In accordance with Section 555 of the Companies Act 2006.

SH01

Return of allotment of shares

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A26 20/09/2016 #372
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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 N**
You cannot use this notice of shares taken on formation of the com for an allotment of a ne shares by an unlimited

1 Company details

Company number	0 8 1 5 9 2 8 1
Company name in full	Forest Holidays Group 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 ❶

From Date	d 1 4	m 0 9	y 2 0 1 6
To Date	d d	m m	y 2 0 1 6

❶ **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.)

❷ **Currency**
If currency details are not completed we will assume currency is in pound sterling.

Currency ❷	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	275	1.00	4.46	0.00

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)

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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				
GBP	See Continuation Sheet			
	Totals	0	0.00	
Currency table B				
	Totals			
Currency table C				
	Totals			
		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
	Totals (including continuation pages)	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.**

Class of share	See Continuation Sheet
Prescribed particulars ❶	
Class of share	
Prescribed particulars ❶	
Class of share	
Prescribed particulars ❶	

❶ **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.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X X

This form may be signed by: Director
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ **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.

❸ **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 searchers of the public record.

Contact name Laura Dick

Company name Gowling WLG (UK) LLP

Address Two Snowhill

Post town Birmingham

County/Region West Midlands

Postcode B 4 6 W R

Country United Kingdom

DX DX 312501 Birmingham 86

Telephone 03709031000

Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

[X] The company name and number match the information held on the public Register.
[X] You have shown the date(s) of allotment in section 2.
[X] You have completed all appropriate share details in section 3.
[X] You have completed the relevant sections of the statement of capital.
[X] 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

In accordance with Section 555 of the Companies Act 2006.

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4 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
GBP	Ordinary	45653	45,653.00	
GBP	A Ordinary	119750	23,950.00	
GBP	B Ordinary	40000	8,000.00	
GBP	E Ordinary	23250	23,250.00	
	Totals	228653	100,853.00	£ 00

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

Class of share	Ordinary Shares
Prescribed particulars	Dividends: The company may not distribute any profits in respect of any financial year unless the prior consent or approval in writing of the holders of not less than one half of the total number of a ordinary shares for the relevant time being in issue to such distribution shall have been obtained. Subject thereto, any profits which the company may determine to distribute in respect of any financial year shall be applied amongst the holders of the ordinary shares, A ordinary shares and B ordinary shares (in proportion to the numbers of such shares held by them and pari passu as if the same constituted one class of share). Capital: The ordinary shares have the right to a return of capital to an amount equal to the issue price (inclusive of any premium) paid for such shares after the A ordinary shareholders, B ordinary shareholders and E ordinary shareholders have been paid. After any payment to the ordinary shareholders on a return of capital of an amount equal to the issue price (inclusive of any premium) paid for such shares, the balance of such assets shall be distributed amongst the holders of the ordinary shares, A ordinary shares and B ordinary shares in proportion to the number of ordinary shares, A ordinary shares and B ordinary shares held by them (pari passu as if the same constituted one class of share). Voting: The holders of the ordinary shares are entitled to receive notice of and to attend, speak and vote at all general meetings of the company and to vote on written resolutions and on a poll or written resolution to exercise one vote per share. Redemption: The ordinary shares are not liable to be redeemed.

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

Class of share	ORDINARY SHARES
Prescribed particulars	Dividends The company may not distribute any profits in respect of any financial year unless the prior consent or approval in writing of the holders of not less than one half of the total number of A ordinary shares for the relevant time being in issue to such distribution shall have been obtained. Subject thereto, any profits which the company may determine to distribute in respect of any financial year shall be applied amongst the holders of the ordinary shares, A ordinary shares and B ordinary shares (*in proportion to the numbers of such shares* held by them and pari passu as if the same constituted one class of share). Capital The ordinary shares have the right to a return of capital to an amount equal to the issue price (inclusive of any premium) paid for such shares after the A ordinary shareholders, B ordinary shareholders and E ordinary shareholders have been paid. After any payment to the ordinary shareholders on a return of capital of an amount equal to the issue price (inclusive of any premium) paid for such shares, the balance of such assets shall be distributed amongst the holders of the ordinary shares, A ordinary shares and B ordinary shares in proportion to the number of ordinary shares, A ordinary shares and B ordinary shares held by them (pari passu as if the same constituted one class of share). Voting The holders of the ordinary shares are entitled to receive notice of and to attend, speak and vote at all general meetings of the company and to vote on written resolutions and on a poll or written resolution to exercise one vote per share. Redemption The ordinary shares are not liable to be redeemed

