

SH01

Return of allotment of shares

BLUEPRINT**OneWorld**

You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

☒ **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 sub-
scription on formation of the company
or for an allotment of a new class of
shares by an unlimited company

WEDNESDAY***AKPEFQXZ***

A21

19/01/2011

375

COMPANIES HOUSE

1 Company details

Company number Company name in full

→ **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

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

² Currency
If currency details are not
completed we will assume currency
is in pound sterling

Class of shares (E.g. Ordinary/Preference etc)	Currency ²	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
Ordinary	GBP	1,302,319	1 00	1,000 00	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

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

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Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
6% non-cumulative redeemable preference	1 00	0 00	100	£ 100 00
floating rate non-cumulative redeemable Series III preference	1,000 00	0 00	600,000	£ 150,000 00
Ordinary	22 61	0 00	1,572,741,600	£ 1,572,741,600 00
				£
Totals			1,573,341,700	£ 1,572,891,700 00

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency	Euro			
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
7.875% Non-cumulative Callable Preference	1,000 00	0 00	500,000	€125,000 00
Totals			500,000	€125,000 00

Currency	US Dollar			
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
7.875% Non-cumulative Callable Preference	1,000 00	0 00	1,250,000	US\$312,500 00
floating rate non-cumulative redeemable Series III preference	1,000 00	0 00	1,000,000	US\$250,000 00
Totals			2,250,000	US\$562,500 00

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	1,576,091,700
Total aggregate nominal value ④	€125,000 00 + £1,572,891,700 00 + US\$562,500 00

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium

② E.g. Number of shares issued multiplied by
nominal value of each share

③ Total number of issued shares in this class

Continuation Pages
Please use a Statement of Capital continuation
page if necessary

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7 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 statement of capital share tables in **Section 4** and **Section 5**

Class of share	£0 25 7 875% Non-cumulative Callable Preference
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Prescribed particulars ❶	See attached schedule
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Class of share	£1 00 6% non-cumulative redeemable preference
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Prescribed particulars ❶	See attached schedule
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Class of share	£0 25 floating rate non-cumulative redeemable Series III preference
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Prescribed particulars ❶	See attached schedule
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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 and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation page

Please use a Statement of Capital continuation page if necessary

8**Signature**

I am signing this form on behalf of the company

Signature

Signature

X  X

This form may be signed by
 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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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	€0 25 7 875% Non-cumulative Callable Preference
Prescribed particulars	<p>(a) Holders of €0 25 7 875% non-cumulative callable preference shares are only entitled to vote on resolutions (i) proposing to vary or abrogate the rights and restrictions attached to the preference shares and (ii) proposing to wind-up or relating to the winding-up of the company. Notwithstanding the above, if on the applicable dividend payment date immediately preceding the date of notice of the general meeting of shareholders the dividend has not been paid in full, the holders will have the right to vote on all resolutions, and this right will continue until the company has resumed the payment of dividends in full. If entitled to vote, each preference shareholder is entitled to one vote for every €0 25 of nominal value of the preference shares of which he is a holder. (b) Subject to any rights which may be attached to any other class of shares, the profits of the company available for dividend and resolved by the directors to be distributed. Non-cumulative Callable preferential dividends accrue at a rate of 7 875% per annum on the liquidation preference (€1,000) of each preference share from issue date and are payable annually in arrear, save for the first dividend payment which is short. (c) On a return of capital or distribution of assets (whether on winding-up or otherwise) holders of €0 25 non-cumulative callable preference shares will rank (i) equally with the holders of the most senior class of preference shares and any other class of shares of the company in issue or which may be issued by the company which are expressed to rank equally with the preference shares and (ii) subordinate and junior to holders of the 1985 Preference Share and the Series II Preference Shares and (iii) in priority to the holders of all other classes of share capital of the company. Subject to such ranking, holders will be entitled to (i) €1,000 per preference share, (ii) any dividend due for payment on or after the date of the commencement of any winding-up or other return of capital but which relates to a period ending on or before that date, and (iii) the proportion of any dividend in respect of a period that begins before but ends after the date of the commencement of any winding-up or other return of capital and is attributable to the part of the period that ends on such date. (d) Subject to the company's articles, applicable law and the approval of the FSA, the company may at its option redeem all but not some only of the preference shares on or after the first call date.</p>

