

SH02

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 of shares
into stock.

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number 2 9 9 3 3 9 0

Company name in full Bupa Investments Overseas Limited

→ 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 ^d0 ^d9 ^m1 ^m2 ^y2 ^y0 ^y2 ^y1

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
Redeemable Preference (EUR)	187,819,903	€1.00
Redeemable Preference (USD)	600,000,000	US\$1.00
Redeemable Preference (PLN)	1,402,952,487	PLN1.00

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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

GBP	See attached schedule			
Totals				

Currency table B

AUD	See attached schedule			
Totals				

Currency table C

CLP	See attached schedule			
Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
177,450,000.00	£50,000,000.00	£0.00 + AUD0.00
0	AUD3,400,000,000.00	CLP0.00
	CLP174,000,000,000.00	

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

Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

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
AUD	Redeemable Preference	3,400,000,000	AUD3,400,000,000.00	
Totals		3,400,000,000	AUD3,400,000,000.00	AUD0.00

Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

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
CLP	Redeemable Preference	174,000,000,000	CLP174,000,000,000.00	
Totals		174,000,000,000	CLP174,000,000,000.00	CLP0.00

Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

[illegible]

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

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

Redeemable Preference

Prescribed particulars^①

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.

Class of share

Redeemable Preference

Prescribed particulars^①

See attached schedule

Class of share

Ordinary

Prescribed particulars^①

The shares have full rights to vote at general meetings, receive dividends, and receive a capital distribution on winding up. The shares do not have rights of redemption.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X 

X

For and on behalf of Bupa Secretaries Limited

This form may be signed by:

Director^②, Secretary, Person authorised^③, 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.

③ Person authorised

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

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

Class of share	Redeemable Preference	
Prescribed particulars	<p>The AUD 1 Preference Shares have full rights, ranking pari passu with the GBP 1 Ordinary Shares to vote at general meetings and receive dividends. Dividends are at the sole discretion of the directors. On a return of capital on a winding up of the Company, the AUD 1 Preference Shares, the CLP 1 Preference Shares, the EUR 1 Preference Shares, the PLN 1 Preference Shares and the USD 1 Preference Shares shall rank pari passu and the holders shall receive in priority to any payment to the holders of the GBP 1 Ordinary Shares or the holders of any other class of share issued by the Company, an amount equal to the nominal value (or the Pound Sterling equivalent using the exchange rate on the day of the return) for each such share held by them respectively. The holder of the AUD 1 Preference Shares shall have the right (subject to the provisions of these Articles and the Companies Act) to require the Company to redeem all or some of such AUD 1 Preference Shares held by him which are outstanding at any time. The redemption moneys payable on each AUD 1 Preference Share are an amount equal to the nominal amount of the AUD 1 Preference Share and any declared but unpaid dividend. Redemption is effected by the holder of the AUD 1 Preference Shares to be redeemed giving the Company at any time not less than 3 working days' written notice (a "redemption notice"). The redemption notice shall specify the AUD 1 Preference Shares to be redeemed and the date fixed for redemption (the "redemption date").</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

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

Class of share	Redeemable Preference	
Prescribed particulars	<p>The CLP 1 Preference Shares have full rights, ranking pari passu with the GBP 1 Ordinary Shares to vote at general meetings and receive dividends. Dividends are at the sole discretion of the directors. On a return of capital on a winding up of the Company, the AUD 1 Preference Shares, the CLP 1 Preference Shares, the EUR 1 Preference Shares, the PLN 1 Preference Shares and the USD 1 Preference Shares shall rank pari passu and the holders shall receive in priority to any payment to the holders of the GBP 1 Ordinary Shares or the holders of any other class of share issued by the Company, an amount equal to the nominal value (or the Pound Sterling equivalent using the exchange rate on the day of the return) for each such share held by them respectively. The holder of the CLP 1 Preference Shares shall have the right (subject to the provisions of these Articles and the Companies Act) to require the Company to redeem all or some of such CLP 1 Preference Shares held by him which are outstanding at any time. The redemption moneys payable on each CLP 1 Preference Share are an amount equal to the nominal amount of the CLP 1 Preference Share and any declared but unpaid dividend. Redemption is effected by the holder of the CLP 1 Preference Shares to be redeemed giving the Company at any time not less than 3 working days' written notice (a "redemption notice"). The redemption notice shall specify the CLP 1 Preference Shares to be redeemed and the date fixed for redemption (the "redemption date").</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <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

A Story

Address

Company Secretarial, Bupa

1 Angel Court

Post town

London

County/Region

Postcode

E

C

2

R

7

H

J

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 or email 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