

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **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 subscri-
on formation of the company or
for an allotment of a new class of
shares by an unlimited company.

TUESDAY



SAGXXGSK
SCT 19/01/2010 332
COMPANIES HOUSE
SCT 06/01/2010 1000
COMPANIES HOUSE

1 Company details

Company number S C 2 1 8 8 1 3

Company name in full HBOS PLC

→ **Filing in this form**
Please complete in typescript or in
bold black capitals.
All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date ^d1 ^d8 ^m1 ^m2 ^y2 ^y0 ^y0 ^y9
To Date ^d1 ^d8 ^m1 ^m2 ^y2 ^y0 ^y0 ^y9

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.

2 Currency
If currency details are not
completed we will assume currency
is in pound sterling.

Class of shares (E.g. Ordinary/Preference etc.)	Currency ²	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
Preference Shares	Pound Sterling	100	£1.00	£1.00	£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.

Details of non-cash
consideration.
If a PLC, please attach
valuation report (if
appropriate)

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Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return.

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	£1.28	£0.00	15,047,163,337	£ 3,761,790,834.25
Non-voting deferred	£0.25	£0.00	1	£ 0.25
Preference Shares	£1.00	£0.00	100	£ 100.00
				£
Totals			15,047,163,438	£ 3,761,790,934.50

5 Statement of capital (Share capital in other currencies)

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

Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares 15,047,163,438

Total aggregate nominal value ④ £3,761,790,934.50

④ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

① Including both the nominal value and any share premium.

② E.g. Number of shares issued multiplied by nominal value of each share.

③ Total number of issued shares in this class.

Continuation Pages

Please use a Statement of Capital continuation page if necessary.

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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 statement of capital share tables in Section 4 and Section 5 .		<p>Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances; b particulars of any rights, as respects dividends, to participate in a distribution; c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p> <p>Continuation page Please use a <i>Statement of Capital</i> continuation page if necessary.</p>
Class of share	Ordinary Shares	
Prescribed particulars ①	Each share carries the right to one vote on a poll. All dividends shall be declared and paid according to the amounts paid up on the shares subject to the rights of any other class of shares. On a winding-up, the assets of the company left after paying its liabilities will be distributed to the ordinary shareholders in proportion to the amounts paid up on the shares. No other rights except as provided by law. The shares are not redeemable.	
Class of share	Deferred Share	
Prescribed particulars ①	The Deferred Share does not entitle the holder to vote. The Deferred Share does not entitle the holder to receive any distribution or dividend declared. The holder of the Deferred Share is entitled to participate in the return of assets on winding-up, such entitlement to be limited to the amount paid up in respect of each share and to be paid only after the holders of all other classes of shares have received the amount paid up on such shares. The Deferred Share is not redeemable.	
Class of share	GBP 6% Non-cumulative Redeemable Preference Shares	
Prescribed particulars ①	Please refer to continuation page.	

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Signature

I am signing this form on behalf of the company.		<p>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.</p> <p>Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>
Signature	<p>Signature</p>  <p>This form may be signed by: Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</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	LISA CHANG
Company name	LINKLATERS LLP
Address	ONE SILK STREET
Post town	LONDON
County/Region	
Postcode	E C 2 Y 8 H Q
Country	UNITED KINGDOM
DX	
Telephone	0207 456 2838



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 appropriate 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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
DX 481 N.R. Belfast 1.



Further information

For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email 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

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	GBP 6% Non-cumulative Redeemable Preference Shares	
Prescribed particulars	<p>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).</p>	
	<p>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, such a day being one where the banks of London are open for business. 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.</p>	
	<p>On return of assets on winding up, the assets of the company available for distribution among the members shall be applied:</p>	
	<p>first, by repaying any holder of any preference shares expressed to rank equally with or senior to the obligations of the company pursuant to its guarantee of the obligations of HBOS Capital Funding No.3 LP and/or HBOS Capital Funding No.4 LP in the amounts paid up (or credited as paid up) on such share plus any accrued but unpaid dividends thereon (or as otherwise provided in the terms of such preference shares); and</p>	
	<p>second, 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 share plus any accrued but unpaid dividends thereon (or as otherwise provided in the terms of such shares).</p>	
	<p>The preference shares shall be redeemable at the option of the company at such time and date as the directors may determine.</p>	