



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **NANDO'S GROUP HOLDINGS LIMITED**

Company Number: **06451677**



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Company Name: **NANDO'S GROUP HOLDINGS LIMITED**

Company Number: **06451677**

Confirmation **18/10/2019**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	B1	Number allotted	8597517
	ORDINARY	Aggregate nominal value:	8597.517
	SHARES		
	OF		
	£0.001		

Currency: **GBP**

Prescribed particulars

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 ORDINARY 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 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 £12.25965 AS ADJUSTED BY ORDINARY RESOLUTION OF THE COMPANY PASSED ON 17 JANUARY 2018) 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. 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 £12.25965 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.

Class of Shares:	B2	Number allotted	746150
	ORDINARY	Aggregate nominal value:	746.15
	SHARES		
	OF		
	£0.001		

Currency: **GBP**

Prescribed particulars

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 ORDINARY 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. 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 £12.25965 AS ADJUSTED BY ORDINARY RESOLUTION OF THE COMPANY PASSED ON 17 JANUARY 2018) HAS BEEN REACHED, BUT SUBJECT THERETO SHALL BE ENTITLED TO PARTICIPATE IN DIVIDENDS TOGETHER WITH THE ORDINARY SHARES AND B1 AND B3 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 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 £12.25965 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.

Class of Shares:	B3	Number allotted	897297
	ORDINARY	Aggregate nominal value:	897.297

SHARES

OF

£0.001

Currency: **GBP**

Prescribed particulars

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 ORDINARY 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. NO B3 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 £12.25965 AS SET BY THE DIRECTORS PRIOR TO THE ISSUE OF THE FIRST B3 SHARE AND DETERMINED BY THE APPLICATION OF A SPECIFIED FORMULA ESTABLISHED AT THAT TIME) 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. 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 £12.25965 HURDLE AMOUNT PER B3 SHARE. 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.

Class of Shares:	ORDINARY	Number allotted	180000000
	SHARES	Aggregate nominal value:	180000000
	OF £1.00		

Currency: **GBP**

Prescribed particulars

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 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.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	190240964
		Total aggregate nominal value:	180010240.964
		Total aggregate amount unpaid:	0

Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1: **180000000 ORDINARY SHARES OF £1.00 shares held as at the date of this confirmation statement**

Name: **L PERLMAN SECS**

Shareholding 2: **746150 B2 ORDINARY SHARES OF £0.001 shares held as at the date of this confirmation statement**

Name: **ROBERT 'T HOOFT**

Shareholding 3: **8597517 B1 ORDINARY SHARES OF £0.001 shares held as at the date of this confirmation statement**

Name: **KEY EMPLOYEES**

Shareholding 4: **87426 B3 ORDINARY SHARES OF £0.001 shares held as at the date of this confirmation statement**

Name: **TAMERA CAMPBELL**

Shareholding 5: **207659 B3 ORDINARY SHARES OF £0.001 shares held as at the date of this confirmation statement**

Name: **NIGEL LEMMON**

Shareholding 6: **311489 B3 ORDINARY SHARES OF £0.001 shares held as at the date of this confirmation statement**

Name: **CAMERON ROBERTS**

Shareholding 7: **290723 B3 ORDINARY SHARES OF £0.001 shares held as at the date of this confirmation statement**

Name: **LUKE LOGAN TAIT**

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor