

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

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Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

87

299128

Name of Company

THE LCH GROUP

Limited*

*delete if
inappropriatehereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~ordinary~~†delete as
appropriate~~extraordinary~~ [special]† resolution of the company dated 20th July 1983the nominal capital of the company has been increased by the addition thereto of the sum of
£ 399,950 beyond the registered capital of £ 10,000

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolutionA printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
40,000	First Redeemable Cumulative Preference Shares	£1
359,950	Second Redeemable Cumulative Preference Shares	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:Please tick here if
continued overleaf

X

†delete as
appropriate

Signed

[Director] [Secretary]† Date 5 August 1983

Presenter's name, address and
reference (if any):
Wedlake Bell,
16 Bedford Street,
Covent Garden,
London WC2E 9HF.

(JB)

For official use
General section

Post room

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The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued (continued).

The First Redeemable Cumulative Preference Shares shall have attached thereto the rights and privileges and be subject to the restrictions and provisions set out below namely:-

(1) The right to receive out of the profits of the Company which it shall from time to time be determined to distribute by way of dividend in priority to any payment of dividend to the holders of any other classes of shares in the capital of the Company a fixed cumulative preferential dividend at the rate of 9 per centum per annum (plus any associated tax credit) on the capital paid up or credited as paid up on the First Redeemable Cumulative Preference Shares.

(2) The right upon a winding-up or upon a repayment of capital to repayment of the capital paid up or credited as paid up on the First Redeemable Cumulative Preference Shares together with a sum equivalent to all arrears (if any) of the said fixed cumulative dividend thereon whether earned or declared or not to the date of commencement of the winding up in priority to any other classes of shares in the capital of the Company.

(3) The First Redeemable Cumulative Preference Shares shall not confer any further or other rights to participate in profits or assets.

(4) The holders of the First Redeemable Cumulative Preference Shares shall not be entitled to vote at any Meeting of the Company except on a resolution directly and adversely affecting any of the special rights or privileges attached to the First Redeemable Cumulative Preference Shares or on a resolution to wind up the Company and shall not be entitled to receive notices of or to attend any meeting of the Company other than one convened for the purposes of considering any such resolution as aforesaid.

(5) The following provisions shall apply in regard to the redemption of the First Redeemable Cumulative Preference Shares:-

(A) The Company shall, subject to the provisions of the Companies Act 1981 and every other law for the time being affecting the Company redeem at par 10,000 of the First Redeemable Cumulative Preference Shares hereby created and issued pursuant to the Agreement referred to in paragraph D hereof on each of the following dates namely 30th April 1984, 30th April 1985, 30th April 1986 and 30th April 1987. Upon the issue of such shares the Company shall designate the denoting numbers of the shares to be redeemed on each such date.

(B) Upon each date fixed by paragraph (A) above for redemption of the First Redeemable Cumulative Preference Shares the holders of the Shares to be redeemed thereon shall be bound to deliver to the Company at its registered office for the time being the certificates for such shares in order that the same may be cancelled. Upon such delivery the Company shall pay to such holders the amount due to them in respect of such redemption. If any certificate so delivered to the Company includes any shares not redeemable on that occasion, a balance certificate for such shares shall be issued to the holder delivering such certificate to the Company.

(C) There shall be paid on each First Redeemable Cumulative Preference Share redeemed the amount paid up or credited as paid up thereon together also with a sum equal to any arrears or deficiency of the fixed dividend thereon to be calculated down to the date fixed for redemption and to be payable irrespective of whether or not such dividend has been declared or earned.

(D) As from the date fixed for redemption of any First Redeemable Cumulative Preference Shares dividend shall cease to accrue on the shares except on any such share in respect of which, upon the presentation of the certificate relating thereto, payment of the money due at such redemption shall be refused.

(6) No further shares ranking in priority to or pari passu as regards participation in the profits and assets of the Company with the said First Redeemable Cumulative Preference Shares shall at any time be created without the consent of an Extraordinary Resolution of a class meeting of the holders of such last-mentioned shares which may be issued and outstanding.

The Second Redeemable Cumulative Preference Shares shall have attached thereto the rights and privileges and be subject to the restrictions and provisions set out below namely:-

(1) The right to receive out of the profits of the Company which it shall from time to time be determined to distribute by way of dividend in priority to any payment of dividend to the holders of any other classes of shares in the capital of the Company apart from the First Redeemable Cumulative Preference Shares a fixed cumulative preferential dividend at the rate of 9 per centum per annum (plus any associated tax credit) on the capital paid up or credited as paid up on the Second Redeemable Cumulative Preference Shares.

(2) The right upon a winding up or upon a repayment of capital to repayment of the capital paid up or credited as paid up on the Second Redeemable Cumulative Preference Shares together with a sum equivalent to all arrears (if any) of the said fixed cumulative dividend thereon whether earned or declared or not to the date of commencement of the winding up in priority to any other classes of shares in the capital of the Company apart from the First Redeemable

Cumulative Preference Shares.

(3) The Second Redeemable Cumulative Preference Shares shall not confer any further or other rights to participate in profits or assets.

(4) The holders of the Second Redeemable Cumulative Preference Shares shall not be entitled to vote at any Meeting of the Company except on a resolution directly and adversely affecting any of the special rights or privileges attached to the Second Redeemable Cumulative Preference Shares or on a resolution to wind up the Company and shall not be entitled to receive notices of or to attend any meeting of the Company other than one convened for the purposes of considering any such resolution as aforesaid.

(5) The following provisions shall apply in regard to the redemption of the Second Redeemable Cumulative Preference Shares:-

(A) The Company shall on a date fixed by the Company not being more than 6 months after the date of the death of any person to whom any Second Redeemable Cumulative Preference Shares are allotted by the Company or, if later, on a date fixed by the Company not being more than 3 months after the Company has received evidence reasonably satisfactory to it of the death of such person redeem at par all the Second Redeemable Cumulative Preference Shares allotted to that person whether or not such person is then the registered holder of all or any of such shares. Upon fixing a date for redemption under this paragraph the Company shall give notice of redemption to the holders of the particular shares to be redeemed.

(B) Any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in order that the same may be cancelled. Upon such delivery the Company shall pay to such holders the amount due to them in respect of such redemption. If any certificate so delivered to the Company includes any shares not redeemable on that occasion, a balance certificate for such shares shall be issued to the holder delivering such certificate to the Company.

(C) There shall be paid on each Second Redeemable Cumulative Preference Share redeemed the amount paid up or credited as paid up thereon together also with a sum equal to any arrears or deficiency of the fixed dividend thereon to be calculated down to the date fixed for redemption and to be payable irrespective of whether or not such dividend has been declared or earned.

(D) As from the date fixed for redemption of any Second Redeemable Cumulative Preference Shares dividend shall cease to accrue on the shares except on any such share in respect of which, upon the presentation of the certificate relating thereto, payment of the money due at such redemption shall be refused.

(6) No further shares ranking in priority to or pari passu as regards participation in the profits and assets of the Company with the said Second Redeemable Cumulative Preference Shares shall at any time be created (apart from the First Redeemable Cumulative Preference Shares created by this resolution) without the consent of an Extraordinary Resolution of a class meeting of the holders of the Second Redeemable Cumulative Preference Shares which may be issued and outstanding.