

# SH02

BLUEPRINT

OneWorld

## 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.

SATURDAY



\*S480G9PC\*

SCT

23/05/2015

#45

COMPANIES HOUSE

### 1 Company details

Company number 9 5 0 0 0

Company name in full LLOYDS BANKING GROUP 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 1 6 0 3 2 0 1 5

### 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
6.0884% Non-Cumulative Preference	10,914	£0.25

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<b>6 Re-conversion</b>			
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

**Statement of capital**

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form.

<b>7 Statement of capital (Share capital in pound sterling (£))</b>				
Please complete the table below to show each share classes held in pound sterling. If all your issued capital is in sterling, only complete Section 7 and then go to Section 10.				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
See attached schedule				£
				£
				£
				£
<b>Totals</b>				£

<b>8 Statement of capital (Share capital in other currencies)</b>				
Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.				
Currency	US Dollar			
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
See attached schedule				
<b>Totals</b>				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
<b>Totals</b>				

❶ Including both the nominal value and any share premium.

❷ Number of shares issued multiplied by nominal value of each share.

❸ Total number of issued shares in this class.

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

## Statement of capital

Please complete the table below to show each class of shares held in other currencies.  
Please complete a separate table for each currency.

Currency	Pounds Sterling			
Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
6% Non-Cumulative Redeemable	0.25	0.00	400	£100.00
Preference				
6.3673% Non-Cumulative Fixed/ Floating Rate Preference	1,000.00	0.00	2,925	£731.25
6.475% Non-Cumulative Preference	1.00	0.00	56,472,211	£14,118,052.75
9.25% Non-Cumulative Irredeemable	1.00	0.00	299,987,729	£74,996,932.25
Preference				
9.75% Non-Cumulative Irredeemable	1.00	0.00	55,740,886	£13,935,221.50
Preference				
Ltd Voting Ordinary	0.10	0.00	80,921,051	£8,092,105.10
Ordinary	0.34	0.00	71,373,735,357	£7,137,373,535.70

① Including both the nominal value and any share premium.

③ E.g. Number of shares issued multiplied by nominal value of each share.

② Total number of issued shares in this class.



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## 9 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital.	<b>① Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	71,868,280,734	
Total aggregate nominal value ①	£7,248,516,678.55 + US\$355,043.75	

## 10 Statement of capital (Prescribed particulars of rights attached to shares) ②

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section 7</b> and <b>Section 8</b> .	<b>② Prescribed particulars of rights attached to shares</b> 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 and any terms or conditions relating to redemption of these shares.  A separate table must be used for each class of share.  Please use a Statement of capital continuation page if necessary.
Class of share	£0.25 6% Non-Cumulative Redeemable Preference	
Prescribed particulars	See attached schedule	
Class of share	£0.25 6.3673% Non-Cumulative Fixed/Floating Rate Preference	
Prescribed particulars	See attached schedule	
Class of share	£0.25 6.475% Non-Cumulative Preference	
Prescribed particulars	See attached schedule	

**Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares**

Class of share	£0.25 9.25% Non-Cumulative Irredeemable Preference
Prescribed particulars	
Class of share	£0.25 9.75% Non-Cumulative Irredeemable Preference
Prescribed particulars	

**● 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 and any terms or conditions relating to redemption of these shares.

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

Please use a Statement of capital continuation page if necessary.

## 11

	I am signing this form on behalf of the company.	
Signature	<div style="text-align: center;"> </div>	
	<p>This form may be signed by:          Director<sup>①</sup>, Secretary, Person authorised<sup>②</sup>, Administrator , Administrative          Receiver, Receiver, Receiver manager, CIC manager.</p>	<p><b>② Societas Europaea</b>          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.</p> <p><b>③ Person authorised</b>          Under either section 270 or 274 of the Companies Act 2006.</p>

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### Statement of capital (Prescribed particulars of rights attached to shares)●

