

AR01. AMENDED

Annual Return



A fee is payable with this form
Please see 'How to pay' on the
last page

You can use the WebFiling
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to confirm
that the company information is
correct as at the date of this return
You must file an Annual Return at
least once every year

☐ **What this form is NOT for**
You cannot use this form to
notice of changes to the company
officers, registered office address
company type or information
relating to the company return

THURSDAY



A3F982MO

A39 28/08/2014 #11

COMPANIES HOUSE
"A3D/3R43"

A17 30/07/2014 #57

COMPANIES HOUSE

Part 1 Company details

The section must be completed by all companies.

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

Company number 0 5 8 6 6 5 3 1

Company name in full 1 Gaucho Group Limited

1 Company name change
If your company has recently
changed its name, please provide
the company name as at the date of
this return

A2 Return date

Please give the annual return made up date. The return date must not be a future
date. The annual return must be delivered within 28 days of the date given below

Date of this return 2 0 4 0 7 2 0 1 0

2 Date of this return
Your company's return date
is usually the anniversary of
incorporation or the anniversary
of the last annual return filed as
Companies House. You may choose
an earlier return date but it must not
be a later date

A3 Principal business activity

Please show the trade classification code number(s) for the principal
activity or activities 3

Classification code 1 5 5 3 0
Classification code 2
Classification code 3
Classification code 4

If you cannot determine a code, please give a brief description of your
business activity below

Principal activity
description

3 Principal business activity
You must provide a trade
classification code (SIC code) or a
description of your company's main
business in this section

A full list of the trade classification
codes are available on our website
www.companieshouse.gov.uk

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A4 Company type^①

Please confirm your company type by ticking the appropriate box below (only one box must be ticked)

- ☐ Public limited company
- ☒ Private company limited by shares
- ☐ Private company limited by guarantee
- ☐ Private company limited by shares exempt under section 60
- ☐ Private company limited by guarantee exempt under section 60
- ☐ Private unlimited company with share capital
- ☐ Private unlimited company without share capital

① Company type

If you are unsure of your company type, please check your latest certificate of incorporation or our website
www.companieshouse.gov.uk

A5 Registered office address^②

Building name/number	335 & 337
Street	FULHAM ROAD
	CHELSEA
Post town	LONDON
County/Region	
Postcode	S W 1 0 9 T W

② Change of registered office

This must agree with the address that is held on the Companies House record at the date of this return

If the registered office address has changed, you should complete form AD01 and submit it together with this annual return

A6 Single alternative inspection location (SAIL) of the company records (if applicable)^③

Building name/number	
Street	
Post town	
County/Region	
Postcode	

③ SAIL address

This must agree with the address that is held on the Companies House record at the date of this return

If the address has changed, you should complete form AD02 and submit it together with this annual return

A7 Location of company records^④

Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6

- ☐ Register of members
- ☐ Register of directors
- ☐ Directors' service contracts
- ☐ Directors' indemnities
- ☐ Register of secretaries
- ☐ Records of resolutions etc
- ☐ Contracts relating to purchase of own shares
- ☐ Documents relating to redemption or purchase of own share out of capital by private company
- ☐ Register of debenture holders
- ☐ Report to members of outcome of investigation by public company into interests in its shares
- ☐ Register of interests in shares disclosed to public company
- ☐ Instruments creating charges and register of charges England and Wales or Northern Ireland
- ☐ Instruments creating charges and register of charges Scotland

④ Location of company records

If the company records are held at the registered office address, do not tick any of the boxes in this section

Certain records must be kept by every company while other records are only kept by certain company types where appropriate

If the records are not kept at the SAIL address, they must be available at the registered office

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this annual return

Part 2 Officers of the company

This section should include details of the company at the date to which this annual return is made up

- For a **secretary** who is an individual, go to **Section B1**.
- For a **corporate secretary**, go to **Section C1**.
- For a **director** who is an individual, go to **Section D1**.
- For a **corporate director**, go to **Section E1**.

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary

B1

Secretary's details ①

Please use this section to list all the secretaries of the company
For a corporate secretary, complete Section C1-C4.

Title *	
Full forename(s)	Charles Robert William
Surname	McLean
Former name(s) ②	

① Secretary appointments

You may not use this form to appoint a secretary. To do this, please complete form AP03 and submit it together with this annual return.

Corporate details

Please use **Section C1-C4** to enter corporate secretary details.

