What this form is NOT for

You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 regarding documents delivered.

A second filing of a document cannot be filed where the information that was properly delivered is used in these circumstances.

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

THURSDAY



L6ZTOXWX

LD3

15/02/2018

#23

COMPANIES HOUSE

1 Company details

Company number 0 6 4 5 1 6 7 7

Company name in full NANDO'S GROUP HOLDINGS LIMITED

→ Filing in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Applicable documents

This form only applies to the following forms:

- AP01 Appointment of director
- AP02 Appointment of corporate director
- AP03 Appointment of secretary
- AP04 Appointment of corporate secretary
- CH01 Change of director's details
- CH02 Change of corporate director's details
- CH03 Change of secretary's details
- CH04 Change of corporate secretary's details
- TM01 Termination of appointment of director
- TM02 Termination of appointment of secretary
- SH01 Return of allotment of shares
- AR01 Annual Return
- CS01 Confirmation statement (Parts 1-4 only)
- PSC01 Notice of individual person with significant control (PSC)
- PSC02 Notice of relevant legal entity (RLE) with significant control
- PSC03 Notice of other registrable person (ORP) with significant control
- PSC04 Change of details of individual person with significant control (PSC)
- PSC05 Change of details of relevant legal entity (RLE) with significant control
- PSC06 Change of details of other registrable person (ORP) with significant control
- PSC07 Notice of ceasing to be a person with significant control (PSC), relevant legal entity (RLE), or other registrable person (ORP)
- PSC08 Notification of PSC statements
- PSC09 Update to PSC statements

RP04

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3		Description of the original document	
Document type ①	Form SH01 reporting the allotment of B1 and B2 ordinary shares of £0.001 each on 16 November 2016. Lodged for filing on 23 November 2016 and registered on 13 December 2016. The number of B1 ordinary shares allotted was over-stated by 50 shares and the actual number allotted was 8,597,517		① Description of the original document Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day.
Date of registration of the original document	<div> <div>d</div> <div>1</div> <div>d</div> <div>3</div> </div> <div> <div>m</div> <div>1</div> <div>m</div> <div>2</div> </div> <div> <div>y</div> <div>2</div> <div>y</div> <div>0</div> <div>y</div> <div>1</div> <div>y</div> <div>6</div> </div>		

4		Section 243 or 790ZF Exemption ②	
If you are applying for, or have been granted, exemption under section 243 or 790ZF of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below: The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE.		② If you are currently in the process of applying for or have been granted a Section 243 or 790ZF exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01).	

RP04

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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 **M R Aucott**

Company name **Deloitte LLP**

Address **Athene Place**

66 Shoe Lane

Post town **London**

County/Region

Postcode **E C 4 A 3 B Q**

Country

DX

Telephone **020 7007 3266**



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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form.
- ☐ You have enclosed the second filed document(s).
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing.'



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.

Section 243 or 790ZF exemption

If you are applying for or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



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

SH01

Return of allotment of shares



Companies House



Go online to file this information
www.gov.uk/companieshouse

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

☐ **What this form is for**
You cannot use this form to give
notice of shares allotted following
incorporation. You must use form
SH01 for an allotment of shares by an
unlimited company.

LD3

L6ZTOXWP
15/02/2018
COMPANIES HOUSE

#22

please

house

1 Company details

Company number 06451677

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

From Date d1d6 m1m1 y2y0 y1y6
To Date d d m m y y y y

① **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.)

② **Currency**
If currency details are not
completed we will assume currency
is in pound sterling.

Currency ②	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	8,597,517	£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)

SH01

Return of allotment of shares

4

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
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Currency table A

£ sterling	Ordinary shares of £1.00	50,000,000	£50,000,000.00	
£ sterling	B1 ordinary shares of £0.001	8,597,517	£8,597.517	
£ sterling	B2 ordinary shares of £0.001	746,150	£746.15	
Totals		59,343,667	£50,009,343.667	Nil

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation
pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
59,343,667	£50,009,343.667	Nil

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

SH01

Return of allotment of shares

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.

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.

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.

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

6

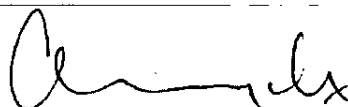
Signature

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 ①, 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.

SH01

Return of allotment of shares

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	MR Aucott
Company name	Deloitte LLP
Address	1st Floor, Athene Place 66 Shoe Lane
Post town	London
County/Region	
Postcode	E1C4A 3BQ
Country	
DX	
Telephone	

Checklist

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in 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
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

SH01 - continuation page

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

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.

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.

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.

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.

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

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.

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.

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.

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.