Class of share	£0.25 6% Non-Cumulative Redeemable Preference	
Prescribed particulars	<p>(a) particulars of any voting rights, including rights that only arise in certain circumstances. □ No express rights other than those provided for by general law and in the company's articles from time to time (no such rights currently). □ (b) particulars of any rights as respects dividends, to participate in a distribution. □ Holders shall be entitled (in priority to any payment of dividend on the ordinary shares) to a fixed rate non-cumulative preferential dividend at a rate of 6 per cent. per annum to be paid, if and insofar as there are profits of the company available for such payment, in equal instalments on 1 March, 1 June, 1 September and 1 December, or if such day is not a business day, the first available business day thereafter. No preference dividend shall be payable on such date if the directors have determined that prudent capital ratios would not be maintained if payment of the dividend were made. □ (c) particulars of any rights, as respects capital, to participate in a distribution (including on winding-up). □ On a return of assets on a winding up, the assets of the company available for distribution among the members shall be applied first in repaying the holder of the preference shares and any other preference shares from time to time issued by the company ranking equally therewith in the amounts paid up (or credited as paid up) on such preference shares plus any accrued but unpaid dividends thereon (or as otherwise provided in the terms of such preference shares). □ (d) whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to the redemption of these shares. □ The shares shall be redeemable at the option of the company at such time and date as the directors may determine. □</p>	<p>● Prescribed particulars of rights attached to shares The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ol> <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)●

Class of share	£0.25 6.3673% Non-Cumulative Fixed/Floating Rate Preference	<p>● Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>(a) particulars of any voting rights, including rights that only arise in certain circumstances. □ Holders of GBP 6.3673% non-cumulative preference shares are only entitled to vote on resolutions (i) proposing to vary or abrogate the rights and restrictions attached to the preference shares and (ii) proposing to wind-up or relating to the winding-up of the company. □ Notwithstanding the above, if on the applicable dividend payment date immediately preceding the date of notice of the general meeting of shareholders the dividend has not been paid in full, the holders will have the right to vote on all resolutions, and this right will continue until the company has resumed the payment of dividends in full. □ If entitled to vote, each preference shareholder is entitled to one vote for every GBP 0.25 of nominal value of the preference shares of which he is a holder. □ (b) particulars of any rights as respects dividends, to participate in a distribution. □ Non-cumulative preferential dividends accrue at a rate of 6.3673 per cent. per annum on the liquidation preference (£1000) of each preference share from the issue date to 17 June 2019 and are payable annually in arrear, save for first dividend payment which is short. From and including 17 June 2019 non-cumulative preferential dividends accrue at 1.36 per cent. above three month sterling LIBOR and will be payable quarterly in arrears. □ (c) particulars of any rights, as respects capital, to participate in a distribution (including on winding-up). □ On a return of capital or distribution of assets (whether on winding-up or otherwise) holders of GBP 6.3673% non-cumulative preference shares will rank (i) equally with the holders of the most senior class of preference shares and any other class of shares of the company in issue or which may be issued by the company which are expressed to rank equally with the preference shares and (ii) in priority to the holders of all other classes of share capital of the company. Subject to such ranking, holders will be entitled to: (i) £1000 per preference share; (ii) any dividend due for payment on or after the date of the commencement of any winding-up or other return of capital but which relates to a period ending on or before that date; and (iii) the proportion of any dividend in respect of a period that begins before, but ends after, the date of the commencement of any winding-up or other return of capital and is attributable to the part of the period that ends on such date. □ (d) whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to the redemption of these shares. □ Subject to applicable law and the approval of the FSA, the company may at its election redeem some or all of the preference shares on the first call date, and thereafter on each dividend payment date at the redemption price specified. □</p>	



