

**Return of Allotment of Shares**Company Name: **THE BOC GROUP LIMITED**Company Number: **00022096**Received for filing in Electronic Format on the: **04/04/2019**

X82O6GCA

**Shares Allotted (including bonus shares)**

Date or period during which  
shares are allotted

From  
**01/03/2019**

**Class of Shares: ORDINARY****Currency: GBP**

Number allotted

**10**

Nominal value of each share

**0.25**

Amount paid:

**50585044.702**

Amount unpaid:

**0**

No shares allotted other than for cash

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# Statement of Capital (Share Capital)

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Class of Shares:	AUD1.00	Number allotted	444000000
	CUM	Aggregate nominal value:	444000000
	PREF		
	SHARES		

Currency: AUD

Prescribed particulars

THE HOLDERS OF THE AUD PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, ATTEND AND SPEAK AT ANY GENERAL MEETING OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY RESOLUTION WHETHER PROPOSED AT A GENERAL MEETING OF THE COMPANY OR BY WRITTEN RESOLUTION. A HOLDER OR HOLDERS OF A MAJORITY OF THE NUMBER OF ISSUED SHARES SHALL HAVE THE POWER TO APPOINT ANY PERSON WILLING TO ACT AS A DIRECTOR AND TO REMOVE FROM OFFICE ANY DIRECTOR HOWSOEVER APPOINTED. THE PREFERENCE SHAREHOLDERS ARE ENTITLED TO RECEIVE, WITHOUT RESOLUTION OF THE DIRECTORS OR SHAREHOLDERS AND IN PRIORITY TO THE TRANSFER OF ANY AVAILABLE PROFITS TO RESERVES OR TO THE RIGHTS OF THE HOLDERS OF THE ORDINARY SHARES TO ANY DIVIDEND OR OTHER DISTRIBUTION, A CUMULATIVE PREFERENTIAL CASH DIVIDEND AT THE END OF EACH PREFERENCE SHARE ACCRUAL PERIOD (SUBJECT TO THE COMPANY HAVING AVAILABLE PROFITS). ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS DEBTS AND LIABILITIES (EXCLUSIVE OF THE COSTS, CHARGES AND EXPENSES OF SUCH WINDING-UP) SHALL (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING AMOUNTS PAID UP OR CREDITED AS PAID UP ON THE AUD PREFERENCE SHARES AND THE CAD PREFERENCE SHARES, INCLUDING BOTH THE NOMINAL VALUE AND ANY SHARE PREMIUM, TO THE PREFERENCE SHAREHOLDERS (THE AUD PREFERENCE SHARES AND THE CAD PREFERENCE SHARES SHALL RANK PARI PASSU WITH EACH OTHER); AND (B) SECOND, IN PAYING THE BALANCE OF THE AVAILABLE ASSETS OF THE COMPANY (IF ANY) TO THE HOLDERS OF THE ORDINARY SHARES (IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM).

<b>Class of Shares:</b>	<b>CAD1.00</b>	Number allotted	<b>223430970</b>
	<b>CUM</b>	Aggregate nominal value:	<b>223430970</b>
	<b>PREF</b>		
	<b>SHARES</b>		
Currency:	<b>CAD</b>		

