

**Return of Allotment of Shares**Company Name: **BG GROUP LIMITED**Company Number: **03690065**Received for filing in Electronic Format on the: **16/11/2023**

XCGDUE00

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	09/11/2023	

Class of Shares: **ORDINARY**Currency: **GBP**Number allotted **2622318**Nominal value of each share **0.1**Amount paid: **0.1**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	£, 0.10,	Number allotted	3424966441
	ORDINARY	Aggregate nominal value:	342496644.1
Currency:	GBP		
Prescribed particulars			

A) SHARES RANK EQUALLY FOR VOTING PURPOSES. EACH SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. EACH SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON A WINDING UP. THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	£, 0.10,	Number allotted	1
	£0.10	Aggregate nominal value:	0.1
	DIVIDEND		
	ACCESS		
Currency:	GBP		
Prescribed particulars			

A) THE DIVIDEND ACCESS SHARE SHALL HAVE THE FOLLOWING RIGHTS AND RESTRICTIONS: (1)(A) ON A DISTRIBUTION OF ASSETS OF THE COMPANY AMONG ITS SHAREHOLDERS ON A WINDING UP, THE HOLDER OF THE DIVIDEND ACCESS SHARE WILL BE ENTITLED TO RECEIVE AN AMOUNT EQUAL TO THE AGGREGATE OF THE CAPITAL PAID UP OR CREDITED AS PAID UP ON THE DIVIDEND ACCESS SHARE. AS REGARDS SUCH RIGHT, THE DIVIDEND ACCESS SHARE SHALL RANK IN PRIORITY TO THE ORDINARY SHARES. (B) SUBJECT TO THE ARTICLES, THE HOLDER OF THE DIVIDEND ACCESS SHARE WILL BE ENTITLED TO RECEIVE, BY WAY OF DIVIDEND, SUCH PROFITS OF THE COMPANY AS THE DIRECTORS MAY, IN THEIR ABSOLUTE DISCRETION, RESOLVE UNDER THE ARTICLES TO BE DISTRIBUTED BY WAY OF DIVIDEND ON THE DIVIDEND ACCESS SHARE. (C) THE HOLDER OF THE DIVIDEND ACCESS SHARE WILL NOT BE ENTITLED TO RECEIVE NOTICE OF OR ATTEND OR SPEAK OR VOTE (WHETHER ON A SHOW OF HANDS OR ON A POLL) AT GENERAL MEETINGS OF THE COMPANY OR AT ANY MEETING OF ANY CLASS OF SHAREHOLDERS OF THE COMPANY. (D) SUBJECT TO THE 2006 ACT, THE COMPANY WILL HAVE THE RIGHT AT ANY TIME TO REDEEM THE DIVIDEND ACCESS SHARE (PROVIDED THAT IT IS CREDITED AS FULLY PAID) AT A PRICE EQUAL TO ITS NOMINAL VALUE (TO BE PAID ON SUCH DATE AS THE DIRECTORS SHALL SELECT AS THE DATE OF REDEMPTION) WITHOUT THE REQUIREMENT TO GIVE NOTICE TO THE HOLDER OF THE DIVIDEND ACCESS SHARE. IF THE HOLDER OF THE DIVIDEND ACCESS SHARE FAILS OR REFUSES TO SURRENDER THE SHARE CERTIFICATE OR INDEMNITY FOR SUCH DIVIDEND ACCESS SHARE (OR FAILS OR REFUSES TO ACCEPT THE REDEMPTION MONEY PAYABLE IN RESPECT OF IT), THE COMPANY WILL PAY THE REDEMPTION MONEY TO A NOMINEE FOR THE HOLDER OF THE DIVIDEND ACCESS SHARE APPOINTED BY ROYAL DUTCH SHELL BUT, NEVERTHELESS, THE DIVIDEND ACCESS SHARE WILL BE REDEEMED AND CANCELLED BY THE COMPANY AND THE COMPANY WILL HAVE NO FURTHER OBLIGATION WHATSOEVER TO THE HOLDER OF THE DIVIDEND ACCESS SHARE. (E) THE DIVIDEND ACCESS SHARE WILL NOT BE REDEEMED OTHERWISE THAN OUT OF DISTRIBUTABLE PROFITS OR THE PROCEEDS OF A FRESH ISSUE OF SHARES MADE FOR THE PURPOSES OF THE REDEMPTION OR OUT OF CAPITAL TO THE EXTENT PERMITTED BY THE 2006 ACT. (F) THE DIVIDEND ACCESS SHARE WILL NOT BE TRANSFERABLE EXCEPT WITH THE PRIOR WRITTEN APPROVAL OF ROYAL DUTCH SHELL. (2) THE RIGHTS ATTACHED TO THE DIVIDEND ACCESS SHARE CAN BE VARIED IF THIS IS APPROVED EITHER IN WRITING BY SHAREHOLDERS HOLDING AT LEAST THREE-QUARTERS OF THE ISSUED ORDINARY SHARES OF THE COMPANY BY AMOUNT (EXCLUDING ANY ORDINARY SHARES HELD AS TREASURY SHARES) OR BY A SPECIAL RESOLUTION PASSED AT A SEPARATE GENERAL MEETING OF THE HOLDERS OF ORDINARY SHARES AND, FOR THE AVOIDANCE OF DOUBT, ANY VARIATION TO THE RIGHTS ATTACHED

TO THE DIVIDEND ACCESS SHARE SO APPROVED SHALL NOT REQUIRE THE APPROVAL OF THE HOLDER OF THE DIVIDEND ACCESS SHARE. (3) NO DIVIDEND SHALL BE DECLARED OR RESOLVED TO BE PAID ON THE DIVIDEND ACCESS SHARE OTHER THAN IN RESPECT OF ANY PERIOD WHERE A DIVIDEND HAS BEEN DECLARED OR RESOLVED TO BE PAID BY ROYAL DUTCH SHELL ON THE ROYAL DUTCH SHELL "B" SHARES.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	3424966442
		Total aggregate nominal value:	342496644.2
		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.



Companies House

COMPANY NAME: BG GROUP LIMITED

COMPANY NUMBER: 03690065

A second filed SH01 was registered on 27/11/2023.