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10	Statement of capital (Prescribed particulars of rights attached to shares) <sup>①</sup>	
Class of share	£0.25 6.475% Non-Cumulative Preference	
Prescribed particulars	<p>(a) particulars of any voting rights, including rights that only arise in certain circumstances. <input type="checkbox"/> Holders of GBP 6.475% non-cumulative preference shares are only entitled to vote on resolutions (i) proposing to vary or abrogate the rights and restrictions attached to the preference shares and (ii) proposing to wind-up or relating to the winding-up of the company. <input type="checkbox"/> Notwithstanding the above, if on the applicable dividend payment date immediately preceding the date of notice of the general meeting of shareholders the dividend has not been paid in full, the holders will have the right to vote on all resolutions, and this right will continue until the company has resumed the payment of dividends in full. <input type="checkbox"/> If entitled to vote, each preference shareholder is entitled to one vote for every GBP 0.25 of nominal value of the preference shares of which he is a holder. <input type="checkbox"/> (b) particulars of any rights as respects dividends, to participate in a distribution. <input type="checkbox"/> Non-cumulative preferential dividends accrue at a rate of 6.475 per cent. per annum on the liquidation preference (£1) of each preference share from the issue date and are payable semi-annually in arrear, save for first dividend payment which is short. <input type="checkbox"/> (c) particulars of any rights, as respects capital, to participate in a distribution (including on winding-up). <input type="checkbox"/> On a return of capital or distribution of assets (whether on winding-up or otherwise) holders of GBP 6.475% non-cumulative preference shares will rank (i) equally with the holders of the most senior class of preference shares and any other class of shares of the company in issue or which may be issued by the company which are expressed to rank equally with the preference shares and (ii) in priority to the holders of all other classes of share capital of the company. Subject to such ranking, holders will be entitled to: (i) £1 per preference share; (ii) any dividend due for payment on or after the date of the commencement of any winding-up or other return of capital but which relates to a period ending on or before that date; and (iii) the proportion of any dividend in respect of a period that begins before, but ends after, the date of the commencement of any winding-up or other return of capital and is attributable to the part of the period that ends on such date. <input type="checkbox"/> (d) whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to the redemption of these shares. <input type="checkbox"/> Subject to applicable law and the approval of the FSA, the company may at its election redeem some or all of the preference shares on 15 September 2024, and thereafter on the dividend payment date falling on each fifth anniversary of such date at the redemption price specified. <input type="checkbox"/></p>	

**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 and any terms or conditions relating to redemption of these shares.

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

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## Statement of capital (Prescribed particulars of rights attached to shares)●

Class of share	£0.25 9.25% Non-Cumulative Irredeemable Preference	● Prescribed particulars of rights attached to shares The particulars are:
Prescribed particulars	<p>(a) particulars of any voting rights, including rights that only arise in certain circumstances. <input type="checkbox"/> Holders of GBP 9.25% non-cumulative preference shares are only entitled to vote on resolutions (i) proposing to vary or abrogate the rights and restrictions attached to the preference shares and (ii) proposing to wind-up or relating to the winding-up of the company. <input type="checkbox"/> Notwithstanding the above, if on the applicable dividend payment date immediately preceding the date of notice of the general meeting of shareholders the dividend has not been paid in full, the holders will have the right to vote on all resolutions, and this right will continue until the company has resumed the payment of dividends in full. <input type="checkbox"/> If entitled to vote, each preference shareholder is entitled to one vote for every GBP 0.25 of nominal value of the preference shares of which he is a holder. <input type="checkbox"/> (b) particulars of any rights as respects dividends, to participate in a distribution <input type="checkbox"/> Non-cumulative preferential dividends accrue at a rate of 9.25 per cent. per annum on the liquidation preference (£1) of each preference share from the issue date and are payable semi-annually in arrear, save for first dividend payment which is short. <input type="checkbox"/> (c) particulars of any rights, as respects capital, to participate in a distribution (including on winding-up) <input type="checkbox"/> On a return of capital or distribution of assets (whether on winding-up or otherwise) holders of GBP 9.25% non-cumulative preference shares will rank (i) equally with the holders of the most senior class of preference shares and any other class of shares of the company in issue or which may be issued by the company which are expressed to rank equally with the preference shares and (ii) in priority to the holders of all other classes of share capital of the company. Subject to such ranking, holders will be entitled to: (i) £1 per preference share; (ii) any dividend due for payment on or after the date of the commencement of any winding-up or other return of capital but which relates to a period ending on or before that date; and (iii) the proportion of any dividend in respect of a period that begins before, but ends after, the date of the commencement of any winding-up or other return of capital and is attributable to the part of the period that ends on such date. <input type="checkbox"/> (d) whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to the redemption of these shares. <input type="checkbox"/> The preference shares are irredeemable. <input type="checkbox"/></p>	<p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</p> <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)●