Prescribed particulars

THE HOLDERS OF THE CAD PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, ATTEND AND SPEAK AT ANY GENERAL MEETING OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY RESOLUTION WHETHER PROPOSED AT A GENERAL MEETING OF THE COMPANY OR BY WRITTEN RESOLUTION. A HOLDER OR HOLDERS OF A MAJORITY OF THE NUMBER OF ISSUED SHARES SHALL HAVE THE POWER TO APPOINT ANY PERSON WILLING TO ACT AS A DIRECTOR AND TO REMOVE FROM OFFICE ANY DIRECTOR HOWSOEVER APPOINTED. THE PREFERENCE SHAREHOLDERS ARE ENTITLED TO RECEIVE, WITHOUT RESOLUTION OF THE DIRECTORS OR SHAREHOLDERS AND IN PRIORITY TO THE TRANSFER OF ANY AVAILABLE PROFITS TO RESERVES OR TO THE RIGHTS OF THE HOLDERS OF THE ORDINARY SHARES TO ANY DIVIDEND OR OTHER DISTRIBUTION, A CUMULATIVE PREFERENTIAL CASH DIVIDEND AT THE END OF EACH PREFERENCE SHARE ACCRUAL PERIOD (SUBJECT TO THE COMPANY HAVING AVAILABLE PROFITS). ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS DEBTS AND LIABILITIES (EXCLUSIVE OF THE COSTS, CHARGES AND EXPENSES OF SUCH WINDING-UP) SHALL (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING AMOUNTS PAID UP OR CREDITED AS PAID UP ON THE AUD PREFERENCE SHARES AND THE CAD PREFERENCE SHARES, INCLUDING BOTH THE NOMINAL VALUE AND ANY SHARE PREMIUM, TO THE PREFERENCE SHAREHOLDERS (THE AUD PREFERENCE SHARES AND THE CAD PREFERENCE SHARES SHALL RANK PARI PASSU WITH EACH OTHER); AND (B) SECOND, IN PAYING THE BALANCE OF THE AVAILABLE ASSETS OF THE COMPANY (IF ANY) TO THE HOLDERS OF THE ORDINARY SHARES (IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM).

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>530748761</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>132687190.25</b>

Prescribed particulars

THE HOLDERS OF THE ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, ATTEND AND SPEAK AT ANY GENERAL MEETING OF THE COMPANY AND SHALL BE ENTITLED TO VOTE ON ANY RESOLUTION WHETHER PROPOSED AT A GENERAL MEETING OF THE COMPANY OR BY WRITTEN RESOLUTION. A HOLDER OR HOLDERS OF A MAJORITY OF THE NUMBER OF ISSUED SHARES SHALL HAVE THE POWER TO APPOINT ANY PERSON WILLING TO ACT AS A DIRECTOR AND TO REMOVE FROM OFFICE ANY DIRECTOR HOWSOEVER APPOINTED. DIVIDENDS ON ORDINARY SHARES ARE SUBJECT FIRST TO THE PAYMENT TO THE PREFERENCE SHAREHOLDERS OF A CUMULATIVE PREFERENTIAL CASH DIVIDEND AT THE END OF EACH PREFERENCE SHARE ACCRUAL PERIOD. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS DEBTS AND LIABILITIES (EXCLUSIVE OF THE COSTS, CHARGES AND EXPENSES OF SUCH WINDING-UP) SHALL (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING AMOUNTS PAID UP OR CREDITED AS PAID UP ON THE AUSTRALIAN DOLLAR 1.00 PREFERENCE SHARES ("AUD PREFERENCE SHARES") AND THE CANADIAN DOLLAR 1.00 PREFERENCE SHARES ("CAD PREFERENCE SHARES"), INCLUDING BOTH THE NOMINAL VALUE AND ANY SHARE PREMIUM, TO THE PREFERENCE SHAREHOLDERS (THE AUD PREFERENCE SHARES AND THE CAD PREFERENCE SHARES SHALL RANK PARI PASSU WITH EACH OTHER); AND (B) SECOND, IN PAYING THE BALANCE OF THE AVAILABLE ASSETS OF THE COMPANY (IF ANY) TO THE HOLDERS OF THE ORDINARY SHARES (IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM).

Statement of Capital (Totals)			
Currency:	AUD	Total number of shares:	444000000
		Total aggregate nominal value:	444000000
		Total aggregate amount unpaid:	0
Currency:	CAD	Total number of shares:	223430970
		Total aggregate nominal value:	223430970
		Total aggregate amount unpaid:	0
Currency:	GBP	Total number of shares:	530748761
		Total aggregate nominal value:	132687190.25
		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.