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	£1 00 6% non-cumulative redeemable preference	
Prescribed particulars	<p>(a) No voting rights attach to the shares, (b) the holder of series II preference share shall be entitled (in priority to any payment of dividend on the ordinary shares) to a fixed rate non-cumulative preferential dividend at a rate of 6% per annum to be paid, if and insofar as there are profits of the company available for such payment, in equal instalments on 1 March, 1 June, 1 September and 1 December, or if such day is not a business day, the first available business day thereafter, such a day being one where the banks in London are open for business. No preference dividend shall be payable on such date if the directors have determined that prudent capital ratios would not be maintained if payment of the dividend were made, (c) on a return of assets on a winding up, the assets of the company available for distribution among the members shall be applied first in repaying the holder of the preference share, the series II preference shares and any other preference shares from time to time issued by the company ranking equally therewith in the amounts paid up plus any accrued but unpaid dividend thereon (or credited as paid up) on such share (or as otherwise provided in terms of such shares), and (d) the series II preference shares shall be redeemable at the option of the company at such time and date as the directors may determine</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	£0.25 floating rate non-cumulative redeemable Series III preference	
Prescribed particulars	<p>(a) Holders of sterling preference shares are only entitled to vote on resolutions (i) proposing to vary or abrogate the rights and restrictions attached to the preference shares and (ii) proposing to wind-up or relating to the winding-up of the company. Notwithstanding the above, if on the applicable dividend payment date immediately preceding the date of notice of the general meeting of shareholders the dividend has not been paid in full, the holders will have the right to vote on all resolutions, and this right will continue until the company has resumed the payment of dividends in full. If entitled to vote, each preference shareholder is entitled to one vote for every GBP 0.25 of nominal value of the preference shares of which he is a holder.</p> <p>(b) Subject to any rights which may be attached to any other class of shares, the profits of the company available for dividend and resolved by the directors to be distributed. Non-cumulative preferential dividends accrue at a rate, reset quarterly, of 1.40% per annum and LIBOR on the liquidation preference (£1000) of each preference share from the issue date to 25 August 2015 and are payable quarterly in arrears, save for the first dividend payment which is short. From and including 25 August 2015 non-cumulative preferential dividends accrue at a rate reset quarterly equal to 2.8% and LIBOR and will be payable quarterly in arrears.</p> <p>(c) On a return of capital or distribution of assets (whether on winding-up or otherwise) holders of sterling preference shares will rank (i) equally with the holders of any other class of shares of the company in issue or which may be issued by the company which are expressed to rank equally with the sterling preference shares (ii) subordinate and junior to the holders of the 1985 Preference Share and Series II Preference Shares, and (iii) in priority to the holders of all other classes of share capital of the company. Subject to such ranking, holders will be entitled to (i) £1000 per sterling preference share, (ii) any dividend due for payment on or after the date of the commencement of any winding-up or other return of capital but which relates to a period ending on or before that date, and (iii) the proportion of any dividend in respect of a period that begins before, but ends after, the date of the commencement of any winding-up or other return of capital and is attributable to the part of the period that ends on such date.</p> <p>(d) Subject to the company's articles, applicable law and the approval of the FSA, the company may at its option redeem all but not some only of the sterling preference shares on 25 August 2015 and thereafter on each dividend payment date at the redemption price specified,</p>	