Class of share	£0.25 9.75% Non-Cumulative Irredeemable Preference	● Prescribed particulars of rights attached to shares The particulars are:
Prescribed particulars	<p>(a) particulars of any voting rights, including rights that only arise in certain circumstances. <input type="checkbox"/> Holders of GBP 9.75% non-cumulative preference shares are only entitled to vote on resolutions (i) proposing to vary or abrogate the rights and restrictions attached to the preference shares and (ii) proposing to wind-up or relating to the winding-up of the company. <input type="checkbox"/> Notwithstanding the above, if on the applicable dividend payment date immediately preceding the date of notice of the general meeting of shareholders the dividend has not been paid in full, the holders will have the right to vote on all resolutions, and this right will continue until the company has resumed the payment of dividends in full. <input type="checkbox"/> If entitled to vote, each preference shareholder is entitled to one vote for every GBP 0.25 of nominal value of the preference shares of which he is a holder. <input type="checkbox"/> (b) particulars of any rights as respects dividends, to participate in a distribution. <input type="checkbox"/> Non-cumulative preferential dividends accrue at a rate of 9.75 per cent. per annum on the liquidation preference (£1) of each preference share from the issue date and are payable semi-annually in arrear, save for first dividend payment which is short. <input type="checkbox"/> (c) particulars of any rights, as respects capital, to participate in a distribution (including on winding-up). <input type="checkbox"/> On a return of capital or distribution of assets (whether on winding-up or otherwise) holders of GBP 9.75% non-cumulative preference shares will rank (i) equally with the holders of the most senior class of preference shares and any other class of shares of the company in issue or which may be issued by the company which are expressed to rank equally with the preference shares and (ii) in priority to the holders of all other classes of share capital of the company. Subject to such ranking, holders will be entitled to: (i) £1 per preference share; (ii) any dividend due for payment on or after the date of the commencement of any winding-up or other return of capital but which relates to a period ending on or before that date; and (iii) the proportion of any dividend in respect of a period that begins before, but ends after, the date of the commencement of any winding-up or other return of capital and is attributable to the part of the period that ends on such date. <input type="checkbox"/> (d) whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to the redemption of these shares. <input type="checkbox"/> The preference shares are irredeemable. <input type="checkbox"/></p>	<p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</p> <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)●

Class of share	£0.10 Ltd Voting Ordinary	
Prescribed particulars	<p>(a) particulars of any voting rights, including rights that only arise in certain circumstances. <input type="checkbox"/> Holders of Limited Voting Shares may only vote on resolutions which concern (i) the approval of certain acquisitions or disposals; (ii) the variation of the rights attaching to Limited Voting Shares; or (iii) the winding-up of the company. If entitled to vote each Limited Voting Share carries one vote on a poll. <input type="checkbox"/> (b) particulars of any rights as respects dividends, to participate in a distribution. <input type="checkbox"/> The Limited Voting Shares do not confer any right on the holders to participate in any distribution of the profits of the company by way of dividend. <input type="checkbox"/> (c) particulars of any rights, as respects capital, to participate in a distribution (including on winding-up). <input type="checkbox"/> On a winding-up, the liquidator may, with the authority of a shareholder resolution, divide among the members the assets of the company. Limited Voting Shares rank equally with Ordinary Shares for this purpose. No other rights except as provided by law. <input type="checkbox"/> (d) whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to the redemption of these shares. <input type="checkbox"/> The shares are not redeemable. <input type="checkbox"/></p>	<p>● Prescribed particulars of rights attached to shares The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ol> <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	£0.10 Ordinary	
Prescribed particulars	<p>(a) particulars of any voting rights, including rights that only arise in certain circumstances. <input type="checkbox"/> Each share carries the right to one vote on a poll. <input type="checkbox"/> (b) particulars of any rights as respects dividends, to participate in a distribution. <input type="checkbox"/> All dividends shall be declared and paid according to the amounts paid up on the shares. <input type="checkbox"/> (c) particulars of any rights, as respects capital, to participate in a distribution (including on winding-up). <input type="checkbox"/> On a winding-up the liquidator may, with the authority of a shareholder resolution, divide among the members the assets of the company. No other rights except as provided by law. <input type="checkbox"/> (d) whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to the redemption of these shares. <input type="checkbox"/> The shares are not redeemable. <input type="checkbox"/></p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <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)●

Class of share	US\$0.25 5.92% Non-Cumulative Fixed/Floating Rate Callable Preference	
Prescribed particulars	<p>(a) particulars of any voting rights, including rights that only arise in certain circumstances. <input type="checkbox"/> Holders of USD 5.92% non-cumulative preference shares are only entitled to vote on resolutions (i) proposing to vary or abrogate the rights and restrictions attached to the preference shares and (ii) proposing to wind-up or relating to the winding-up of the company. <input type="checkbox"/> Notwithstanding the above, if on the applicable dividend payment date immediately preceding the date of notice of the general meeting of shareholders the dividend has not been paid in full, the holders will have the right to vote on all resolutions, and this right will continue until the company has resumed the payment of dividends in full. <input type="checkbox"/> If entitled to vote, each preference shareholder is entitled to one vote for every USD 0.25 of nominal value of the preference shares of which he is a holder. <input type="checkbox"/> (b) particulars of any rights as respects dividends, to participate in a distribution. <input type="checkbox"/> Non cumulative preferential dividends accrue at a rate of 5.92 per cent. per annum on the liquidation preference (\$1000) of each share from the issue date to 1 October 2015 and are payable semi-annually in arrear, save for first coupon payment which is short. From and including 1 October 2015 non-cumulative preferential dividends accrue at 1.295 per cent. above three month USD LIBOR and will be payable quarterly in arrear. <input type="checkbox"/> (c) particulars of any rights, as respects capital, to participate in a distribution (including on winding-up). <input type="checkbox"/> On a return of capital or distribution of assets (whether on winding-up or otherwise) holders of USD 5.92% non-cumulative preference shares will rank (i) equally with the holders of the most senior class of preference shares and any other class of shares of the company in issue or which may be issued by the company which are expressed to rank equally with the preference shares and (ii) in priority to the holders of all other classes of share capital of the company. Subject to such ranking, holders will be entitled to: (i) USD 1000 per preference share; (ii) any dividend due for payment on or after the date of the commencement of any winding-up or other return of capital but which relates to a period ending on or before that date; and (iii) the proportion of any dividend in respect of a period that begins before, but ends after, the date of the commencement of any winding-up or other return of capital and is attributable to the part of the period that ends on such date. <input type="checkbox"/> (d) whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to the redemption of these shares. <input type="checkbox"/> Subject to applicable law and the approval of the FSA, the company may at its election redeem some or all of the preference shares on 1 October 2015, and thereafter on the dividend payment date falling on or about the tenth anniversary thereof at the</p>	<p>● Prescribed particulars of rights attached to shares The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ol> <p>A separate table must be used for each class of share.</p>

## SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or  
re-conversion of stock into shares

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### Statement of capital (Prescribed particulars of rights attached to shares)<sup>①</sup>

Class of share	US\$0.25 5.92% Non-Cumulative Fixed/Floating Rate Callable Preference (Continued)
Prescribed particulars	<p>redemption price specified. <input type="checkbox"/></p> <p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p>

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Notice of consolidation, sub-division, redemption of shares or  
re-conversion of stock into shares

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## Statement of capital (Prescribed particulars of rights attached to shares)①