Secretary details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH03.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

B2

Secretary's service address ③

Building name/number	2
Street	Lillyfields Chase Ewhurst
Post town	Cranleigh
County/Region	
Postcode	G U 6 7 R X
Country	United Kingdom

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

Corporate secretary

C1

Corporate secretary's details ①

Please use this section to list all the corporate secretaries of the company

Corporate body/firm
name

Building name/number

Street

Post town

County/Region

Postcode

Country

① Corporate secretary appointments

You cannot use this form to appoint a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return.

Corporate secretary details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH04.

This information will appear on the public record.

C2

Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete Section C3 only

→ No Complete Section C4 only

C3

EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/
firm is registered ③

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ④

If applicable, the
registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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Director

D1	Director's details ①	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	
Title *		
Full forename(s)	Zeev	
Surname	Godik	
Former name(s) ②		
Country/State of residence	United Kingdom	
Nationality	Dutch	
Date of birth	d0 d1 m0 m2 y1 y9 y5 y4	
Business occupation (if any)	Director	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ③	
Building name/number	7	
Street	Lower Mall	
	Hammersmith	
Post town	London	
County/Region		
Postcode	W 6 9 D J	
Country	United Kingdom	

③ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1

Director's details ①

	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.															
Title *																
Full forename(s)	Charles Robert William															
Surname	McLean															
Former name(s) ②																
Country/State of residence	United Kingdom															
Nationality	British															
Date of birth	d	2	d	4	m	0	m	2	y	1	y	9	y	6	y	9
Business occupation (if any)	Finance Director															

① **Director appointments**
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② **Former name(s)**
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ③

Building name/number	2														
Street	Lilyfields Chase														
	Ewhurst														
Post town	Cranleigh														
County/Region															
Postcode	G	U	6		7	R	X								
Country	United Kingdom														

③ **Service address**
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Corporate director

E1	Corporate director's details ①		
	Please use this section to list all the corporate directors of the company		
Corporate body/firm name			① Corporate director appointments You cannot use this form to appoint a corporate director. To do this, please complete form AP02 and submit it together with this annual return. Corporate director details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH02. This information will appear on the public record.
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
E2	Location of the registry of the corporate body or firm		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		
E3	EEA companies ②		
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③			② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number			
E4	Non-EEA companies		
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
If applicable, the registration number			
④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.			

Part 3 Statement of capital ①

Does your company have share capital?

- **Yes** Complete the sections below and the following **Part 4**.
→ **No** Go to **Part 5 (Signature)**

① This should reflect the company's capital status at the made up date of this annual return

F1 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 F1** and the go to **Section F4**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
A Ordinary			588707	£ 5,887 07
B Ordinary			411293	£ 4,112.93
Redeemable Preference			13917100	£ 139,171.00
				£
Totals			14917100	£ 149,171.00

F2 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 ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares 14917100

Total aggregate nominal value ⑤ £149,171 00

⑤ Total aggregate nominal value
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

② Including both the nominal value and any share premium

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

③ Total number of issued shares in this class

Continuation Pages
Please use a Statement of Capital continuation page if necessary

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F4

Statement of capital (Voting rights)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

A Ordinary

Voting rights

Please see attached continuation sheet.

Class of share

B Ordinary

Voting rights

Please see attached continuation sheet.

Class of share

Redeemable Preference

Voting rights

Please see attached continuation sheet.

Class of share

Voting rights

Part 4 Shareholders

Does your company have share capital?
→ **Yes** Complete the sections below
→ **No** Go to **Part 5 (Signature)**.

1 This should reflect the shareholder details at the made up date of this annual return

G1

Traded public companies **2**

☐ Please tick the box if your company was a traded public company at any time during the period of this return

2 Traded company definition
A traded company means a company any of whose shares are admitted to trading on a regulated market

G2

List of past and present shareholders

Private and non-traded public companies are required to provide a 'full list' if one was not included with either of the last two returns

Traded public companies are required to provide a list of shareholders who held at least 5% of the issued shares of any share class if a list was not provided with either of the last two returns

Please tick the appropriate box below

- ☒ A full list of shareholders for a private or non-traded public company is enclosed Please complete **Section G3**; or
- ☐ A list of shareholders holding at least 5% of the issued shares of any share class for a traded public company is enclosed Please complete **Section G4**
- ☐ A list of shareholder changes is enclosed
→ For private or non-traded public companies, please complete **Section G3**.
→ For traded public companies, please complete **Section G4**
- ☐ There were no shareholder changes in this period
→ Go to **Part 5 (Signature)**

