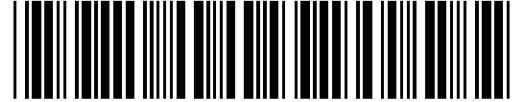




Return of Allotment of Shares

Company Name: **BIBENDUM WINE HOLDINGS LIMITED**

Company Number: **06155211**



X3JJPYZ

Received for filing in Electronic Format on the: **29/10/2014**

Shares Allotted (including bonus shares)

Date or period during which shares are allotted From
28/10/2014

Class of Shares:	PREFERRED	Number allotted	2000000
Currency:	GBP	Nominal value of each share	1
		Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

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

Prescribed particulars

A ORDINARY SHARES ALL RANKING PARI PASSU

Class of Shares:	B	Number allotted	72500
	ORDINARY	Aggregate nominal value:	7250
Currency:	GBP	Amount paid per share	0.1
		Amount unpaid per share	0

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.

Class of Shares:	C	Number allotted	36250
	ORDINARY	Aggregate nominal value:	3625
Currency:	GBP	Amount paid per share	0.1
		Amount unpaid per share	0

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.

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

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.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	3888014
		Total aggregate nominal value:	3790139

Authorisation

Authenticated

This form was authorised by one of the following:

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