

SH01

Return of allotment of shares

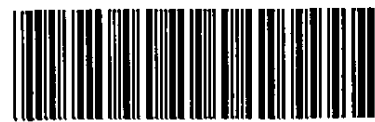


You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

☒ **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
notice of shares taken by sub
on formation of the company
for an allotment of a new class
shares by an unlimited company

SATURDAY



A27 *A3HTKQAB* #315
04/10/2014
COMPANIES HOUSE

1 Company details

Company number 0 9 2 0 6 5 0 0

Company name in full MITCHELLS & BUTLERS PENSION TRUSTEE 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 Allotment dates ¹

From Date d0 d2 m1 m0 y2 y0 y1 y4
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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ²	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
E ORDINARY SHARES	1 00	7	1 00	1 00	0 00
P ORDINARY SHARES	1 00	5	1 00	1 00	0 00

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)

The E Ordinary Shares of £1 00 each were allotted and issued in consideration of the transfer to
the Company of six Ordinary Shares of £1 00 each and one Restricted Share of £1 00 in the capital
of Mitchells & Butlers Executive Pension Trust Limited (registered number 1248728)

The P Ordinary Shares of £1 00 each were allotted and issued in consideration of the transfer to
the Company of three Ordinary Shares of £1 00 each and two Restricted Shares of £1 00 each in
the capital of Mitchells & Butlers Pensions Limited (registered number 476473)

SH01

Return of allotment of shares

Statement of capital

Section 4 (also **Section 5** and **Section 6**, if appropriate) should reflect the company's issued capital at the date of this return

4**Statement of capital (Share capital in pound sterling (£))**

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete **Section 4** and then go to **Section 7**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
E ORDINARY SHARES	1 00	0 00	8	£ 8 00
P ORDINARY SHARES	1 00	0 00	6	£ 6 00
				£
				£
Totals			14	£ 14 00

5**Statement of capital (Share capital in other currencies)**

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary / Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

6**Statement of capital (Totals)**

	Please give the total number of shares and total aggregate nominal value of issued share capital	④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares		
Total aggregate nominal value ④		

① Including both the nominal value and any share premium

③ E g Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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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 **COSEC/CED**Company name **Wragge Lawrence Graham & Co LLP**Address **Two Snowhill**Post town **Birmingham**County/Region **West Midlands**Postcode

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Country **United Kingdom**DX **DX 312501 Birmingham 86**Telephone **08709031000****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 appropriate 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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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Return of allotment of shares

7 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 statement of capital share tables in **Section 4** and **Section 5**

Class of share	E ORDINARY SHARES
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Prescribed particulars ①	PLEASE SEE ATTACHED CONTINUATION SHEET
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Class of share	P ORDINARY SHARES
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Prescribed particulars ①	PLEASE SEE ATTACHED CONTINUATION SHEET
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Class of share	
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Prescribed particulars ①	
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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 and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation page

Please use a Statement of Capital continuation page if necessary

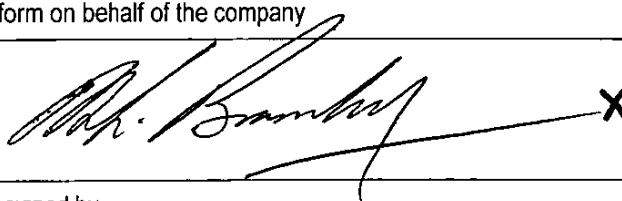
8 Signature

I am signing this form on behalf of the company

Signature

Signature

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

FORM SH01

MITCHELLS & BUTLERS PENSION TRUSTEE HOLDINGS LIMITED - CRN 9206500

SHARE RIGHTS (CONTINUATION SHEET)

SHARE RIGHTS

E Ordinary Shares of £1.00 each

1 PRELIMINARY

- 1.1 In these particulars, unless the context otherwise requires, the following expressions shall have the following meanings

A Director	an A Director of the Plan Trustee or of the EP Trustee,
B Director	a B Director of the Plan Trustee or of the EP Trustee,
CIF	Mitchells & Butlers CIF Limited (registered number 4267537) or the trustee or trustees appointed from time to time as trustee or trustees of the Common Investment Fund,
Common Investment Fund	the fund established by deed dated 28 March 2002 between Six Continents PLC, Six Continents Pensions Limited, Six Continents Executive Pension Trust Limited and CIF and of which CIF is trustee as amended by a deed dated 27 May 2003 and by a deed dated 29 May 2003,
E Share	an "E" Ordinary Share of £1.00 of the company,
E Shareholders	the holders at the relevant time of E Shares,
EPT Director	a person who is a director of the EP Trustee,
EPT Reserved Matter	the meaning given in paragraph 1.2 below,
EP Trustee	Mitchells & Butlers Executive Pension Trust Limited (registered number 1248728) or the trustee or trustees appointed from time to time as trustee or trustees of the Executive Plan,
Executive Plan	the Mitchells & Butlers Executive Pension Plan,
PT Director	a director of the Plan Trustee,
PT Reserved Matter	the meaning given in paragraph 1.3 below,