Please tick the appropriate box below to indicate the format of your shareholder details

- ☒ The list of shareholders is enclosed on paper
- ☐ The list of shareholders is enclosed in another format

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G3

Private or non-traded public companies - list of past and present shareholders

This section should only be completed by companies that have not traded on a regulated market at any time during the period of this return

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'Private or non-traded public companies - list of past and present shareholders' continuation page if necessary

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Gaucha Holdings Limited	A Ordinary	588707		/ /
Gaucha Holdings Limited	B Ordinary	411293		/ /
Gaucha holdings Limited	Redeemable Preference	13917100		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

G4

Traded public companies - list of past and present shareholders

This section should show the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return. It should only be completed by public companies that have traded on a regulated market at any time during the period of this return

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be complete each year

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

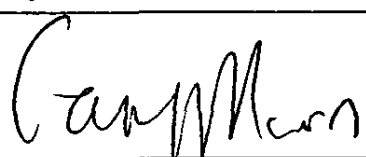
Further shareholders

Please use a 'Traded public companies - list of past and present shareholders' continuation page if necessary

		Shares or stock currently held	Shares or stock transferred (if appropriate)	
Shareholder's details	Class of share	Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Name				/ /
Address				/ /
				/ /
Name				/ /
Address				/ /
				/ /
Name				/ /
Address				/ /
				/ /
Name				/ /
Address				/ /
				/ /

Part 5

Signature

This must be completed by all companies.	
I am signing this form on behalf of the company	
Signature	<div>X  X</div>
This form may be signed by Director ❶, Secretary, Person authorised ❷, Charity commission receiver and manager, CIC manager, Judicial factor	

- ❶ **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
- ❷ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006

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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 searches of the public record.

Contact name Daniel Stafford

Company name Travers Smith LLP

Address 10 Snow Hill

Post town London

County/Region

Postcode E C 1 A 2 A L

Country UNITED KINGDOM

DX

Telephone 02072953338



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ That if the made up date of the return is any earlier than 1 October 2011, you must complete the appropriate form AR01
- ☐ The company name and number match the information held on the public Register
- ☐ You have completed your principal business activity
- ☐ You have not used this form to make changes to the registered office address
- ☐ You have not used this form to make changes to secretary and director details
- ☐ You have fully completed the Statement of capital (if applicable)
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk



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

AR01 - continuation page

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F4	Statement of capital (Voting rights)
Class of share	A Ordinary
Voting rights	<p>Voting on a show of hands, every shareholder holding one or more A Ordinary or B Ordinary Shares shall have one vote and on a poll, every shareholder holding one or more A Ordinary or B Ordinary shares shall have one vote for each A Ordinary share and B Ordinary share of which he is the holder Subject to the occurrence of a default event, the A Ordinary shares rank pari passu with the B Ordinary shares as respects voting rights, and both rank ahead of the preference shares If at any time without investor consent any shareholder (other than an investor) is in material breach of the provisions of the articles and/or the investment agreement or any group company is entitled to terminate any service agreement by reason of a repudiatory breach thereof by a shareholder or any person becomes a leaver, then the shares which such person holds or to which he is entitled and any shares formerly held by such person shall immediately cease to entitle the holders thereof to attend and vote at any general meeting or at any separate class meeting of the company If any shareholder effects a transfer of any share in breach of the articles, the relevant shares shall cease to confer on the holder thereof any rights to vote (whether on a show of hands or on a poll and whether exercisable at a general meeting of the company or at any separate meeting of the class in question) Dividends subject to payment of the preference dividend, the board recommending payment of an ordinary dividend and investor consent, any available profits which the company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary shares and B Ordinary shares (pari passu as if the same constituted one class of shares) according to the amount paid up or credited as paid up in respect of the nominal value on each such share The A Ordinary shares rank pari passu with the B Ordinary shares as respects dividends, but both rank behind the preference shares If any shareholder effects a transfer of any share in breach of the articles, the relevant shares shall cease to confer on the holder thereof any rights to receive dividends or other distributions (other than the issue price of the relevant shares upon a return of capital) Return of capital on a return of capital on liquidation or otherwise (except on a redemption or purchase by the company of any shares), the surplus assets of the company remaining after the payment of its liabilities and return of capital payments to the holders of the preference shares shall be applied in paying to each holder of A Ordinary and B Ordinary shares in respect of each O Ordinary and Ordinary share of which it is the holder a sum equal to the issue price thereof provided always that there shall be withheld from such amount an amount to any and all unpaid amounts on any partly paid B Ordinary shares and such withheld amount shall be paid to the company on the relevant shareholder's behalf in paying up the issue price on such shares The balance of such assets (if any) shall be distributed amongst the holders of the A Ordinary and B Ordinary shares according to the amount paid up on each share The A Ordinary shares rank pari passu with the B ordinary shares as respects capital, but both rank behind the preference shares If any shareholder effects a transfer of any share in breach of the articles, the relevant shares shall cease to confer on the holder thereof any rights to receive dividends or other distributions (other than the issue price of the relevant shares upon a return of capital) Redemption the A Ordinary shares are not redeemable</p>

