

Paperclip
only

SH01

Return of allotment of shares



Companies House

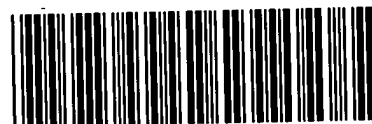


Go online to file this information
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☒ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

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

FRIDAY



A09 08/09/2023 #56
COMPANIES HOUSE

1 Company details

Company number 1 0 5 0 7 0 4 7

Company name in full WINTER RESTAURANTS HOLDINGS LIMITED

→ 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 1 2 0 7 2 0 2 3

To Date

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
Pound Sterling	Club Shares	2295	0.01	0.01	0
Pound Sterling	D Ordinary	1	1.00	1.00	0

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 issued pursuant to Share Purchase Agreement dated 12 July 2023, whereby the company acquired 2,295 Club shares and 1 Ordinary share in the capital of 25 Albemarle Holdings Limited.

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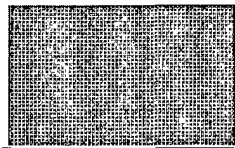
4

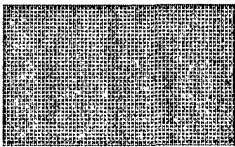
Statement of capital

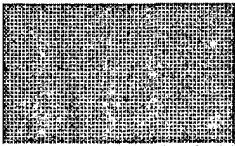
Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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				
Pound Sterling (£)	A Ordinary	1000	1000.00	
Pound Sterling (£)	B Ordinary	3649800	36498.00	
Pound Sterling (£)	Club Shares	2295	22.95	
Totals		3653095	37520.95	

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
		3653096	£37521.95	£0

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

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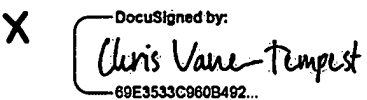
5

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	A Ordinary	
Prescribed particulars 1	See continuation sheet.	
Class of share	B Ordinary	
Prescribed particulars 1	See continuation sheet.	
Class of share	Club Shares	
Prescribed particulars 1	The Club shares carry no voting rights (except on a resolution to amend their class rights). The Club shares are entitled to participate pari passu with the ordinary shares in all dividends. The Club shares are entitled to participate pari passu in 10% of any sum distributed on a distribution of capital (including on winding up). The Club shares are not liable to be redeemed at the option of the Company or the shareholder.	

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Signature

	I am signing this form on behalf of the company.	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.
Signature	Signature  DocuSigned by: 69E3533C980B492...	
	This form may be signed by: Director 2 , Secretary, Person authorised 3 , Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.	

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Return of allotment of shares

**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

Company name Macfarlanes LLP (BRA/672388)

Address 20 Cursitor Street

Post town London

County/Region

Postcode

E C 4 A 1 L T

Country

DX 138 London Chancery Lane

Telephone 020 7831 9222

**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

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Return of allotment of shares

Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

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	
Pound Sterling(£)	D Ordinary	1	1.00		
Totals		1	1.00		0

In accordance with
Section 555 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	A Ordinary	
Prescribed particulars	<p>Except as otherwise provided by the rights attached to any shares from time to time, all dividends shall be paid on such class or classes of share as the directors may resolve and to the holders of such shares in proportion to the numbers of shares on which the dividend is paid held by them respectively, but if any share is issued on terms that it shall rank for dividend as from a particular date, or pari passu as regards dividends with a share already issued, that share shall rank for dividend accordingly. On a return of capital on liquidation or otherwise, the surplus assets of the company remaining after payment of its liabilities shall be applied as to 10 per cent in favour of the B ordinary shareholders (in proportion to the number of B ordinary shares held by each of them) provided that: in the event that the aggregate subscription price paid for B ordinary shares is less than £2,000,000 the entitlement of the B ordinary shareholders shall be reduced on a proportionate straight line basis down to 0 per cent if the aggregate subscription price was nil with any corresponding reduction being added to the entitlement of the A ordinary shareholders and; and after the return of £100 million of such surplus assets and before any additional distribution to the A ordinary shareholders and B ordinary shareholders, each deferred shareholder shall be entitled to receive an amount equal to the nominal value of each deferred share held by him. On a poll, every A ordinary shareholder who (being an individual) is present in person or by one or more duly appointed proxies or (being a company) by a representative or by one or more duly appointed proxies shall have one vote for every A ordinary share of which he is the holder. On a written resolution every A ordinary shareholder shall have one vote for every A ordinary share of which he is the holder.</p>	

In accordance with
Section 555 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	B Ordinary	
Prescribed particulars	<p>Except as otherwise provided by the rights attached to any shares from time to time, all dividends shall be paid on such class or classes of share as directors may resolve and to the holders of such shares in proportion to the numbers of shares on which the dividend is paid held by them respectively, but if any share is issued on terms that it shall rank for dividend as from a particular date, or pari passu as regards dividends with a share already issued, that share shall rank for dividend accordingly. On a return of capital on liquidation or otherwise, the surplus assets of the company remaining after payment of its liabilities shall be applied as to 10 per cent in favour of the B ordinary shareholders (in proportion to the number of B ordinary shares held by each of them) provided that:- in the event that the aggregate subscription price paid for B ordinary shares is less than £2,000,000 the entitlement to the B ordinary shareholders shall be reduced on a proportionate straight line basis down to 0 per cent if the aggregate subscription price was nil with any corresponding reduction being added to the entitlement of the A ordinary shareholders; and - after the return of £100 million of such surplus assets and before any additional distribution to the A ordinary shareholders and B ordinary shareholders, each deferred shareholder shall be entitled to receive an amount equal to the nominal value of each deferred share held by him. The B ordinary shareholders and the deferred shareholders shall have no voting rights and shall not be entitled to receive notice of, or attend, any general or other meetings of the Company and shall not be entitled to receive copies of any resolutions proposed as written resolutions unless the business of the meeting or the proposed written resolution includes a resolution varying or abrogating any of the rights or restrictions attached to the B ordinary shares in which case the B ordinary shareholders, but not the deferred shareholders, shall be entitled to receive notice of, attend and vote only on, or to agree only to, such resolution and in such circumstances: - on a show of hands every B ordinary shareholder who (being an individual) is present in person or (being a company) is present by a representative shall have one vote and every proxy duly appointed by one or more B ordinary shareholders (or, where more than one proxy has been duly appointed by the same member, all the proxies appointed by that member taken together) shall have one vote; - on a poll every B ordinary shareholder who (being an individual) is present in person or by one or more duly appointed proxies or (being a company) by a representative or by one or more duly appointed proxies shall have one vote for every B ordinary share of which he is the holder; and - on a written resolution every B ordinary shareholder shall have one vote for every B ordinary share of which he is the holder. Upon the expiry of the period of 50 years from the date of a permitted B share transfer (the "relevant date") the B ordinary shares held (or originally held) by such founder investor shall automatically and without further sanction of the shareholders or resolution of the directors convert into a like number of deferred shares. Deferred shareholders shall have no rights to receive sums distributed by the company in or in respect of any financial year in respect of the deferred shares held by such deferred shareholders.</p>	

In accordance with
Section 555 of the
Companies Act 2006.

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

Class of share	D Ordinary	
Prescribed particulars	<p>The D Ordinary shares carry voting rights. The D Ordinary shares are entitled to receive 90% of the assets on a liquidation from the La Loma fund. The D Ordinary shares are entitled to dividends on a pro rata basis. The D Ordinary shares are not liable to be redeemed at the option of the Company or the shareholder.</p>	