P Share	a "P" Ordinary Share of £1.00 of the company,
P Shareholders	the holders at the relevant time of P Shares,
Plan	the Mitchells & Butlers Pension Plan, and
Plan Trustee	Mitchells & Butlers Pensions Limited (registered number 476473) or the trustee or trustees appointed from time to time as trustee or trustees of the Plan

1.2 For the purposes of these particulars, an **"EPT Reserved Matter"** is any matter to the extent that it relates exclusively to the EP Trustee or its officers, activities, affairs, assets, obligations or liabilities including (without limitation)

- (a) any direction to its directors to take, or refrain from taking, any action,
- (b) any amendment to its constitution,
- (c) the appointment or resignation any of its directors or other officers,
- (d) the removal of any of its officers from their office as such,
- (e) any return of its capital to its members or any capitalisation or distribution any of its profits or reserves,
- (f) the commencement of its winding up,
- (g) any allotment, issue or transfer of its shares, and
- (h) any resolution of its members,

or any proposal relating to any such matter, provided that for the purposes of this paragraph 1.2, a matter relates exclusively to the EP Trustee if neither it nor any act, omission or other matter or thing flowing directly or indirectly from it materially affects the Common Investment Fund, the Plan Trustee or CIF or their respective officers, activities, affairs, assets or liabilities (whether adversely or otherwise)

1.3 For the purposes of these particulars, a **"PT Reserved Matter"** is any matter to the extent that it relates exclusively to the Plan Trustee or its officers, activities, affairs, assets, obligations or liabilities including (without limitation)

- (a) any direction to its directors to take, or refrain from taking, any action,
- (b) any amendment to its constitution,
- (c) the appointment or resignation any of its directors or other officers,
- (d) the removal of any of its officers from their office as such,

- (e) any return of its capital to its members or any capitalisation or distribution any of its profits or reserves,
- (f) the commencement of its winding up,
- (g) any allotment, issue or transfer of its shares, and
- (h) any resolution of its members,

or any proposal relating to any such matter, provided that for the purposes of this paragraph 1 3, a matter relates exclusively to the Plan Trustee if neither it nor any act, omission or other matter or thing flowing directly or indirectly from it materially affects the Common Investment Fund, the EP Trustee or CIF or their respective officers, activities, affairs, assets or liabilities (whether adversely or otherwise)

2 WRITTEN RESOLUTIONS

- 2 1 In relation to every written resolution (subject to paragraph 4 below) the eligible members holding E Shares shall collectively have one vote cast according to the wishes of a simple majority of them

3 GENERAL MEETINGS

- 3 1 Section 318(2) CA 2006 shall apply to the company as if the words "two qualifying persons" in the first and second line of that sub-section were immediately followed by the words "one of whom is an E Shareholder and one of whom is a P Shareholder"
- 3 2 On a show of hands or on a poll taken at a general meeting (subject to paragraph 4 below) the E Shareholders shall collectively have one vote cast in accordance with the wishes of a simple majority of all of them (including E Shareholders who are not present at the relevant meeting)

4 RESERVED MATTERS

- 4 1 The only members entitled to attend and vote at a general meeting (whether as originally convened or adjourned) or to vote by way of written resolution or otherwise resolve on an EPT Reserved Matter are the E Shareholders
- 4 2 If at any time there are no E Shareholders, no resolution shall be passed by the members of the company, except in relation to PT Reserved Matters or in order to allot and issue, or facilitate the transfer in accordance with paragraph 7 below of, one or more E Shares

5 VARIATION OF RIGHTS

- 5 1 The special rights attached to the E Shares may whether or not the company is or is about to be wound up, be varied or abrogated with
- (a) the prior consent in writing of the holders of at least three quarters in nominal value of the E Shares and of the holders of at least three quarters in nominal value of the

P Shares (in each case in issue at the relevant time), or

- (b) with the sanction of special resolutions passed at separate general meetings of the holders of shares of both classes each voting separately as a class

6 RANKING AND STATUS OF SHARES

- 6 1 The E Shares and the P Shares are separate classes of shares but except as otherwise provided in these particulars shall carry the same rights and privileges and shall rank pari passu in all respects
- 6 2 The E Shares are not redeemable

P Ordinary Shares of £1.00 each

1 PRELIMINARY

- 1.1 In these particulars, unless the context otherwise requires, the following expressions shall have the following meanings

A Director	an A Director of the Plan Trustee or of the EP Trustee,
B Director	a B Director of the Plan Trustee or of the EP Trustee,
CIF	Mitchells & Butlers CIF Limited (registered number 4267537) or the trustee or trustees appointed from time to time as trustee or trustees of the Common Investment Fund,
Common Investment Fund	the fund established by deed dated 28 March 2002 between Six Continents PLC, Six Continents Pensions Limited, Six Continents Executive Pension Trust Limited and CIF and of which CIF is trustee as amended by a deed dated 27 May 2003 and by a deed dated 29 May 2003,
E Share	an "E" Ordinary Share of £1 00 of the company,
E Shareholders	the holders at the relevant time of E Shares,
EPT Director	a person who is a director of the EP Trustee,
EPT Reserved Matter	the meaning given in paragraph 1 2 below,
EP Trustee	Mitchells & Butlers Executive Pension Trust Limited (registered number 1248728) or the trustee or trustees appointed from time to time as trustee or trustees of the Executive Plan,
Executive Plan	the Mitchells & Butlers Executive Pension Plan,
PT Director	a director of the Plan Trustee,
PT Reserved Matter	the meaning given in paragraph 1 3 below,
P Share	a "P" Ordinary Share of £1 00 of the company,
P Shareholders	the holders at the relevant time of P Shares,
Plan	the Mitchells & Butlers Pension Plan, and
Plan Trustee	Mitchells & Butlers Pensions Limited (registered number 476473) or the trustee or trustees appointed from time to time as trustee or trustees of the Plan

1 2 For the purposes of these particulars, an "**EPT Reserved Matter**" is any matter to the extent that it relates exclusively to the EP Trustee or its officers, activities, affairs, assets, obligations or liabilities including (without limitation)

- (a) any direction to its directors to take, or refrain from taking, any action,
- (b) any amendment to its constitution,
- (c) the appointment or resignation any of its directors or other officers,
- (d) the removal of any of its officers from their office as such,
- (e) any return of its capital to its members or any capitalisation or distribution any of its profits or reserves,
- (f) the commencement of its winding up,
- (g) any allotment, issue or transfer of its shares, and
- (h) any resolution of its members,

or any proposal relating to any such matter, provided that for the purposes of this paragraph 1 2, a matter relates exclusively to the EP Trustee if neither it nor any act, omission or other matter or thing flowing directly or indirectly from it materially affects the Common Investment Fund, the Plan Trustee or CIF or their respective officers, activities, affairs, assets or liabilities (whether adversely or otherwise)

1 3 For the purposes of these particulars, a "**PT Reserved Matter**" is any matter to the extent that it relates exclusively to the Plan Trustee or its officers, activities, affairs, assets, obligations or liabilities including (without limitation)

- (a) any direction to its directors to take, or refrain from taking, any action,
- (b) any amendment to its constitution,
- (c) the appointment or resignation any of its directors or other officers,
- (d) the removal of any of its officers from their office as such,
- (e) any return of its capital to its members or any capitalisation or distribution any of its profits or reserves,
- (f) the commencement of its winding up,
- (g) any allotment, issue or transfer of its shares, and
- (h) any resolution of its members,

or any proposal relating to any such matter, provided that for the purposes of this paragraph 1 3, a matter relates exclusively to the Plan Trustee if neither it nor any act, omission or other matter or thing flowing directly or indirectly from it materially affects the Common Investment Fund, the EP Trustee or CIF or their respective officers, activities, affairs, assets or liabilities (whether adversely or otherwise)

2 WRITTEN RESOLUTIONS

- 2 1 In relation to every written resolution (subject to paragraph 4 below) the eligible members holding P Shares shall collectively have one vote cast in accordance with the wishes of a simple majority of them

3 GENERAL MEETINGS

- 3 1 Section 318(2) CA 2006 shall apply to the company as if the words "two qualifying persons" in the first and second line of that sub-section were immediately followed by the words "one of whom is an E Shareholder and one of whom is a P Shareholder"
- 3 2 On a show of hands or on a poll taken at a general meeting (subject to paragraph 4 below) the P Shareholders shall collectively have one vote cast in accordance with the wishes of a simple majority of all of them (including P Shareholders who are not present at the relevant meeting)

4 RESERVED MATTERS

- 4 1 The only members entitled to attend and vote at a general meeting (whether as originally convened or adjourned) or to vote by way of written resolution or otherwise resolve on a PT Reserved Matter are the P Shareholders
- 4 2 If at any time there are no P Shareholders, no resolution shall be passed by the members of the company, except in relation to EPT Reserved Matters or in order to allot and issue, or facilitate the transfer in accordance with paragraph 7 below of, one or more P Shares

5 VARIATION OF RIGHTS

- 5 1 The special rights attached to the P Shares may in either case, whether or not the company is or is about to be wound up, be varied or abrogated with
- (a) the prior consent in writing of the holders of at least three quarters in nominal value of the E Shares and of the holders of at least three quarters in nominal value of the P Shares (in each case in issue at the relevant time), or
 - (b) with the sanction of special resolutions passed at separate general meetings of the holders of shares of both classes each voting separately as a class

6 RANKING AND STATUS OF SHARES

- 6 1 The E Shares and the P Shares are separate classes of shares but except as otherwise provided in these particulars shall carry the same rights and privileges and shall rank pari

passu in all respects

6.2 The P Shares are not redeemable