

**Return of Allotment of Shares**Company Name: **IBM United Kingdom Limited**Company Number: **00741598**Received for filing in Electronic Format on the: **28/08/2014**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	30/07/2014	30/07/2014

Class of Shares: PREFERENCENumber allotted **2**Currency: **GBP**Nominal value of each share **1**Amount paid: **23369.32575**Amount unpaid: **0.0**

Non-cash consideration

**THE ACQUISITION OF THE ENTIRE SHARE CAPITAL OF ASPERA UK LIMITED (10,000
ORDINARY SHARES OF £1 EACH)**

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	851427000
Currency:	GBP	Aggregate nominal value:	851427000
		Amount paid per share	1.000854
		Amount unpaid per share	0

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	ORDINARY	Number allotted	105000000
Currency:	GBP	Aggregate nominal value:	105000000
		Amount paid per share	3.64
		Amount unpaid per share	0

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	ORDINARY	Number allotted	5
Currency:	GBP	Aggregate nominal value:	5
		Amount paid per share	7847508.6
		Amount unpaid per share	0

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of Shares:	PREFERENCE	Number allotted	2
Currency:	GBP	Aggregate nominal value:	2
		Amount paid per share	15586.49

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 8.5 PER CENT PER ANNUM. IN A WINDING UP OR OTHER RETURN OF CAPITAL, HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH PREFERENCE SHARE TOGETHER WITH ARREARS OF ANY PREFERENCE DIVIDEND, BUT WITH NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT AT ANY TIME AFTER 1 JANUARY 2009 TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID UPON GIVING TO THE HOLDERS OF SUCH OF THE PREFERENCE SHARES AS ARE TO BE REDEEMED NOT LESS THAN THREE MONTHS' NOTICE IN WRITING.

Class of Shares:	PREFERENCE	Number allotted	2
Currency:	GBP	Aggregate nominal value:	2
		Amount paid per share	23369.32575
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO

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Class of Shares:	PREFERENCE	Number allotted	5
Currency:	GBP	Aggregate nominal value:	5
		Amount paid per share	266826.8
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 8.5 PER CENT PER ANNUM. IN A WINDING UP OR OTHER RETURN OF CAPITAL, HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH PREFERENCE SHARE TOGETHER WITH ARREARS OF ANY PREFERENCE DIVIDEND, BUT WITH NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT AT ANY TIME AFTER 1 JANUARY 2009 TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID

UPON GIVING TO THE HOLDERS OF SUCH OF THE PREFERENCE SHARES AS ARE TO BE REDEEMED NOT LESS THAN THREE MONTHS' NOTICE IN WRITING.

Class of Shares:	PREFERENCE	Number allotted	8
Currency:	GBP	Aggregate nominal value:	8
		Amount paid per share	276408.282947
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 8.5 PER CENT PER ANNUM. IN A WINDING UP OR OTHER RETURN OF CAPITAL, HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH PREFERENCE SHARE TOGETHER WITH ARREARS OF ANY PREFERENCE DIVIDEND, BUT WITH NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT AT ANY TIME AFTER 1 JANUARY 2009 TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID UPON GIVING TO THE HOLDERS OF SUCH OF THE PREFERENCE SHARES AS ARE TO BE REDEEMED NOT LESS THAN THREE MONTHS' NOTICE IN WRITING.

Class of Shares:	PREFERENCE	Number allotted	2
Currency:	GBP	Aggregate nominal value:	2
		Amount paid per share	446486
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 8.5 PER CENT PER ANNUM. IN A WINDING UP OR OTHER RETURN OF CAPITAL, HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH PREFERENCE SHARE TOGETHER WITH ARREARS OF ANY PREFERENCE DIVIDEND, BUT WITH NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT AT ANY TIME AFTER 1 JANUARY 2009 TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID UPON GIVING TO THE HOLDERS OF SUCH OF THE PREFERENCE SHARES AS ARE TO BE REDEEMED NOT LESS THAN THREE MONTHS' NOTICE IN WRITING.

Class of Shares:	PREFERENCE	Number allotted	2
Currency:	GBP	Aggregate nominal value:	2
		Amount paid per share	751314.8
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 8.5 PER CENT PER ANNUM. IN

A WINDING UP OR OTHER RETURN OF CAPITAL, HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH PREFERENCE SHARE TOGETHER WITH ARREARS OF ANY PREFERENCE DIVIDEND, BUT WITH NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT AT ANY TIME AFTER 1 JANUARY 2009 TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID UPON GIVING TO THE HOLDERS OF SUCH OF THE PREFERENCE SHARES AS ARE TO BE REDEEMED NOT LESS THAN THREE MONTHS' NOTICE IN WRITING.

