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SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

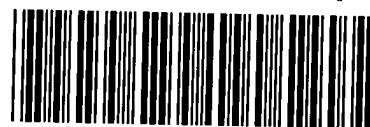


Companies House

☒ **What this form is for**
You may use this form to give notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares.

☐ **What this form is NOT for**
You cannot use this form to give notice of a conversion of stock into shares.

WEDNESDAY



L8G8JHGI

LD3

16/10/2019

#61

COMPANIES HOUSE

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 Date of resolution

Date of resolution 3 0 0 9 2 0 1 9

3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
Ordinary	1,800,000,000	£0.10	50,000,000	£3.60

4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

5 Redemption

Please show the class number and nominal value of shares that have been redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

New share structure

Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

Please use a Statement of Capital continuation page if necessary.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

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

	See continuation page			
Totals				

Currency table B

Totals				

Currency table C

Totals				

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	60,240,964	£180,010,240.964	Nil

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

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 7.

Class of share	Ordinary shares of £3.60
Prescribed particulars ①	The ordinary shares of £3.60 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 with full, equal and unfettered rights to participate in dividends and, once payments have been made (if required) to the holders of B1 Shares, B2 Shares and B3 Shares with unlimited rights to participate on a return of capital.
Class of share	B1/B2/B3 ordinary shares of £0.001
Prescribed particulars ①	Please refer to continuation sheets.
Class of share	
Prescribed particulars ①	

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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 continuation page if necessary.

9 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^③, 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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Notice of consolidation, sub-division, redemption of shares or re-conversion
of stock into 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	Kathryn Dally
Company name	Linklaters LLP
Address	One Silk Street
Post town	London
County/Region	United Kingdom
Postcode	E C 2 Y 8 H Q
Country	
DX	
Telephone	+442074564991

**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 of resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed 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

Statement of capital

Complete the table below to show the issued share capital.

Complete a separate table for each currency.

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
£ sterling	Ordinary shares of £3.60	50,000,000	£180,000,000	
£ sterling	B1 ordinary shares of £0.001	8,597,517	£8,597.517	
£ sterling	B2 ordinary shares of £0.001	746,150	£746.15	
£ sterling	B3 ordinary shares of £0.001	897,297	£897.297	
Totals		60,240,964	£180,010,240.964	Nil

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8 '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 ("B1 Shares") are a sub-class of B Ordinary Share and rank pari-passu in all respects with the B2 and B3 Shares 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 £13.76485 as adjusted by ordinary resolution of the Company passed on 30 September 2019) has been reached, but subject thereto shall be entitled to participate in dividends together with the Ordinary Shares and the B2 and B3 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 and B3 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 £13.76485 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>	<p>● Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> particulars of any voting rights, including rights that arise only in certain circumstances; particulars of any rights, as respects dividends, to participate in a distribution; particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and 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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8	Statement of capital (prescribed particulars of rights attached to shares) ^①	
Class of share	B2 ordinary shares of £0.001	
Prescribed particulars	<p>The B2 ordinary shares of £0.001 ("B2 Shares") are a sub-class of B Ordinary Share and rank pari-passu in all respects with the B1 and B3 Shares 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 £13.76485 as adjusted by ordinary resolution of the Company passed on 30 September 2019) has been reached, but subject thereto shall be entitled to participate in dividends together with the Ordinary Shares and the B1 and B3 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 and B3 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 £13.76485 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>	

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.

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

Class of share	B3 ordinary shares of £0.001	<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>
Prescribed particulars	<p>The B3 ordinary shares of £0.001 ("B3 Shares") are a sub-class of B Ordinary Share and rank pari-passu in all respects with the B1 and B2 Shares 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 B3 Share capital held.</p> <p>No B3 Share shall entitle the holder thereof to participate in dividend distributions (whether in cash or specie) unless the "Hurdle Amount per B3 Share" (being an amount of £13.76485 as adjusted by ordinary resolution of the Company passed on 30 September 2019) has been reached, but subject thereto shall be entitled to participate in dividends together with the Ordinary Shares and the B1 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 B3 Shares shall rank together with the B1 and 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 B3 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 £13.76485 Hurdle Amount per B3 Share.</p> <p>The Company may by special resolution of the holders of the Ordinary Shares convert and re-designate such number of B3 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>	