

DON'T  
STAPLE

SH01

## Return of allotment of shares



Companies House

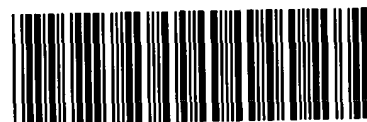
FileOnline

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[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

✓ **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 a company on formation of the company for an allotment of a new class of shares by an unlimited company.

MONDAY



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30/10/2023

#85

COMPANIES HOUSE

## 1 Company details

Company number 0 2 3 3 9 8 2 6  
Company name in full RSA INSURANCE GROUP LIMITED

→ **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 <sup>1</sup>

From Date d 2 d 6 m 1 m 0 y 2 y 0 y 2 y 3  
To Date d d m m y y y y

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.  
(Please use a continuation page if necessary.)

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

Currency <sup>2</sup>	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	ORDINARY	1	1.00	565,000,000	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)

**Continuation page**  
Please use a continuation page if  
necessary.

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## Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

**Continuation page**  
Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
<b>Currency table A</b>				
GBP	ORDINARY	1,563,286,979	1,563,286,979	
GBP	£1 PREFERENCE	125,000,000	125,000,000	
<b>Totals</b>		1,688,286,979	1,688,286,979	0.00

<b>Currency table B</b>				
<b>Totals</b>				

<b>Currency table C</b>				
<b>Totals</b>				

<b>Total issued share capital table</b>				
You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.		Total number of shares	Total aggregate nominal value Show different currencies separately. For example: £100 + €100 + \$10	Total aggregate amount unpaid <sup>①</sup> Show different currencies separately. For example: £100 + €100 + \$10
<b>Grand total</b>		1,688,286,979	1,688,286,979	0.00

**① Total aggregate amount unpaid**

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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<b>5</b>	<b>Statement of capital (prescribed particulars of rights attached to shares)</b>	
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in <b>Section 4</b> .	
Class of share	Ordinary	
Prescribed particulars ①	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 share	£1 Preference	
Prescribed particulars ①	See continuation page	
Class of share		
Prescribed particulars ①		

**① 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.

A separate table must be used for each class of share.

**Continuation page**  
Please use a Statement of Capital continuation page if necessary.

<b>6</b>	<b>Signature</b>	
	I am signing this form on behalf of the company.	
Signature	<div style="display: flex; align-items: center;"> <div style="text-align: center; margin-right: 20px;"> Signature  X  <i>Lorna Goussouf</i> </div> <div style="text-align: center; margin-left: 20px;"> X </div> </div>	
	This form may be signed by: Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.	

**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.

**② Person authorised**  
Under either section 270 or 274 of the Companies Act 2006.

# SH01 - continuation page

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	£1 Preference	
Prescribed particulars	<p>The Preference Shares shall rank <i>pari passu</i> with each other but otherwise shall have the rights and be subject to the limitations and restrictions set out in this Article 4 as well as such further rights, limitations and restrictions (not being inconsistent with those set out in this Article 4) as may be determined by the Directors prior to allotment. Income - The holders of the Preference Shares shall be entitled, in priority to any payment of dividend to the holders of any other class of shares, a cumulative (or, if the Directors so determine prior to allotment thereof, non-cumulative) preferential dividend payable at such, rate (which may be fixed, variable or floating or to be determined by a specified procedure, mechanism or formula) and on such date or dates and on such other terms and conditions as may be determined by the Directors prior to allotment thereof. Capital - (i) On a return of capital on a winding up, the holder of the Preference Shares shall be entitled to receive an amount per Preference Share equal to the nominal amount, of a Preference share together with (a) such premium (if any) as may be determined by the Directors (or by a procedure, mechanism or formula determined by the Directors) prior to the allotment thereof and (b) all arrears and accruals (if any) of the dividend payable thereon, whether or not such dividend has been earned or has become due and payable, to be calculated up to and including the day of the commencement of the winding-up; (ii) On a return of the capital (otherwise than a winding-up or on a redemption or purchase by the Company of shares of any class), the holders of the Preference Shares shall be entitled to receive an amount per Preference Share equal to the nominal amount of a Preference Share together with (a) such premium (if any) as may be determined by the Directors (or by a procedure, mechanism or formula determined by the Directors), prior, to the allotment thereof and (b) all arrears and accruals (if any) of the dividend payable thereon, whether or not such dividend has been earned or has become due and payable, to be calculated up to and including the day of the return of capital; and (iii) The Preference Shares shall rank on a winding-up in priority to all other shares of the Company from time to time in issue. Voting and General Meetings - (i) The holders of the Preference Shares shall have the right to vote at a General Meeting of the Company only: (A) if and when, at the date of the notice convening such meeting, the preferential dividend on such shares for the dividend payment period immediately prior to the issue of the notice convening the relevant meeting is in arrears or if any arrears or deficiency of dividend in respect of any preceding dividend payment period has not been paid in full; or (B) if a resolution is to be proposed abrogating, varying or modifying any of the rights or privileges of the holders of the Preference Shares or for the winding-up of the Company or for the reduction of the capital of the Company (otherwise than on a redemption or purchase of shares), in which case they shall only be entitled to vote on such resolution; or (C) in such other circumstances, and upon and subject to such terms, as the Directors may determine prior to the allotment of such Preference Shares; (ii) Whenever the holders of the Preference Shares are entitled to vote at a General Meeting of the Company every holder shall have one vote in respect of each complete £1 in nominal amount of Preference Shares registered in the name of such holder or such other entitlement to vote as may be determined by the Directors prior to allotment. Purchase - (i) Subject to the Statutes, the Company may at any time purchase any Preference Shares upon such terms as the Directors shall determine.</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

Address

Post town

County/Region

Postcode

Country

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 relevant 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

**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)