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F4	Statement of capital (Voting rights)
Class of share	B Ordinary
Voting rights	<p>Voting on a show of hands, every shareholder holding one or more A Ordinary or B Ordinary Shares shall have one vote and on a poll, every shareholder holding one or more A Ordinary or B Ordinary shares shall have one vote for each A Ordinary share and B Ordinary share of which he is the holder. Subject to the occurrence of a default event, the A Ordinary shares rank pari passu with the B Ordinary shares as respects voting rights, and both rank ahead of the preference shares.</p> <p>Dividends subject to payment of the preference dividend, the board recommending payment of an ordinary dividend and investor consent, any available profits which the company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the A Ordinary shares and B Ordinary shares (pari passu as if the same constituted one class of shares) according to the amount paid up or credited as paid up in respect of the nominal value on each such share.</p> <p>The B Ordinary shares rank pari passu with the A Ordinary shares as respects dividends, but both rank behind the preference shares. If any shareholder effects a transfer of any share in breach of the articles, the relevant shares shall cease to confer on the holder thereof any rights to receive dividends or other distributions (other than the issue price of the relevant shares upon a return of capital).</p> <p>Return of capital on a return of capital on liquidation or otherwise (except on a redemption or purchase by the company of any shares), the surplus assets of the company remaining after the payment of its liabilities and return of capital payments to the holders of the preference shares shall be applied in paying to each holder of A Ordinary and B Ordinary shares in respect of each Ordinary and Ordinary share of which it is the holder a sum equal to the issue price thereof provided always that there shall be withheld from such amount an amount to any and all unpaid amounts on any partly paid B Ordinary shares and such withheld amount shall be paid to the company on the relevant shareholder's behalf in paying up the issue price on such shares. The balance of such assets (if any) shall be distributed amongst the holders of the A Ordinary and B Ordinary shares according to the amount paid up on each share. The B Ordinary shares rank pari passu with the A ordinary shares as respects capital, but both rank behind the preference shares. If any shareholder effects a transfer of any share in breach of the articles, the relevant shares shall cease to confer on the holder thereof any rights to receive dividends or other distributions (other than the issue price of the relevant shares upon a return of capital).</p> <p>Redemption the B Ordinary shares are not redeemable.</p>