Class of Shares:	PREFERENCE	Number allotted	2
Currency:	GBP	Aggregate nominal value:	2
		Amount paid per share	1337985.525
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 8.5 PER CENT PER ANNUM. IN A WINDING UP OR OTHER RETURN OF CAPITAL, HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH PREFERENCE SHARE TOGETHER WITH ARREARS OF ANY PREFERENCE DIVIDEND, BUT WITH NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT AT ANY TIME AFTER 1 JANUARY 2009 TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID UPON GIVING TO THE HOLDERS OF SUCH OF THE PREFERENCE SHARES AS ARE TO BE REDEEMED NOT LESS THAN THREE MONTHS' NOTICE IN WRITING.

Class of Shares:	PREFERENCE	Number allotted	2
Currency:	GBP	Aggregate nominal value:	2
		Amount paid per share	1425538.57
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 8.5 PER CENT PER ANNUM. IN A WINDING UP OR OTHER RETURN OF CAPITAL, HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH PREFERENCE SHARE TOGETHER WITH ARREARS OF ANY PREFERENCE DIVIDEND, BUT WITH NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT AT ANY TIME AFTER 1 JANUARY 2009 TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID UPON GIVING TO THE HOLDERS OF SUCH OF THE PREFERENCE SHARES AS ARE TO BE REDEEMED NOT LESS THAN THREE MONTHS' NOTICE IN WRITING.

Class of Shares:	PREFERENCE	Number allotted	2
Currency:	GBP	Aggregate nominal value:	2
		Amount paid per share	1580018.96
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF

THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 8.5 PER CENT PER ANNUM. IN A WINDING UP OR OTHER RETURN OF CAPITAL, HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH PREFERENCE SHARE TOGETHER WITH ARREARS OF ANY PREFERENCE DIVIDEND, BUT WITH NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT AT ANY TIME AFTER 1 JANUARY 2009 TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID UPON GIVING TO THE HOLDERS OF SUCH OF THE PREFERENCE SHARES AS ARE TO BE REDEEMED NOT LESS THAN THREE MONTHS' NOTICE IN WRITING.

Class of Shares:	PREFERENCE	Number allotted	2
Currency:	GBP	Aggregate nominal value:	2
		Amount paid per share	2326545.04
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 8.5 PER CENT PER ANNUM. IN A WINDING UP OR OTHER RETURN OF CAPITAL, HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH PREFERENCE SHARE TOGETHER WITH ARREARS OF ANY PREFERENCE DIVIDEND, BUT WITH NO FURTHER

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Class of Shares:	PREFERENCE	Number allotted	2
Currency:	GBP	Aggregate nominal value:	2
		Amount paid per share	2467881
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 8.5 PER CENT PER ANNUM. IN A WINDING UP OR OTHER RETURN OF CAPITAL, HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH PREFERENCE SHARE TOGETHER WITH ARREARS OF ANY PREFERENCE DIVIDEND, BUT WITH NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT AT ANY TIME AFTER 1 JANUARY 2009 TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID UPON GIVING TO THE HOLDERS OF SUCH OF THE PREFERENCE SHARES AS ARE TO BE REDEEMED NOT LESS THAN THREE MONTHS' NOTICE IN WRITING.

Class of Shares:	PREFERENCE	Number allotted	2
Currency:	GBP	Aggregate nominal value:	2
		Amount paid per share	3160503.44

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 8.5 PER CENT PER ANNUM. IN A WINDING UP OR OTHER RETURN OF CAPITAL, HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH PREFERENCE SHARE TOGETHER WITH ARREARS OF ANY PREFERENCE DIVIDEND, BUT WITH NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT AT ANY TIME AFTER 1 JANUARY 2009 TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID UPON GIVING TO THE HOLDERS OF SUCH OF THE PREFERENCE SHARES AS ARE TO BE REDEEMED NOT LESS THAN THREE MONTHS' NOTICE IN WRITING.

