

**Return of Allotment of Shares**Company Name: **WHITBREAD PLC**Company Number: **04120344**Received for filing in Electronic Format on the: **21/02/2023**

XBXFRO0

**Shares Allotted (including bonus shares)**Date or period during which  
shares are allottedFrom  
**21/03/2022**To  
**20/02/2023****Class of Shares: ORDINARY**

Number allotted

**12139**Currency: **GBP**

Nominal value of each share

**0.767973**

Amount paid:

**25.313**

Amount unpaid:

**0**

No shares allotted other than for cash

**Class of Shares: ORDINARY**

Number allotted

**9485**Currency: **GBP**

Nominal value of each share

**0.767973**

Amount paid:

**25.271**

Amount unpaid:

**0**

No shares allotted other than for cash

**Class of Shares: ORDINARY**

Number allotted

**39424**Currency: **GBP**

Nominal value of each share

**0.767973**

Amount paid:

**27.911**

Amount unpaid:

**0**

No shares allotted other than for cash

**Class of Shares: ORDINARY**

Number allotted

**30**Currency: **GBP**

Nominal value of each share

**0.767973**

Amount paid: **25.328**

Amount unpaid: **0**

No shares allotted other than for cash

---

## Statement of Capital (Share Capital)

---

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>214531560</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>164754445.73</b>

Prescribed particulars

**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 (O 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.**

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>1972788</b>
	<b>SHARES</b>	Aggregate nominal value:	<b>19727.88</b>

Currency: **GBP**

Prescribed particulars

(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: (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 (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 (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 INTO SUCH ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH MEETING IN ACCORDANCE WITH THE RIGHTS OF THE B SHARES.

<b>Class of Shares:</b>	<b>C</b>	Number allotted	<b>1875821</b>
	<b>SHARES</b>	Aggregate nominal value:	<b>18758.21</b>
Currency:	<b>GBP</b>		
Prescribed particulars			

**(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: (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 (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 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 (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 AN ORDINARY SHAREHOLDER ARISING IF THE C SHARES REGISTERED IN THE NAME OF SUCH HOLDER HAD BEEN CONVERTED INTO SUCH ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH MEETING IN ACCORDANCE WITH THE RIGHTS OF THE C SHARES.**

---

## Statement of Capital (Totals)

---

Currency:	<b>GBP</b>	Total number of shares:	<b>218380169</b>
		Total aggregate nominal value:	<b>164792931.82</b>
		Total aggregate amount unpaid:	<b>0</b>

---

### Authorisation

Authenticated

This form was authorised by one of the following:

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