

# SH02

BLUEPRINT

OneWorld

## Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

☒ **What this form is for**  
You may use this form to give  
notice of consolidation,  
sub-division, redemption of  
shares or re-conversion of stock  
into shares.

☐ **What this form is NOT for**  
You cannot use this form to give  
notice of a conversion  
into stock.



A30 09/09/2016 #41  
COMPANIES HOUSE

### 1 Company details

Company number 0 0 0 0 2 0 6 5

Company name in full LLOYDS BANK plc

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

### 2 Date of resolution

Date of resolution d 1 d 7 m 0 m 6 y 2 y 0 y 1 y 6

### 3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

### 4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

### 5 Redemption

Please show the class number and nominal value of shares that have been  
redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share
Floating rate non-cumulative redeemable Series III preference	1,000,000	US\$0.25

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## Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

## New share structure

Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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## Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

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	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

## Currency table A

GB-GBP	6% non-cumulative redeemable preference	100	100.00	
GB-GBP	floating rate non-cumulative redeemable Series III preference	600,000	150,000.00	
GB-GBP	Ordinary	1,574,285,751	1,574,285,751.00	
<b>Totals</b>		1,574,885,851	£1,574,435,851.00	£0.00

## Currency table B

<b>Totals</b>				

## Currency table C

<b>Totals</b>				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
1,574,885,851	£1,574,435,851.00	£0.00

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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## 8 Statement of capital (prescribed particulars of rights attached to shares)<sup>①</sup>

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 7.

Class of share £1.00 6% non-cumulative redeemable preference

Prescribed particulars<sup>①</sup> See attached schedule

Class of share £0.25 floating rate non-cumulative redeemable  
Series III preference

Prescribed particulars<sup>①</sup> See attached schedule

Class of share £1.00 ordinary

Prescribed particulars<sup>①</sup> See attached schedule

### ① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.

Please use a Statement of capital continuation page if necessary.

## 9 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director<sup>②</sup>, Secretary, Person authorised<sup>③</sup>, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager

ASSISTANT SECRETARY

### ② 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.

### ③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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## 8 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	£1.00 6% non-cumulative redeemable preference	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>
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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8	Statement of capital (prescribed particulars of rights attached to shares) ①	
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. (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 arrear, 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. (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. (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>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

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## 8 Statement of capital (prescribed particulars of rights attached to shares) ①

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>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</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 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 entered the date of resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)