F4	Statement of capital (Voting rights)
Class of share	Redeemable Preference
Voting rights	<p>Voting unless at any time a default event has occurred without investor consent, the preference shares entitle the holders thereof to receive notice of all general meetings but not to attend or vote at any general meeting Subject to the occurrence of a default event, the preference shares rank behind the A Ordinary and B Ordinary shares as respects voting rights If at any time without investor consent any shareholder (other than an investor) is in material breach of the provisions of the articles and/or investment agreement or any group company is entitled to terminate any service agreement by reason of a repudiatory breach thereof by a shareholder or any person becomes a leaver, then the shares which such person holds or to which he is entitled and any shares formerly held by such person shall immediately cease to entitle the holders thereof to attend and vote at any general meeting or at any separate class meeting of the company If any shareholder effects a transfer of any share in breach of the articles, the relevant shares shall cease to confer on the holder thereof any rights to vote (whether on a show of hands or on a poll and whether exercisable at a general meeting of the company or at any separate meeting of the class in question)</p> <p>Dividends each preference share shall accrue a fixed cumulative preferential dividend at the annual rate of 10 per cent of the issue price per share whether or not earned or declared and whether or not there are sufficient available profits to permit such payment This dividend is payable by the company without resolution of the board or the company in general meeting and before application of any profits to reserve or for any other purpose The preference shares rank ahead of the A Ordinary and B Ordinary shares as respects dividends If any shareholder effects a transfer of any share in breach of the articles, the relevant shares shall cease to confer on the holder thereof any rights to receive dividends or other distributions (other than the issue price of the relevant shares upon a return of capital) Return of capital on a return of capital on liquidation or otherwise (except on a redemption or purchase by the company of any shares), the surplus assets of the company remaining after the payment of its liabilities shall be applied first in paying to each holder of preference shares in respect of each preference share of which it is the holder an amount equal to 100% of the issue price thereof and the aggregate amount of any accruals and/or unpaid amounts of preference dividend The preference shares rank ahead of the A Ordinary and B Ordinary shares as respects capital If any shareholder effects a transfer of any share in breach of the articles, the relevant shares shall cease to confer on the holder thereof any rights to receive dividends or other distributions (other than the issue price of the relevant shares upon a return of capital) redemption the company shall redeem one third of the preference shares then in issue on 31 January 2013, one half of the preference shares then in issue on 31 January 2014 and all of the preference shares then in issues on 31 January 2015 The company shall (unless directed to the contrary by an investor direction) redeem all the preference shares then in issue immediately prior to either a sale or a quotation Subject to investor consent, the company may at any time on not less than 25 business days' notice in writing to the holders or preference shares redeem, in multiples of not less than 1,000 preference shares, such total numbers of preference shares as is specified in such notice The holders of the preference shares may require the company to redeem such amount of preference shares as is specified in the redemption notice if at any time a default event has occurred</p>

RP0'1

Replacement of document not meeting requirements for proper delivery



Companies House

✓ What this form is for

You can only use this form to file a replacement of a document that was previously delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 and was either not properly delivered or contained unnecessary material

X What this form is NOT for

You cannot use this form to change information in a previously filed document, or to replace a document delivered under Section 200 of the Companies Act 2006.

For further information, please refer to our guidance at www.companieshouse.gov.uk

1	Company details
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Company number	0	5	8	6	6	5	3	1
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Company name in full	GAUCHO GROUP LIMITED
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COMPANIES HOUSE

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

2	Description of the original document
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Document type ① AR01

Date of registration of the original document

d	0	d	4
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m	0	m	7
---	---	---	---

y	2	y	0	y	1	y	0
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① Description of the original document

Please enter the document type (e.g. articles of association) and any distinguishing information if more than one document of that type was filed on the same day

3 Signature

A replacement document must only be filed where (i) a document has previously been delivered and either (ii) that document was not properly delivered or (iii) that document contained unnecessary material

Please sign either **Section 3a** or **Section 3b**

3a	The company to which the original document relates
----	--

Please complete this section if you are signing on behalf of the company to which the original document relates

I am signing this form on behalf of the company

Signature

Signature _____

x Camp Man

This form may be signed by
Director², Secretary, Person authorised³, Permanent representative on behalf of
an overseas company, Liquidator, Administrator, Administrative receiver, Receiver,
Receiver manager, Charity commission receiver and manager, CIC manager,
Judicial factor

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

① Person authorised

Under either section 270 or 274 of the Companies Act 2006

RP01

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3b

The person who delivered the original document

Please complete this section if you are the person who delivered the original document

Signature

Signature

X

X

4

Notes

Please note

If you are applying for, or have been granted, exemption under Section 243 of the Companies Act 2006 and the document(s) you are replacing contain(s) your usual residential address, please post this form along with the replacement document to the address below

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE

RP01

Replacement of document not meeting requirements for proper delivery

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 1CJ

Company name Travers Smith LLP

Address 10 Snow Hill

Post town London

Country/Region

Postcode EC1A 2AL

Country United Kingdom

DX

Telephone 020 7295 3403

Checklist

Please make sure you have remembered the following

- ☐ You have fully completed Section 2 'Description of the original document'
- ☐ The correct person has signed the form in either Section 3a or Section 3b
- ☐ If you are replacing a document where you have previously paid a fee, do not send a fee along with this form
- ☐ You have enclosed the replacement document
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form and the replacement document a PR03 form 'Consent for paper filing'

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 NR Belfast 1

Section 243 exemption

If you are applying for, or have been granted, a section 243 exemption, please post this form along with the replacement document to the different postal address below

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

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