

**Return of Allotment of Shares**Company Name: **THE WHITE RABBIT PIZZA CO. LIMITED**Company Number: **09398865**Received for filing in Electronic Format on the: **03/04/2023**

XC0P8XR7

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	24/03/2023	

Class of Shares:	A ORDINARY	Number allotted	94038
Currency:	GBP	Nominal value of each share	0.0001
		Amount paid:	4.77
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	518059
	ORDINARY	Aggregate nominal value:	51.8059
Currency:	GBP		
Prescribed particulars			

VOTING: SUBJECT TO THE ACT AND THE ARTICLES, A ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE COPIES OF AND VOTE ON ANY PROPOSED WRITTEN RESOLUTION OF SHAREHOLDERS. DIVIDENDS AND OTHER INCOME DISTRIBUTIONS: SUBJECT TO THE ACT, THE PROVISIONS OF THE INVESTMENT AGREEMENT AND THE ARTICLES: THE DIRECTORS MAY (WITH GUINNESS CONSENT) PAY INTERIM DIVIDENDS ON SUCH CLASS OF EQUITY SHARES (INCLUDING TO THE EXCLUSION OF ANY OTHER CLASS(ES)) AS THEY MAY DETERMINE AND IN SUCH AMOUNTS AS THEY SHALL (WITH GUINNESS CONSENT) DETERMINE PROVIDED THAT THE AVAILABLE PROFITS OF THE COMPANY JUSTIFY THE PAYMENT; AND THE SHAREHOLDERS MAY BY ORDINARY RESOLUTION (WITH GUINNESS CONSENT), DECLARE DIVIDENDS ON SUCH CLASS OF EQUITY SHARES (INCLUDING TO THE EXCLUSION OF ANY OTHER CLASS(ES)) AS THEY MAY DETERMINE AND IN SUCH AMOUNTS AS THEY SHALL (WITH GUINNESS CONSENT) DETERMINE PROVIDED THAT A DIVIDEND MUST NOT BE DECLARED BY THE SHAREHOLDERS UNLESS THE DIRECTORS HAVE MADE A RECOMMENDATION AS TO ITS AMOUNT. LIQUIDATION PREFERENCE: ON A RETURN OF ASSETS ON LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) OR OTHERWISE, THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (SURPLUS ASSETS) SHALL BE APPLIED AS FOLLOWS (TO THE EXTENT LAWFULLY PERMITTED): FIRST IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE EQUITY SHAREHOLDERS PRO-RATA (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF EQUITY SHARES HELD (PRO-RATA ALLOCATION), PROVIDED THAT WHERE THE APPLICATION OF THE PRO-RATA ALLOCATION WOULD RESULT IN A ORDINARY SHAREHOLDERS RECEIVING LESS THAN 1.5X THE ISSUE PRICE PER A ORDINARY SHARE HELD THEN FOLLOWING THE DISTRIBUTION TO THE HOLDERS OF DEFERRED SHARES (IF ANY) PURSUANT TO ARTICLE 20.1.1(A), THE REMAINING SURPLUS ASSETS SHALL INSTEAD BE DISTRIBUTED AS FOLLOWS: FIRST, IN PAYING: 99% TO THE HOLDERS OF THE A ORDINARY SHARES PRO-RATA TO THE NUMBER OF A ORDINARY SHARES HELD; AND 1% TO ORDINARY SHAREHOLDERS PRO-RATA TO THE NUMBER OF ORDINARY SHARES HELD, UNTIL A ORDINARY SHAREHOLDERS HAVE RECEIVED 1.5X THE ISSUE PRICE PAID FOR EACH A ORDINARY SHARE AND IN THE EVENT THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY TO EACH A ORDINARY SHAREHOLDER AN AMOUNT EQUAL TO 1.5X THE ISSUE PRICE OF EACH A ORDINARY SHARE, THE

SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST A ORDINARY SHAREHOLDERS AND ORDINARY SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE ENTITLEMENTS UNDER ARTICLE 20.1.1(C) (I) AND (II); AND SECOND, IN PAYING: 99% TO ORDINARY SHAREHOLDERS PRO-RATA TO THE NUMBER OF ORDINARY SHARES HELD; AND 1% TO A ORDINARY SHAREHOLDERS PRO-RATA TO THE NUMBER OF A ORDINARY SHARES HELD, UNTIL EACH ORDINARY SHAREHOLDER HAS RECEIVED IN AGGREGATE AN AMOUNT EQUAL TO THE AMOUNT RECEIVED BY THE A ORDINARY SHARES PURSUANT TO ARTICLE 20.1.1(C). EXIT EVENT PROVISIONS: ON A SHARE SALE AND ASSET SALE, THE PROCEEDS OF SALE SHALL BE DISTRIBUTED IN THE ORDER IN ARTICLE 20.1.1. CONVERSION OF A ORDINARY SHARES. CONVERSION: ANY A ORDINARY SHAREHOLDER SHALL BE ENTITLED, BY NOTICE IN WRITING TO THE COMPANY, TO REQUIRE CONVERSION INTO ORDINARY SHARES OF ALL OF THE FULLY PAID A ORDINARY SHARES HELD BY THEM AT ANY TIME AND THOSE A ORDINARY SHARES SHALL CONVERT AUTOMATICALLY ON THE DATE OF SUCH NOTICE (CONVERSION DATE), PROVIDED THAT THE HOLDER MAY IN SUCH NOTICE, STATE THAT CONVERSION OF ITS A ORDINARY SHARES INTO ORDINARY SHARES IS CONDITIONAL UPON THE OCCURRENCE OF ONE OR MORE EVENTS (CONDITIONS). NON-REDEEMABLE: THE A ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	ORDINARY	Number allotted	2205934
Currency:	GBP	Aggregate nominal value:	220.5934
Prescribed particulars			

