

**Return of Allotment of Shares**Company Name: **BART SPICES HOLDINGS LIMITED**Company Number: **07116532**

X7DDUDNS

Received for filing in Electronic Format on the: **29/08/2018****Shares Allotted (including bonus shares)**

Date or period during which
shares are allotted

From
29/08/2018

| | | | |
|-------------------------|-----------------|-----------------------------|-----------------|
| Class of Shares: | ORDINARY | Number allotted | 20884279 |
| Currency: | GBP | Nominal value of each share | 1 |
| | | Amount paid: | 1 |
| | | Amount unpaid: | 0 |

Non-cash consideration

THE BONUS ISSUE OF SHARES FOLLOWING THE CAPITALISATION OF THE SUM OF £20,884,279, BEING THE AMOUNT STANDING TO THE CREDIT OF THE CAPITAL REDEMPTION RESERVE OF THE COMPANY.

Statement of Capital (Share Capital)

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|------------------|----------|--------------------------|------|
| Class of Shares: | DEFERRED | Number allotted | 6 |
| | ORDINARY | Aggregate nominal value: | 0.06 |
| Currency: | GBP | | |

Prescribed particulars

6. SUBJECT TO (I) THE REMAINING PROVISIONS OF THIS ARTICLE 6 AND (II) THE BOARD RECOMMENDING PAYMENT OF THE SAME, ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF ORDINARY SHARES ACCORDING TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THE ORDINARY SHAREHOLDER AT THE RELEVANT TIME PROVIDED THAT IF THE AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR ARE MORE THAN £5,000,000, SUCH AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE HOLDERS OF ORDINARY SHARES AND DEFERRED ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME UNTIL THE HOLDERS OF THE DEFERRED ORDINARY SHARES SHALL HAVE RECEIVED A MAXIMUM AGGREGATE AMOUNT OF £25,000 IN RESPECT OF ALL DEFERRED ORDINARY SHARES IS ISSUE. RETURN OF CAPITAL 7. THE RIGHTS AS REGARDS RETURN OF CAPITAL ATTACHED TO EACH CLASS OF SHARE SHALL BE AS SET OUT IN ARTICLE 8. 8. 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 IN THE FOLLOWING ORDER OF PRIORITY: A. IN PRIORITY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 8(B), IN PAYING TO EACH HOLDER OF ORDINARY SHARES IN RESPECT OF EACH ORDINARY SHARE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE ISSUE PRICE THEREOF; B. SUBJECT TO ARTICLE 8(C), THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDER OF THE ORDINARY SHARES; AND C. AFTER THE DISTRIBUTION OF THE FIRST £1,000,000,000 OF SUCH ASSETS UNDER ARTICLES 8(A) AND 8(B), THE HOLDERS OF THE DEFERRED ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE £0.01 PER DEFERRED ORDINARY SHARE AND THEREAFTER, ANY BALANCE OF SUCH ASSET SHALL BE DISTRIBUTED IN THE SAME MANNER AS UNDER ARTICLE 8(B) ABOVE. VOTING 9. THE SHARES IN THE COMPANY SHALL CARRY VOTES AS FOLLOWS: A. THE ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF ORDINARY SHARES THE RIGHT TO RECEIVE

NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY, AND EACH ORDINARY SHARE SHALL CARRY ONE VOTE PER SHARE; AND B. THE DEFERRED ORDINARY SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF ANY GENERAL MEETING NOR TO ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. REDEMPTION 10. THE DEFERRED ORDINARY SHARES MAY BE REDEEMED BY THE COMPANY AT ANY TIME AT ITS OPTION FOR £1 PER DEFERRED ORDINARY SHARE REGISTERED IN THE NAME OF ANY HOLDER WITHOUT OBTAINING THE SANCTION OF THE HOLDER OR HOLDERS AND PENDING THE TRANSFER AND/OR PURCHASE, RETAIN THE CERTIFICATES (IF ANY) IN RESPECT OF THEM. COMPULSORY TRANSFER 11. THE CREATION AND ISSUE OF DEFERRED ORDINARY SHARES SHALL BE DEEMED TO CONFER IRREVOCABLE AUTHORITY ON THE COMPANY AT ANY TIME AFTER THAT CREATION AND ISSUE TO APPOINT ANY PERSON TO EXECUTE OR GIVE ON BEHALF OF THE HOLDER OF THOSE SHARES A TRANSFER OF THEM TO SUCH PERSON OR PERSONS AS THE COMPANY MAY DETERMINE. 12. EACH HOLDER OF DEFERRED ORDINARY SHARES HEREBY IRREVOCABLY APPOINTS ANY DIRECTOR AS HIS AGENT TO EXECUTE, COMPLETE AND DELIVER ANY FORM OF TRANSFER OR OTHER DOCUMENT REQUIRED TO GIVE EFFECT TO THE PROVISIONS OF THESE ARTICLES FOR AND ON HIS BEHALF, INCLUDING IN RESPECT OF ANY TRANSFER PURSUANT TO ARTICLE 11.

