

SH01

Return of allotment of shares

BLUEPRINT

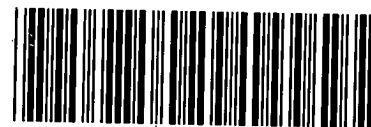
OneWorld

**Go online to file this information**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 subscription on formation of the company or for an allotment of a new class of shares by an unlimited company.

THURSDAY



SCT *S7EVY680* 20/09/2018 #337
COMPANIES HOUSE

1 Company details

Company number S C 0 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 Allotment dates

From Date d 1 d 0 m 0 m 9 y 2 y 0 y 1 y 8

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 ②	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	2,987,733	0.10	0.10	0.00
GBP	ORDINARY	3,251,045	0.10	0.58735	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.

Continuation page
Please use a continuation page if necessary.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

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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'.

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
Currency table A				
GBP	See attached schedule			
		Totals		

Currency table B				
USD	See attached schedule			
		Totals		

Currency table C				
		Totals		

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
71,551,861,080	£7,216,935,814.65 + US\$202,290.00	£0.00 + US\$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

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
GBP	6% Non-Cumulative Redeemable Preference	400	£100.00	
GBP	6.3673% Non-Cumulative Fixed/Floating Rate Preference	2,925	£731.25	
GBP	6.475% Non-Cumulative Preference	56,472,211	£14,118,052.75	
GBP	9.25% Non-Cumulative Irredeemable Preference	299,987,729	£74,996,932.25	
GBP	9.75% Non-Cumulative Irredeemable Preference	55,740,886	£13,935,221.50	
GBP	Ordinary	71,138,847,769	£7,113,884,776.90	
Totals		71,551,051,920	£7,216,935,814.65	£0.00

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Return of allotment of shares

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Statement of capital

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

Currency <small>Complete a separate table for each currency</small>	Class of shares <small>E.g. Ordinary/Preference etc.</small>	Number of shares	Aggregate nominal value (£, €, \$, etc) <small>Number of shares issued multiplied by nominal value</small>	Total aggregate amount unpaid, if any (£, €, \$, etc) <small>Including both the nominal value and any share premium</small>
USD	6.413% Non-Cumulative Fixed/Floating Rate Callable Preference	374,810	US\$93,702.50	
USD	6.657% Non-Cumulative Fixed/Floating Rate Callable Preference	434,350	US\$108,587.50	
Totals		809,160	US\$202,290.00	US\$0.00

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share 6% Non-Cumulative Redeemable Preference

Prescribed particulars 1 See attached schedule

Class of share 6.3673% Non-Cumulative Fixed/Floating Rate Preference

Prescribed particulars 1 See attached schedule

Class of share 6.475% Non-Cumulative Preference

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.

Continuation page

Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director ~~Secretary~~ Person authorised ~~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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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	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>	

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

Class of share	6.3673% Non-Cumulative Fixed/Floating Rate Preference	
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 arrears, 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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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	6.475% Non-Cumulative Preference
Prescribed particulars	<p>(a) particulars of any voting rights, including rights that only arise in certain circumstances. 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. 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 6.475 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. (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 6.475% 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. (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 15 September 2024, and thereafter on the dividend payment date falling on each fifth anniversary of such date at the redemption price specified.</p>

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

Class of share	9.25% Non-Cumulative Irredeemable Preference	
Prescribed particulars	<p>(a) particulars of any voting rights, including rights that only arise in certain circumstances. 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. 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 distributionNon-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. (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 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. (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 preference shares are irredeemable.</p>	

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

Class of share	9.75% Non-Cumulative Irredeemable Preference
Prescribed particulars	<p>(a) particulars of any voting rights, including rights that only arise in certain circumstances. 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. 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 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. (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 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. (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 preference shares are irredeemable.</p>

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

Class of share	Ordinary	
Prescribed particulars	<p>(a) particulars of any voting rights, including rights that only arise in certain circumstances. Each share carries the right to one vote on a poll. (b) particulars of any rights as respects dividends, to participate in a distribution. All dividends shall be declared and paid according to the amounts paid up on the shares. (c) particulars of any rights, as respects capital, to participate in a distribution (including on winding-up). 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. (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 are not redeemable.</p>	

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

Class of share	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. 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. 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 USD 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 6.413 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. (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 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. (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 1 October 2035; and thereafter on any dividend payment date at the redemption price specified.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	6.657% Non-Cumulative Fixed/Floating Rate Callable Preference	
Prescribed particulars	<p>(a) particulars of any voting rights, including rights that only arise in certain circumstances. 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. 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 USD 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 6.657 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. (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 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. (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 21 May 2037, and thereafter on any dividend payment date at the redemption price specified.</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

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 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
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