VOTING: SUBJECT TO THE ACT AND THE ARTICLES, THE HOLDERS OF THE ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE COPIES OF AND VOTE ON ANY PROPOSED WRITTEN RESOLUTION OF THE SHAREHOLDERS. DIVIDENDS AND OTHER INCOME DISTRIBUTIONS: SUBJECT TO THE ACT, THE PROVISIONS OF THE INVESTMENT AGREEMENT AND THE ARTICLES: THE DIRECTORS MAY, WITH GUINNESS CONSENT, PAY INTERIM DIVIDENDS ON SUCH CLASS OF EQUITY SHARES (INCLUDING TO THE EXCLUSION OF ANY OTHER CLASS OR CLASSES) AS THEY MAY DETERMINE AND IN SUCH AMOUNTS AS THEY SHALL (WITH GUINNESS CONSENT) DETERMINE PROVIDED THAT THE AVAILABLE PROFITS OF THE COMPANY JUSTIFY THE PAYMENT; AND THE SHAREHOLDERS MAY BY ORDINARY RESOLUTION, AND WITH GUINNESS CONSENT, DECLARE DIVIDENDS ON SUCH CLASS OF EQUITY SHARES (INCLUDING TO THE EXCLUSION OF ANY OTHER CLASS OR CLASSES) AS THEY MAY DETERMINE AND IN SUCH AMOUNTS AS THEY SHALL (WITH GUINNESS CONSENT) DETERMINE PROVIDED THAT A DIVIDEND MUST NOT BE DECLARED BY THE SHAREHOLDERS UNLESS THE DIRECTORS HAVE MADE A RECOMMENDATION AS TO ITS AMOUNT. LIQUIDATION PREFERENCE: ON A RETURN OF ASSETS ON LIQUIDATION OR A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) OR OTHERWISE, THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES (SURPLUS ASSETS) SHALL BE APPLIED AS FOLLOWS (TO THE EXTENT THE COMPANY IS LAWFULLY ABLE TO DO SO): FIRST IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES PRO RATA (AS IF THE EQUITY SHARES CONSTITUTED ONE AND THE SAME CLASS) TO THE NUMBER OF EQUITY SHARES HELD (PRO-RATA ALLOCATION), PROVIDED THAT WHERE THE APPLICATION OF THE PRO RATA ALLOCATION WOULD RESULT IN THE A ORDINARY SHAREHOLDERS RECEIVING LESS THAN 1.5X THE ISSUE PRICE PER A ORDINARY SHARE HELD, THEN, FOLLOWING THE DISTRIBUTION TO THE HOLDERS OF DEFERRED SHARES (IF ANY) PURSUANT TO ARTICLE 20.1.1(A), THE REMAINING SURPLUS ASSETS SHALL INSTEAD BE DISTRIBUTED AS FOLLOWS: FIRST, IN PAYING: 99% TO THE HOLDERS OF THE A ORDINARY SHARES PRO RATA TO THE NUMBER OF A ORDINARY SHARES HELD; AND 1% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA TO THE NUMBER OF ORDINARY SHARES HELD, UNTIL THE A ORDINARY SHAREHOLDERS HAVE RECEIVED 1.5X THE ISSUE PRICE PAID FOR EACH A ORDINARY SHARE AND IN THE EVENT THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY TO EACH A ORDINARY SHAREHOLDER AN AMOUNT EQUAL TO 1.5X THE ISSUE

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EACH A ORDINARY SHARE, THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHAREHOLDERS AND THE ORDINARY SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE ENTITLEMENTS UNDER ARTICLE 20.1.1(C) (I) AND (II); AND SECOND, IN PAYING: 99% TO THE HOLDERS OF THE ORDINARY SHARES PRO-RATA TO THE NUMBER OF ORDINARY SHARES HELD; AND 1% TO THE HOLDERS OF THE A ORDINARY SHARES PRO-RATA TO THE NUMBER OF A ORDINARY SHARES HELD, UNTIL EACH HOLDER OF ORDINARY SHARES HAS RECEIVED IN AGGREGATE AN AMOUNT EQUAL TO THE AMOUNT RECEIVED BY THE A ORDINARY SHARES PURSUANT TO ARTICLE 20.1.1(C). EXIT EVENT PROVISIONS: ON A SHARE SALE AND ASSET SALE, THE PROCEEDS OF SALE SHALL BE DISTRIBUTED IN THE ORDER SET OUT IN ARTICLE 20.1.1. NON-REDEEMABLE: THE ORDINARY SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	2723993
		Total aggregate nominal value:	272.3993
		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.