Class of share	US\$0.25 6.413% Non-Cumulative Fixed/Floating Rate Callable Preference	
Prescribed particulars	<p>a) particulars of any voting rights, including rights that only arise in certain circumstances. <input type="checkbox"/> Holders of USD 6.413% non-cumulative preference shares are only entitled to vote on resolutions (i) proposing to vary or abrogate the rights and restrictions attached to the preference shares and (ii) proposing to wind-up or relating to the winding-up of the company. <input type="checkbox"/> Notwithstanding the above, if on the applicable dividend payment date immediately preceding the date of notice of the general meeting of shareholders the dividend has not been paid in full, the holders will have the right to vote on all resolutions, and this right will continue until the company has resumed the payment of dividends in full. <input type="checkbox"/> If entitled to vote, each preference shareholder is entitled to one vote for every USD 0.25 of nominal value of the preference shares of which he is a holder. <input type="checkbox"/> (b) particulars of any rights as respects dividends, to participate in a distribution. <input type="checkbox"/> Non-cumulative preferential dividends accrue at a rate of 6.413 per cent. per annum on the liquidation preference (\$1000) of each preference share from the issue date to 1 October 2035 and are payable semi-annually in arrear, save for the first dividend payment which is short. From and including 1 October 2035 non-cumulative preferential dividends accrue at 1.495 per cent. above three month USD LIBOR and will be payable quarterly in arrear. <input type="checkbox"/> (c) particulars of any rights, as respects capital, to participate in a distribution (including on winding-up). <input type="checkbox"/> On a return of capital or distribution of assets (whether on winding-up or otherwise) holders of USD 6.413% non-cumulative preference shares will rank (i) equally with the holders of the most senior class of preference shares and any other class of shares of the company in issue or which may be issued by the company which are expressed to rank equally with the preference shares and (ii) in priority to the holders of all other classes of share capital of the company. Subject to such ranking, holders will be entitled to: (i) USD 1000 per preference share; (ii) any dividend due for payment on or after the date of the commencement of any winding-up or other return of capital but which relates to a period ending on or before that date; and (iii) the proportion of any dividend in respect of a period that begins before, but ends after, the date of the commencement of any winding-up or other return of capital and is attributable to the part of the period that ends on such date. <input type="checkbox"/> (d) whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to the redemption of these shares. <input type="checkbox"/> Subject to applicable law and the approval of the FSA, the company may at its election redeem some or all of the preference shares on 1 October 2035, and thereafter on any dividend payment date at the redemption price specified. <input type="checkbox"/></p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ol> <p>A separate table must be used for each class of share.</p>



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Notice of consolidation, sub-division, redemption of shares or  
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### Statement of capital (Prescribed particulars of rights attached to shares)●

Class of share	US\$0.25 6.657% Non-Cumulative Fixed/Floating Rate Callable Preference	● Prescribed particulars of rights attached to shares The particulars are:
Prescribed particulars	<p>(a) particulars of any voting rights, including rights that only arise in certain circumstances. <input type="checkbox"/> Holders of USD 6.657% non-cumulative preference shares are only entitled to vote on resolutions (i) proposing to vary or abrogate the rights and restrictions attached to the preference shares and (ii) proposing to wind-up or relating to the winding-up of the company. <input type="checkbox"/> Notwithstanding the above, if on the applicable dividend payment date immediately preceding the date of notice of the general meeting of shareholders the dividend has not been paid in full, the holders will have the right to vote on all resolutions, and this right will continue until the company has resumed the payment of dividends in full. <input type="checkbox"/> If entitled to vote, each preference shareholder is entitled to one vote for every USD 0.25 of nominal value of the preference shares of which he is a holder. <input type="checkbox"/> (b) particulars of any rights as respects dividends, to participate in a distribution. <input type="checkbox"/> Non-cumulative preferential dividends accrue at a rate of 6.657 per cent. per annum on the liquidation preference (\$1000) of each preference share from the issue date to 21 May 2037 and are payable semi-annually in arrear, save for first dividend payment which is short. From and including 21 May 2037 non-cumulative preferential dividends accrue at 1.27 per cent. above three month USD LIBOR and will be payable quarterly in arrear. <input type="checkbox"/> (c) particulars of any rights, as respects capital, to participate in a distribution (including on winding-up). <input type="checkbox"/> On a return of capital or distribution of assets (whether on winding-up or otherwise) holders of USD 6.657% non-cumulative preference shares will rank (i) equally with the holders of the most senior class of preference shares and any other class of shares of the company in issue or which may be issued by the company which are expressed to rank equally with the preference shares and (ii) in priority to the holders of all other classes of share capital of the company. Subject to such ranking, holders will be entitled to: (i) USD 1000 per preference share; (ii) any dividend due for payment on or after the date of the commencement of any winding-up or other return of capital but which relates to a period ending on or before that date; and (iii) the proportion of any dividend in respect of a period that begins before, but ends after, the date of the commencement of any winding-up or other return of capital and is attributable to the part of the period that ends on such date. <input type="checkbox"/> (d) whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to the redemption of these shares. <input type="checkbox"/> Subject to applicable law and the approval of the FSA, the company may at its election redeem some or all of the preference shares on 21 May 2037, and thereafter on any dividend payment date at the redemption price specified. <input type="checkbox"/></p>	<p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</p> <p>A separate table must be used for each class of share.</p>

