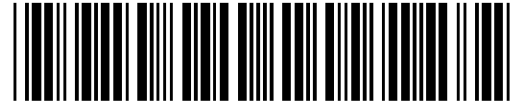




**Return of Allotment of Shares**

Company Name: **BIBENDUM PLB GROUP LIMITED**

Company Number: **06155211**



X5460V7T

Received for filing in Electronic Format on the: **04/04/2016**

## Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From <b>22/03/2016</b>	To <b>22/03/2016</b>
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<b>Class of Shares:</b>	<b>A ORDINARY</b>	Number allotted	<b>40000</b>
Currency:	<b>GBP</b>	Nominal value of each share	<b>1</b>
		Amount paid:	<b>1</b>
		Amount unpaid:	<b>0</b>

No shares allotted other than for cash

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## Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>1779264</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>1779264</b>
<b>Currency:</b>	<b>GBP</b>	Amount paid per share	<b>10.55</b>
		Amount unpaid per share	<b>0</b>

Prescribed particulars

### **A ORDINARY SHARES ALL RANKING PARI PASSU**

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>100000</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>10000</b>
<b>Currency:</b>	<b>GBP</b>	Amount paid per share	<b>0.1</b>
		Amount unpaid per share	<b>0</b>

Prescribed particulars

**B SHARES TO RANK PARI PASSU WITH ALL OTHER SHARES ONCE THE PERFORMANCE HURDLES AND RESTRICTIONS AS SET OUT IN THE ARTICLES OF ASSOCIATION HAVE BEEN PASSED. PRIOR TO THESE HURDLES BEING PASSED, THE B SHARES SHALL NOT BE ENTITLED TO EITHER VOTING RIGHTS OR DISTRIBUTION.**

<b>Class of Shares:</b>	<b>C</b>	Number allotted	<b>50000</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>5000</b>
<b>Currency:</b>	<b>GBP</b>	Amount paid per share	<b>0.1</b>
		Amount unpaid per share	<b>0</b>

Prescribed particulars

**C SHARES TO RANK PARI PASSU WITH ALL OTHER SHARES ONCE THE PERFORMANCE HURDLES AND RESTRICTIONS AS SET OUT IN THE ARTICLES OF ASSOCIATION HAVE BEEN PASSED. PRIOR TO THESE HURDLES BEING PASSED, THE C SHARES SHALL NOT BE ENTITLED TO EITHER VOTING RIGHTS OR DISTRIBUTION.**

<b>Class of Shares:</b>	<b>PREFERRED</b>	Number allotted	<b>2000000</b>
<b>Currency:</b>	<b>GBP</b>	Aggregate nominal value:	<b>2000000</b>
		Amount paid per share	<b>1</b>

Prescribed particulars

**THE PREFERRED SHARES DO NOT CARRY VOTING RIGHTS. THE PREFERRED SHARES ARE ENTITLED TO A FIXED CUMULATIVE PREFERENTIAL CASH DIVIDEND AT A RATE OF 10% PER ANNUM. ON A LIQUIDATION OR WINDING UP OR OTHER SUCH CAPITAL EVENT THE HOLDERS OF THE PREFERRED SHARES SHALL BE PAID, IN PREFERENCE TO HOLDERS OF THE ORDINARY SHARES, THE B ORDINARY SHARES, THE C ORDINARY SHARES AND ANY DEFERRED SHARES IN ISSUE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF THE PREFERRED SHARES TOGETHER WITH ANY DIVIDEND ARREARS. THE HOLDERS OF THE PREFERRED SHARES SHALL BE ENTITLED AT ANY TIME BEFORE THE SEVENTH ANNIVERSARY OF THE ADOPTION DATE OF THE ARTICLES OF ASSOCIATION TO REQUIRE CONVERSION INTO ORDINARY SHARES AND DEFERRED SHARES. IN CIRCUMSTANCES WHERE THE EXIT HURDLE (AS DEFINED IN THE ARTICLES OF ASSOCIATION) HAS BEEN MET THE PREFERRED SHARES SHALL CONVERT AT A RATE OF 2,000,000 PREFERRED SHARES TO 230,000 ORDINARY SHARES OTHERWISE THE RATE OF CONVERSION SHALL BE 2,000,000 PREFERRED SHARES TO 215,000 WITH THE REMAINDER BEING CONVERTED TO DEFERRED SHARES. THE PREFERRED SHARES ARE REDEEMABLE ON NOTICE AND ARE MANDATORILY REDEEMABLE ON THE 7TH ANNIVERSARY OF THE ADOPTION OF THE ARTICLES OF ASSOCIATION.**

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## Statement of Capital (Totals)

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Currency:	<b>GBP</b>	Total number of shares:	<b>3929264</b>
		Total aggregate nominal value:	<b>3794264</b>

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### Authorisation

Authenticated

This form was authorised by one of the following:

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