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	£1 00 Ordinary	
Prescribed particulars	<p>(a) Each share carries the right to one vote on a poll (b) Subject to any rights which may be attached to any other class of shares, the profits of the company available for dividend and resolved to be distributed shall be distributed by way of dividend among the holders of the ordinary shares (c) On a return of assets on a winding up, the balance of such assets, subject to any other class of shares, shall be applied in repaying to the holders of the ordinary shares the amounts paid up on such ordinary shares and subject thereto shall belong to and be distributed among such holders rateably according to the number of such ordinary shares held by them respectively (d) The shares are not redeemable</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	US\$0 25 7 875% Non-cumulative Callable Preference	
Prescribed particulars	<p>(a) Holders of US\$0 25 7 875% non-cumulative callable preference shares are only entitled to vote on resolutions (i) proposing to vary or abrogate the rights and restrictions attached to the preference shares and (ii) proposing to wind-up or relating to the winding-up of the company. Notwithstanding the above, if on the applicable dividend payment date immediately preceding the date of notice of the general meeting of shareholders the dividend has not been paid in full, the holders will have the right to vote on all resolutions, and this right will continue until the company has resumed the payment of dividends in full. If entitled to vote, each preference shareholder is entitled to one vote for every US\$0 25 of nominal value of the preference shares of which he is a holder.</p> <p>(b) Subject to any rights which may be attached to any other class of shares, the profits of the company available for dividend and resolved by the directors to be distributed. Non-cumulative preferential dividends accrue at a rate of 7 875% per annum on the liquidation preference US\$1,000 of each preference share from the issue date and are payable semi-annually in arrear, save for the first dividend payment which is short.</p> <p>(c) On a return of capital or distribution of assets (whether on winding-up or otherwise) holders of US\$0 25 non-cumulative callable preference shares will rank (i) equally with the holders of the most senior class of preference shares and any other class of shares of the company in issue or which may be issued by the company which are expressed to rank equally with the preference shares (ii) subordinate and junior to holders of the 1985 Preference Share and the Series II Preference Shares and (iii) in priority to the holders of all other classes of share capital of the company. Subject to such ranking, holders will be entitled to (i) US\$1,000 per preference share, (ii) any dividend due for payment on or after the date of the commencement of any winding-up or other return of capital but which relates to a period ending on or before that date, and (iii) the proportion of any dividend in respect of a period that begins before, but ends after, the date of the commencement of any winding-up or other return of capital and is attributable to the part of the period that ends on such date.</p> <p>(d) Subject to the company's articles, applicable law and the approval of the FSA, the company may at its option redeem all but not some only of the preference shares on or after 29 November 2013.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	US\$0.25 floating rate non-cumulative redeemable Series III preference	
Prescribed particulars	<p>(a) Holders of preference shares are only entitled to vote on resolutions (i) proposing to vary or abrogate the rights and restrictions attached to the preference shares and (ii) proposing to wind-up or relating to the winding-up of the company. Notwithstanding the above, if on the applicable dividend payment date immediately preceding the date of notice of the general meeting of shareholders the dividend has not been paid in full, the holders will have the right to vote on all resolutions, and this right will continue until the company has resumed the payment of dividends in full. If entitled to vote, each preference shareholder is entitled to one vote for every US\$ 0.25 of nominal value of the preference shares of which he is a holder.</p> <p>(b) Subject to any rights which may be attached to any other class of shares, the profits of the company available for dividend and resolved by the directors to be distributed. Non-cumulative preferential dividends accrue at a floating rate of 1.13% plus one month LIBOR on the amount of US\$ 1,000 then outstanding on each preference share payable monthly in arrear from 14 October 2008 to 14 November 2016 and thereafter at a floating rate of 1.035% plus three month LIBOR on the amount of US\$ 1,000 then outstanding payable quarterly in arrears.</p> <p>(c) On a return of capital or distribution of assets (whether on winding-up or otherwise) holders of the preference shares will rank (i) equally with the holders of any other class of shares of the company in issue or which may be issued by the company which are expressed to rank equally with the preference shares (ii) subordinate and junior to holders of the 1985 Preference Share and the Series II Preference Shares and (iii) in priority to the holders of all other classes of share capital of the company. Subject to such ranking, holders will be entitled to (i) US\$ 1,000 per preference share, (ii) any dividend due for payment on or after the date of the commencement of any winding-up or other return of capital but which relates to a period ending on or before that date, and (iii) the proportion of any dividend in respect of a period that begins before, but ends after, the date of the commencement of any winding-up or other return of capital and is attributable to the part of the period that ends on such date.</p> <p>(d) Subject to the company's articles, applicable law and the approval of the FSA, the company, may at its option redeem the preference shares in whole (but not in part) on 14 November 2016 or every ten years thereafter on the quarterly dividend payment date falling in November at the redemption price specified.</p>	

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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

Company name GROUP SECRETARIAT

Address 25 GRESHAM STREET

Post town LONDON

County/Region

Postcode E C 2 V 7 H N

Country United Kingdom

DX

Telephone



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 appropriate 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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk