

**Return of Allotment of Shares**Company Name: **Wheatsheaf Group Limited**Company Number: **03221116**Received for filing in Electronic Format on the: **05/08/2022**

XB9SEPP7

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	31/03/2022	31/03/2022

Class of Shares:	ORDINARY	Number allotted	20696713
	10P (£NIL	Nominal value of each share	0.1
	PAID AS AT	Amount paid:	0.0
	31/03/2022)	Amount unpaid:	0.488

Currency: **GBP**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	12%	Number allotted	88120925
	NON	Aggregate nominal value:	8812092.5
	CUMULATIVE		
	IRREDEEMABLE		
	10P		
	PREF		
Currency:	GBP		

Prescribed particulars

ANY PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN ANY FINANCIAL YEAR SHALL BE APPLIED FIRST IN PAYING TO THE HOLDERS OF THE NON-CUMULATIVE IRREDEEMABLE PREFERENCE SHARES A FIXED NON-CUMULATIVE PREFERENCE DIVIDEND AT THE RATE OF 12 PER CENT. PER ANNUM ON THE AMOUNTS PAID UP ON THE NON-CUMULATIVE IRREDEEMABLE PREFERENCE SHARES HELD BY THEM RESPECTIVELY. THE HOLDER SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF OR ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING BY VIRTUE OF THEIR HOLDING THEREOF UNLESS THE BUSINESS OF THE MEETING INCLUDES THE CONSIDERATION OF A RESOLUTION VARYING OR ABROGATING ANY OF THE SPECIAL RIGHTS OR PRIVILEGES ATTACHED TO THE NON-CUMULATIVE IRREDEEMABLE PREFERENCE SHARES IN WHICH CASE THEY SHALL ONLY BE ENTITLED TO VOTE ON ANY SUCH RESOLUTION. ON A RETURN OF ASSETS ON LIQUIDATION OR OTHERWISE, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS SHALL BE APPLIED FIRST IN REPAYING TO THE HOLDERS OF THE NON-CUMULATIVE IRREDEEMABLE PREFERENCE SHARES THE AMOUNTS PAID UP ON SUCH SHARES.

Class of Shares:	5%	Number allotted	40000000
	CUMULATIVE	Aggregate nominal value:	40000000
	NON-		
	VOTING		
	REDEEMABLE		
	PREFERENCE		
Currency:	GBP		

Prescribed particulars

AS TO PROFITS: A FIRST RANKING PREFERENTIAL RIGHT TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE RATE OF 5% PER ANNUM ON THE PAID UP NOMINAL VALUE OF EACH SUCH SHARE. ON A LIQUIDATION: A FIRST RANKING PREFERENTIAL RIGHT TO ALL ACCRUED BUT UNPAID PREFERENTIAL DIVIDEND AS AFORESAID ACCRUING FROM DATE OF ISSUE TO DATE OF RETURN OF CAPITAL AND A SECOND RANKING PREFERENTIAL RIGHT IN PAYING TO THE HOLDERS THEREOF THE AMOUNT PAID UP ON EACH SUCH SHARE. AS TO REDEMPTION: THE COMPANY (I) SHALL BE REQUIRED TO REDEEM EACH SUCH SHARE IMMEDIATELY PRIOR TO ANY LISTING AND IMMEDIATELY AFTER ANY DISPOSAL (AS SUCH TERMS ARE DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION ("THE ARTICLES")) OR (II) MAY AT ANY TIME REDEEM SUCH SHARES ON NOT LESS THAN 21 DAYS' WRITTEN NOTICE BY THE COMPANY TO THE HOLDERS THEREOF IN MULTIPLES OF NOT LESS THAN 10,000. AS TO VOTING: THE HOLDERS THEREOF SHALL HAVE NO ENTITLEMENT TO ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING SAVE IN RELATION TO A RESOLUTION VARYING OR ABROGATING ANY OF THE SPECIAL RIGHTS OR PRIVILEGES ATTACHED TO SUCH SHARES. A SPECIAL RESOLUTION OF THE HOLDERS OF SUCH SHARES (AS A CLASS) SHALL BE REQUIRED TO VARY OR ABROGATE THE RIGHTS ATTACHING TO SUCH SHARES OR TO CREATE OR ISSUE SHARES HAVING RIGHTS TO INCOME OR CAPITAL PREFERENTIAL TO THE RIGHTS ATTACHING TO SUCH SHARES. THE ABOVE IS MORE PARTICULARLY SET OUT IN THE ARTICLES.

