

SH01

Return of allotment of shares

BLUEPRINT

OneWorld

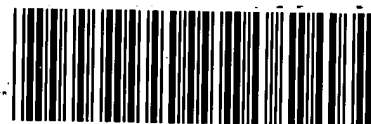


Go online to file this information
www.gov.uk/companieshouse

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

✗ **What this form is NOT for**
You cannot use this form to
give notice of shares taken by
notice on formation of the company
for an allotment of a new
share by an unlimited company.

WEDNESDAY



A14

A7BVBGRJ

08/08/2018

#297

COMPANIES HOUSE

1 Company details

Company number 0 4 1 2 0 3 4 4

Company name in full WHITBREAD PLC

→ 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 ¹

From Date d 2 d 3 m 0 m 4 y 2 y 0 y 1 y 8
To Date d 2 d 1 m 0 m 5 y 2 y 0 y 1 y 8

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 |
|-----------------------|----------------------------------------------------|------------------------------|--------------------------------|--------------------------------------------------------------|-------------------------------------------------------------------------|
| GBP | ORDINARY | 2188 | 76 122/153P | £19.136 | |
| GBP | ORDINARY | 75 | 76 122/153P | £29.464 | |
| GBP | ORDINARY | 20,226 | 76 122/153P | £35.072 | |

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)

Shares allotted

② Currency

[illegible]

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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 |
|---------------------------------------------------------|--------------------------------------------------|------------------|---------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| Currency table A | | | | |
| GBP | ORDINARY | 195,732,721 | 150,317,612.53 | |
| GBP | B SHARES | 1,972,788 | 19,727.88 | |
| GBP | C SHARES | 1,875,821 | 18,758.21 | |
| Totals | | 199,581,330 | 150,356,098.62 | £0.00 |

| | | | | |
|-------------------------|--|--|--|--|
| 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 |
| | 199,581,330 | 150,356,098.62 | £0.00 |

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

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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**.

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

ORDINARY

Prescribed particulars
①

SEE CONTINUATION SHEET

Class of share

B SHARES

Prescribed particulars
①

SEE CONTINUATION SHEET

Class of share

C SHARES

Prescribed particulars
①

SEE CONTINUATION SHEET

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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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Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

| | | |
|------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Class of share | ORDINARY | |
| Prescribed particulars | <p>Shareholders will be entitled to vote at a general meeting, whether on a show of hands or a poll, as provided in the legislation. Where a proxy is given discretion as to how to vote on a show of hands this will be treated as an instruction by the relevant shareholder to vote in the way in which the proxy decides to exercise that discretion. This is subject to any special rights or restrictions as to voting which are given to any shares or upon which any shares may be held at the relevant time and to the articles.</p> | |

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| 5 | Statement of capital (prescribed particulars of rights attached to shares) | |
|------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Class of share | B SHARES | |
| Prescribed particulars | <p>(I) The holders of the B Shares shall not be entitled, in their capacity as holders of such shares, to receive notice of any general meeting of the company nor to attend, speak or vote at any such general meeting unless:</p> <p>(a) the business of the meeting includes the consideration of a resolution for the winding-up (excluding any intra-group reorganisation on a solvent basis) of the company, in which case the holders of the B Shares shall have the right to attend the general meeting and shall be entitled to speak and vote only on any such resolution, or</p> <p>(b) at the date of the notice convening the meeting, the B Shares Continuing Dividend has remained unpaid for six months or more from any Payment Date, in which case the holder of the B Shares shall have the right to attend the general meeting and shall be entitled to speak and vote on all resolutions</p> <p>(II) Whenever the holders of the B Shares are entitled to vote at a general meeting of the company on a show of hands every holder thereof who (being an individual) is present in person or (being a corporation) by a representative shall have one vote, and on a poll every such holder shall have such number of votes as he would be entitled to exercise had he been an ordinary shareholder arising if the B Shares registered in the name of such holder had been converted in to such ordinary shares immediately prior to such meeting in accordance with the rights of the B Shares.</p> | |

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| 5 | Statement of capital (prescribed particulars of rights attached to shares) | |
|------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Class of share | C SHARES | |
| Prescribed particulars | <p>(I) The holders of the C Shares shall not be entitled, in their capacity as holders of such shares, to receive notice of any general meeting of the company nor to attend, speak or vote at any such general meeting unless:</p> <p>(a) the business of the meeting includes the consideration of a resolution for the winding-up (excluding any intra-group reorganisation on a solvent basis) of the company, in which case the holders of the C Shares shall have the right to attend the general meeting and shall be entitled to speak and vote only on any such resolution, or</p> <p>(b) at the date of the notice convening the meeting, the C Shares Continuing Dividend has remained unpaid for six months or more from any C Share Payment Date, in which case the holder of the C Shares shall have the right to attend the general meeting and shall be entitled to speak and vote on all resolutions</p> <p>(II) Whenever the holders of the C Shares are entitled to vote at a general meeting of the company on a show of hands every holder thereof who (being an individual) is present in person or (being a corporation) by a representative shall have one vote, and on a poll every such holder shall have such number of votes as he would be entitled to exercise had he been the holder of such number of ordinary shares as would have arisen if the C Shares registered in the name of such holder had been converted in to such ordinary shares immediately prior to the deadline for determining entitlements to vote at such meeting in accordance with the rights of the C Shares.</p> | |

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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 | Secretariat Department |
| Company name | Whitbread Group PLC |
| | |
| Address | Whitbread Court, Houghton Hall Business Park, Porz Avenue |
| | |
| Post town | Dunstable |
| County/Region | Bedfordshire |
| Postcode | L U 5 6 X E |
| Country | UK |
| DX | |
| Telephone | 01582 889337 |



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