Class of Shares:	PREFERENCE	Number allotted	2
Currency:	GBP	Aggregate nominal value:	2
		Amount paid per share	3472661.5
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO

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Class of Shares:	PREFERENCE	Number allotted	2
Currency:	GBP	Aggregate nominal value:	2
		Amount paid per share	3669549.375
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 8.5 PER CENT PER ANNUM. IN A WINDING UP OR OTHER RETURN OF CAPITAL, HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH PREFERENCE SHARE TOGETHER WITH ARREARS OF ANY PREFERENCE DIVIDEND, BUT WITH NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT AT ANY TIME AFTER 1 JANUARY 2009 TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID

UPON GIVING TO THE HOLDERS OF SUCH OF THE PREFERENCE SHARES AS ARE TO BE REDEEMED NOT LESS THAN THREE MONTHS' NOTICE IN WRITING.

Class of Shares:	PREFERENCE	Number allotted	2
Currency:	GBP	Aggregate nominal value:	2
		Amount paid per share	4401008.825
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 8.5 PER CENT PER ANNUM. IN A WINDING UP OR OTHER RETURN OF CAPITAL, HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH PREFERENCE SHARE TOGETHER WITH ARREARS OF ANY PREFERENCE DIVIDEND, BUT WITH NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT AT ANY TIME AFTER 1 JANUARY 2009 TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID UPON GIVING TO THE HOLDERS OF SUCH OF THE PREFERENCE SHARES AS ARE TO BE REDEEMED NOT LESS THAN THREE MONTHS' NOTICE IN WRITING.

Class of Shares:	PREFERENCE	Number allotted	6
Currency:	GBP	Aggregate nominal value:	6
		Amount paid per share	10848186.22
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 8.5 PER CENT PER ANNUM. IN A WINDING UP OR OTHER RETURN OF CAPITAL, HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH PREFERENCE SHARE TOGETHER WITH ARREARS OF ANY PREFERENCE DIVIDEND, BUT WITH NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT AT ANY TIME AFTER 1 JANUARY 2009 TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID UPON GIVING TO THE HOLDERS OF SUCH OF THE PREFERENCE SHARES AS ARE TO BE REDEEMED NOT LESS THAN THREE MONTHS' NOTICE IN WRITING.

Class of Shares:	PREFERENCE	Number allotted	4
Currency:	GBP	Aggregate nominal value:	4
		Amount paid per share	20721069.4325
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 8.5 PER CENT PER ANNUM. IN

A WINDING UP OR OTHER RETURN OF CAPITAL, HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH PREFERENCE SHARE TOGETHER WITH ARREARS OF ANY PREFERENCE DIVIDEND, BUT WITH NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT AT ANY TIME AFTER 1 JANUARY 2009 TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID UPON GIVING TO THE HOLDERS OF SUCH OF THE PREFERENCE SHARES AS ARE TO BE REDEEMED NOT LESS THAN THREE MONTHS' NOTICE IN WRITING.

Class of Shares:	PREFERENCE	Number allotted	5
Currency:	GBP	Aggregate nominal value:	5
		Amount paid per share	40000038
		Amount unpaid per share	0

Prescribed particulars

THE HOLDERS OF THE PREFERENCE SHARES SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES A RESOLUTION FOR THE LIQUIDATION OF THE COMPANY, A REDUCTION OF THE CAPITAL OF THE COMPANY OR A RESOLUTION ADVERSELY ALTERING OR ABROGATING ANY OF THE SPECIAL RIGHTS AND PRIVILEGES ATTACHING TO THE PREFERENCE SHARES. IF THE BOARD OF DIRECTORS OF THE COMPANY SHALL DECIDE THAT A PREFERENCE DIVIDEND SHALL BE DECLARED AND PAID IN RESPECT OF ANY FINANCIAL YEAR OF THE COMPANY, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ALL OTHER CLASSES OF SHARE, A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT A RATE OF 8.5 PER CENT PER ANNUM. IN A WINDING UP OR OTHER RETURN OF CAPITAL, HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH PREFERENCE SHARE TOGETHER WITH ARREARS OF ANY PREFERENCE DIVIDEND, BUT WITH NO FURTHER RIGHT TO PARTICIPATE IN THE PROFITS OR ASSETS OF THE COMPANY. THE COMPANY SHALL HAVE THE RIGHT AT ANY TIME AFTER 1 JANUARY 2009 TO REDEEM ALL OR ANY OF THE PREFERENCE SHARES FOR THE TIME BEING OUTSTANDING AND FULLY PAID UPON GIVING TO THE HOLDERS OF SUCH OF THE PREFERENCE SHARES AS ARE TO BE REDEEMED NOT LESS THAN THREE MONTHS' NOTICE IN WRITING.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	956427059
		Total aggregate nominal value:	956427059

Authorisation

Authenticated

This form was authorised by one of the following:

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