

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 stock
into shares.

THURSDAY



AB785G01

A01

30/06/2022

#17

COMPANIES HOUSE

1 Company details

Company number 0 6 4 0 4 2 7 0

Company name in full Quilter plc

→ 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 2 3 0 5 2 0 2 2

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 |
| Ordinary | 1,638,123,081 | £0.07 | 1,404,105,498 | 8 1/6 pence |
| | | | | |
| | | | | |

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 |
|--|-------------------------|-----------------------------|
| | | |
| | | |
| | | |

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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.

Please use a Statement of Capital continuation page if necessary.

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

| 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 | Redeemable Preference (B Shares) | 1,638,123,081 | 327,624,616.20 | |
| GBP | Ordinary | 1,404,105,498 | 114,668,615.67 | |
| | | | | |
| Totals | | 3,042,228,579 | £442,293,231.87 | £0.00 |

Currency table B

| | | | | |
|---------------|--|--|--|--|
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

Currency table C

| | | | | |
|---------------|--|--|--|--|
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

Totals (including continuation pages)

| Total number of shares | Total aggregate nominal value ❶ | Total aggregate amount unpaid ❶ |
|------------------------|---------------------------------|---------------------------------|
| 3,042,228,579 | £442,293,231.87 | £0.00 |

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

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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 (B Shares)

Prescribed particulars ^①

See attached schedule

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.

Please use a Statement of capital continuation page if necessary.

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

Prescribed particulars ^①

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

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.

SH02 - continuation page

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

| Class of share | B Shares | |
|------------------------|--|---|
| Prescribed particulars | <p>The holders of the B Shares shall not be entitled, in their capacity as holders of such B Shares, to receive notice of any general meeting of the Company nor to attend, speak or vote at any such general meeting. The B Shares shall confer no right to participate in the profits of the Company, save for the right to redemption. On a return of capital on a winding-up (excluding any intra-group reorganisation on a solvent basis), the holders of the B Shares shall be entitled, pari passu with any payment to the holders of the existing preference shares and in priority to every other class of share in the capital of the Company, to 20 pence per B Share held by them in respect of holders on the Company's UK register of members for B Shares and to 401.33300 South African cents per B Share held by them in respect of holders on the Company's South African register of members for B Shares. On a winding-up, the holders of the B Shares shall not be entitled to any further right of participation in the profits or assets of the Company in excess of that specified above. In the event that there is a winding-up to which article 6A(C)(i) applies and the amounts available for payment are insufficient to pay the amounts due on all the B Shares in full, the holders of the B Shares shall be entitled to their pro rata proportion of the amounts to which they would otherwise be entitled. Subject to the provisions of the Act and the articles of association, the Company may elect, by notice issued through the Regulatory News Service of the London Stock Exchange and the Stock Exchange News Service of the Johannesburg Stock Exchange, to redeem, out of the profits available for distribution, the B Shares as follows:</p> <p>(i) The B Shares may be redeemed at such time as the board may in its absolute discretion determine (the Redemption Date). (ii) On redemption of each B Share on the Redemption Date, the Company shall be liable to pay 20 pence to holders on the Company's UK register of members for B Shares and 401.33300 South African cents to holders on the Company's South African register of members for B Shares (the Redemption Amount) to the holder of such B Share registered on the Company's relevant register at the Redemption Date. The Company's liability to pay to such holder the Redemption Amount for each such B Share shall be discharged by the Company by a payment to such holder of the Redemption Amount for each such B Share approximately 10 business days after the Redemption Date. (iii) All B Shares redeemed shall be cancelled and the Company shall not be entitled to re-issue them.</p> | <p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> 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. <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 | Quilter - Corporate |
| | Secretariat |
| Address | Senator House |
| | 85 Queen Victoria Street |
| | |
| Post town | London |
| County/Region | |
| Postcode | E C 4 V 4 A B |
| 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