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

Class of share	A ORDINARY SHARES
Prescribed particulars	Dividends The company may not distribute any profits in respect of any financial year unless the prior consent or approval in writing of the holders of not less than one half of the total number of A ordinary shares for the relevant time being in issue to such distribution shall have been obtained. Subject thereto, any profits which the company may determine to distribute in respect of any financial year shall be applied amongst the holders of the ordinary shares, A ordinary shares and B ordinary shares (in proportion to the numbers of such shares held by them and pari passu as if the same constituted one class of share). Capital The ordinary shares have the right to a return of capital (pari passu with the B ordinary shares as if the same constituted one class of share) to an amount equal to the issue price (inclusive of any premium) paid for such shares after the A ordinary shareholders, B ordinary shareholders and E ordinary shareholders have been paid. After any payment to the ordinary shareholders on a return of capital of an amount equal to the issue price (inclusive of any premium) paid for such shares, the balance of such assets shall be distributed amongst the holders of the ordinary shares, A ordinary shares and B ordinary shares in proportion to the number of ordinary shares, A ordinary shares and B ordinary shares held by them (pari passu as if the same constituted one class of share). Voting The holders of the A ordinary shares are entitled to receive notice of and to attend, speak and vote at all general meetings of the company and to vote on written resolutions and on a poll or written resolution to exercise one vote per share provided that for so long as an LDC entity (as defined in the articles of association of the company) shall be the legal or beneficial owner of A ordinary shares, such A ordinary shares so held by LDC entities shall not together confer more than 49.9% of the total voting rights of all shares at any time (subject always to the provisions of the articles and the shareholders' agreement). Redemption The A ordinary shares are not liable to be redeemed

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

Class of share	B ORDINARY SHARES
Prescribed particulars	Dividends The company may not distribute any profits in respect of any financial year unless the prior consent or approval in writing of the holders of not less than one half of the total number of a ordinary shares for the relevant time being in issue to such distribution shall have been obtained. Subject thereto, any profits which the company may determine to distribute in respect of any financial year shall be applied amongst the holders of the ordinary shares, A ordinary shares and B ordinary shares (in proportion to the numbers of such shares held by them and pari passu as if the same constituted one class of share). Capital The B ordinary shares have the right to a return of capital (pari passu with the A ordinary shares as if the same constituted one class of share) for an amount equal to the issue price (inclusive of any premium) paid for such shares. After any payment to the ordinary shareholders on a return of capital of an amount equal to the issue price (inclusive of any premium) paid for such shares, the balance of such assets shall be distributed amongst the holders of the ordinary shares, A ordinary shares and B ordinary shares in proportion to the number of ordinary shares, A ordinary shares and B ordinary shares held by them (pari passu as if the same constituted one class of share). Voting The holders of the B ordinary shares are entitled to receive notice of and to attend, speak and vote at all general meetings of the company and to vote on written resolutions and on a poll or written resolution to exercise one vote per share provided that for so long as the Forestry Commissioners ("FC") shall be the legal and/or beneficial owner of B ordinary shares, such B ordinary shares so held by FC shall confer 20% of the total voting rights of all shares at any time (subject always to the provisions of the articles and the shareholders' agreement). Redemption The B ordinary shares are not liable to be redeemed

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

Class of share	E ORDINARY SHARES
Prescribed particulars	Dividends The company may not distribute any profits in respect of any financial year unless the prior consent or approval in writing of the holders of not less than one half of the total number of a ordinary shares for the relevant time being in issue to such distribution shall have been obtained. Subject thereto, any profits which the company may determine to distribute in respect of any financial year shall be applied amongst the holders of the ordinary shares, A ordinary shares and B ordinary shares (in proportion to the numbers of such shares held by them and pari passu as if the same constituted one class of share). The E ordinary shares shall confer on the holders of them the right to receive a preferred dividend equal to libor from time to time (expressed as a percentage) multiplied by the nominal value of those shares, such dividend accruing daily and which shall be paid on the same date as any dividend declared to the holders of the ordinary shares, A ordinary shares and B ordinary shares is paid. The amount which shall be paid will be equal to the amount of the dividend accrued (i) in respect of the first payment of such dividend, from the date of adoption of the articles up to and excluding the date of payment and (ii) in respect of any other payment, from the date of the previous payment up to, but excluding, the date of that payment. Capital The E ordinary shares have the right to a return of capital to an amount equal to the issue price (inclusive of any premium) paid for such shares and any unpaid dividends payable in accordance with the articles after the A ordinary shareholders and B ordinary shareholders have been paid. Voting The holders of the E ordinary shares are entitled to receive notice of and to attend, speak and vote at all general meetings of the company and to vote on written resolutions and on a poll or written resolution to exercise one vote per share. Redemption The E ordinary shares are not liable to be redeemed

Companies House

COMPANY NAME: **FOREST HOLIDAYS GROUP LIMITED**
COMPANY NUMBER: **08159281**

A second filed SH01 was registered on 04/10/2017.