Class of Shares:	NON-	Number allotted	704967400
	VOTING	Aggregate nominal value:	70496740
	10P		
	ORDINARY		
Currency:	GBP		
Prescribed particulars			

SUBJECT TO THE RIGHTS OF THE HOLDERS OF THE NON-CUMULATIVE IRREDEEMABLE PREFERENCE SHARES, THE PROFITS OF THE COMPANY AVAILABLE FOR DIVIDEND AND RESOLVED TO BE DISTRIBUTED SHALL BE DISTRIBUTED PARI PASSU BY WAY OF DIVIDEND AMONG THE HOLDERS OF THE ORDINARY SHARES AND THE NON-VOTING ORDINARY SHARES IN THE PROPORTION TO THE AMOUNTS PAID UP ON SUCH SHARES. THE HOLDER SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF OR ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING BY VIRTUE OF THEIR HOLDING THEREOF UNLESS THE BUSINESS OF THE MEETING INCLUDES CONSIDERATION OF A RESOLUTION VARYING OR ABROGATING ANY OF THE SPECIAL RIGHTS OR PRIVILEGES ATTACHED TO THE NON-VOTING ORDINARY SHARES IN WHICH CASE THEY SHALL ONLY BE ENTITLED TO VOTE ON ANY SUCH RESOLUTION. THE BALANCE OF ASSETS AFTER ANY DISTRIBUTION TO THE HOLDERS OF NON-CUMULATIVE IRREDEEMABLE PREFERENCE SHARES SHALL BELONG TO AND BE DISTRIBUTED PARI PASSU AMONG THE HOLDERS OF THE ORDINARY SHARES AND THE NON-VOTING ORDINARY SHARES IN PROPORTION TO THE AMOUNTS PAID UP ON THE ORDINARY SHARES AND NON-VOTING ORDINARY SHARES RESPECTIVELY.

Class of Shares:	ORDINARY	Number allotted	88120925
	10P	Aggregate nominal value:	8812092.5
Currency:	GBP		

Prescribed particulars

SUBJECT TO THE RIGHTS OF THE HOLDERS OF THE NON-CUMULATIVE IRREDEEMABLE PREFERENCE SHARES, THE PROFITS OF THE COMPANY AVAILABLE FOR DIVIDEND AND RESOLVED TO BE DISTRIBUTED SHALL BE DISTRIBUTED PARI PASSU BY WAY OF DIVIDEND AMONG THE HOLDERS OF THE ORDINARY SHARES AND THE NON-VOTING ORDINARY SHARES IN THE PROPORTION TO THE AMOUNTS PAID UP ON SUCH SHARES. THE HOLDER SHALL BE ENTITLED TO RECEIVE NOTICE OF AND ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING AND WILL RECEIVE ONE VOTE FOR EACH SHARE HELD. THE BALANCE OF ASSETS AFTER ANY DISTRIBUTION TO THE HOLDERS OF NON-CUMULATIVE IRREDEEMABLE PREFERENCE SHARES SHALL BELONG TO AND BE DISTRIBUTED PARI PASSU AMONG THE HOLDERS OF THE ORDINARY SHARES AND THE NON-VOTING ORDINARY SHARES IN PROPORTION TO THE AMOUNTS PAID UP ON THE ORDINARY SHARES AND NON-VOTING ORDINARY SHARES RESPECTIVELY.

Class of Shares:	ORDINARY	Number allotted	20696713
	10P	Aggregate nominal value:	2069671.3
	(£NIL		
	PAID		
	AS AT		
	31/03/2022)		

Currency: **GBP**

Prescribed particulars

SUBJECT TO THE RIGHTS OF THE HOLDERS OF THE NON-CUMULATIVE IRREDEEMABLE PREFERENCE SHARES, THE PROFITS OF THE COMPANY AVAILABLE FOR DIVIDEND AND RESOLVED TO BE DISTRIBUTED SHALL BE DISTRIBUTED PARI PASSU BY WAY OF DIVIDEND AMONG THE HOLDERS OF THE ORDINARY SHARES AND THE NON-VOTING ORDINARY SHARES IN THE PROPORTION TO THE AMOUNTS PAID UP ON SUCH SHARES. THE HOLDER SHALL BE ENTITLED TO RECEIVE NOTICE OF AND ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING AND WILL RECEIVE ONE VOTE FOR EACH SHARE HELD. THE BALANCE OF ASSETS AFTER ANY DISTRIBUTION TO THE HOLDERS OF NON-CUMULATIVE IRREDEEMABLE PREFERENCE SHARES SHALL BELONG TO AND BE DISTRIBUTED PARI PASSU AMONG THE HOLDERS OF THE ORDINARY SHARES AND THE NON-VOTING ORDINARY SHARES IN PROPORTION TO THE AMOUNTS PAID UP ON THE ORDINARY SHARES AND NON-VOTING ORDINARY SHARES RESPECTIVELY.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	941905963
		Total aggregate nominal value:	130190596.3
		Total aggregate amount unpaid:	2069671.3

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.