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Notice of consolidation, sub-division, redemption of shares or  
re-conversion of stock into shares

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### Statement of capital (Prescribed particulars of rights attached to shares)<sup>●</sup>

Class of share	US\$0.25 Fixed/Floating Rate Non-Cumulative Callable Preference
Prescribed particulars	<p>(a) particulars of any voting rights, including rights that only arise in certain circumstances. <input type="checkbox"/> Holders of USD 6.267% non-cumulative preference shares are only entitled to vote on resolutions (i) proposing to vary or abrogate the rights and restrictions attached to the preference shares and (ii) proposing to wind-up or relating to the winding-up of the company. <input type="checkbox"/> Notwithstanding the above, if on the applicable dividend payment date immediately preceding the date of notice of the general meeting of shareholders the dividend has not been paid in full, the holders will have the right to vote on all resolutions, and this right will continue until the company has resumed the payment of dividends in full. <input type="checkbox"/> If entitled to vote, each preference shareholder is entitled to one vote for every USD 0.25 of nominal value of the preference shares of which he is a holder. <input type="checkbox"/> (b) particulars of any rights as respects dividends, to participate in a distribution. <input type="checkbox"/> Non-cumulative preferential dividends accrue at a rate of 6.267 per cent. per annum on the liquidation preference (\$1000) of each preference share from 14 May 2007 to 14 November 2016 and are payable quarterly in arrear. After 14 November 2016 non-cumulative preferential dividends accrue at a floating rate of 1.035 per cent. above three month USD LIBOR and are payable quarterly in arrear. <input type="checkbox"/> (c) particulars of any rights, as respects capital, to participate in a distribution (including on winding-up). <input type="checkbox"/> On a return of capital or distribution of assets (whether on winding-up or otherwise) holders of USD 6.267% non-cumulative preference shares will rank (i) equally with the holders of the most senior class of preference shares and any other class of shares of the company in issue or which may be issued by the company which are expressed to rank equally with the preference shares and (ii) in priority to the holders of all other classes of share capital of the company. Subject to such ranking, holders will be entitled to: (i) USD 1000 per preference share; (ii) any dividend due for payment on or after the date of the commencement of any winding-up or other return of capital but which relates to a period ending on or before that date; and (iii) the proportion of any dividend in respect of a period that begins before, but ends after, the date of the commencement of any winding-up or other return of capital and is attributable to the part of the period that ends on such date. <input type="checkbox"/> (d) whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to the redemption of these shares. <input type="checkbox"/> Subject to applicable law and the approval of the FSA, the company may at its election redeem some or all of the preference shares on 14 November 2016, and thereafter on any quarterly dividend payment date at the redemption price specified. <input type="checkbox"/> Subject to applicable law and the approval of the FSA, the company may at its election redeem all but not some</p>

#### ● 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 and any terms or conditions relating to redemption of these shares.

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

## SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or  
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### Statement of capital (Prescribed particulars of rights attached to shares)<sup>①</sup>

Class of share	US\$0.25 Fixed/Floating Rate Non-Cumulative Callable Preference (Continued)	
Prescribed particulars	of the preference shares at any time prior to 14 November 2016 if certain regulatory events occur at the redemption price specified.□	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p>

## SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



### 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 GROUP SECRETARIAT

Address 25 GRESHAM STREET

Post town LONDON

County/Region

Postcode E C 2 V 7 H N

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