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| Class of Shares: | ORDINARY | Number allotted | 20970138 |
| Currency: | GBP | Aggregate nominal value: | 20970138 |

Prescribed particulars

6. SUBJECT TO (I) THE REMAINING PROVISIONS OF THIS ARTICLE 6 AND (II) THE BOARD RECOMMENDING PAYMENT OF THE SAME, ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED TO THE HOLDERS OF ORDINARY SHARES ACCORDING TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THE ORDINARY SHAREHOLDER AT THE RELEVANT TIME PROVIDED THAT IF THE AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR ARE MORE THAN £5,000,000, SUCH AVAILABLE PROFITS SHALL BE DISTRIBUTED TO THE HOLDERS OF ORDINARY SHARES AND DEFERRED ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME UNTIL THE HOLDERS OF THE DEFERRED ORDINARY SHARES SHALL HAVE RECEIVED A MAXIMUM AGGREGATE AMOUNT OF £25,000 IN RESPECT OF ALL DEFERRED ORDINARY SHARES IS ISSUE. RETURN

OF CAPITAL 7. THE RIGHTS AS REGARDS RETURN OF CAPITAL ATTACHED TO EACH CLASS OF SHARE SHALL BE AS SET OUT IN ARTICLE 8. 8. 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 IN THE FOLLOWING ORDER OF PRIORITY: A. IN PRIORITY TO ANY PAYMENTS TO BE MADE PURSUANT TO ARTICLE 8(B), IN PAYING TO EACH HOLDER OF ORDINARY SHARES IN RESPECT OF EACH ORDINARY SHARE OF WHICH IT IS THE HOLDER, A SUM EQUAL TO THE ISSUE PRICE THEREOF; B. SUBJECT TO ARTICLE 8(C), THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDER OF THE ORDINARY SHARES; AND C. AFTER THE DISTRIBUTION OF THE FIRST £1,000,000,000 OF SUCH ASSETS UNDER ARTICLES 8(A) AND 8(B), THE HOLDERS OF THE DEFERRED ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE £0.01 PER DEFERRED ORDINARY SHARE AND THEREAFTER, ANY BALANCE OF SUCH ASSET SHALL BE DISTRIBUTED IN THE SAME MANNER AS UNDER ARTICLE 8(B) ABOVE. VOTING 9. THE SHARES IN THE COMPANY SHALL CARRY VOTES AS FOLLOWS: A. THE ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF ORDINARY SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY, AND EACH ORDINARY SHARE SHALL CARRY ONE VOTE PER SHARE; AND B. THE DEFERRED ORDINARY SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF ANY GENERAL MEETING NOR TO ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. REDEMPTION 10. THE DEFERRED ORDINARY SHARES MAY BE REDEEMED BY THE COMPANY AT ANY TIME AT ITS OPTION FOR £1 PER DEFERRED ORDINARY SHARE REGISTERED IN THE NAME OF ANY HOLDER WITHOUT OBTAINING THE SANCTION OF THE HOLDER OR HOLDERS AND PENDING THE TRANSFER AND/OR PURCHASE, RETAIN THE CERTIFICATES (IF ANY) IN RESPECT OF THEM. COMPULSORY TRANSFER 11. THE CREATION AND ISSUE OF DEFERRED ORDINARY SHARES SHALL BE DEEMED TO CONFER IRREVOCABLE AUTHORITY ON THE COMPANY AT ANY TIME AFTER THAT CREATION AND ISSUE TO APPOINT ANY PERSON TO EXECUTE OR GIVE ON BEHALF OF THE HOLDER OF THOSE SHARES A TRANSFER OF THEM TO SUCH PERSON OR PERSONS AS THE COMPANY MAY DETERMINE. 12. EACH HOLDER OF DEFERRED ORDINARY SHARES HEREBY IRREVOCABLY APPOINTS ANY DIRECTOR AS HIS AGENT TO EXECUTE, COMPLETE AND DELIVER ANY FORM OF TRANSFER OR OTHER DOCUMENT REQUIRED TO GIVE EFFECT TO THE PROVISIONS OF THESE ARTICLES FOR AND ON HIS BEHALF, INCLUDING IN RESPECT OF ANY TRANSFER PURSUANT TO ARTICLE 11.

Statement of Capital (Totals)

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| Currency: | GBP | Total number of shares: | 20970144 |
| | | Total aggregate nominal value: | 20970138.06 |
| | | Total aggregate amount unpaid: | 0 |

Authorisation

Authenticated

This form was authorised by one of the following:

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