In accordance with Section 708 of the Companies Act 2006.

SH06

Notice of cancellation of shares

Companies House

THURSDAY

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A05 04/04/2024 #322

COMPANIES HOUSE

✓ **What this form is for**
You may use this form to give notice of a cancellation of shares by a limited company on purchase

✗ **What this form is NOT for**
You cannot use this form to give notice of a cancellation of shares held by a public compan under section 663 of the Companies Act 2006. To do this, please use form SH07.

1 Company details

Company number	0 0 9 6 6 4 2 5
Company name in full	Standard Chartered 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 cancellation

Date of cancellation	d1 d1 m0 m3 y2 y0 y2 y4

3 Shares cancelled

Class of shares (E.g. Ordinary/Preference etc.)	Number of shares cancelled	Nominal value of each share
Ordinary	3,216,065	US$0.50

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4 Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

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 (£, €, $, etc) Including both the nominal value and any share premium
Currency table A				
US($)	Ordinary US$0.50	2,645,646,441	1,322,823,220.50	
	Preference 6.409% US$5	7,500	37,500	
	Preference 7.014% US$5	7,500	37,500	
	Totals	2,645,661,441	1,322,898,220.50	0
Currency table B				
GBP(£)	Preference 7 3/8% GBP£1	96,035,000	96,035,000	
	Preference 8 1/4% GBP£1	99,250,000	99,250,000	
	Totals	195,285,000	195,285,000	0
Currency table C				
	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	2,840,946,441	US$ 1,322,898,220.50 GBP£195,285,000	£0.00 + $0.00

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

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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	Ordinary US$0.50
Prescribed particulars ❶	(a) Voting rights: On a show of hands every member who is present in person or by duly appointed proxy at a general meeting of the Company shall have one vote. On a poll every member who is present in person or by proxy shall, subject to any special terms as to voting upon which any shares may be issued or may at the relevant time be held and to any other provisions of the Company's articles of association have one vote for every US$2 nominal value of share capital which they hold. On a poll a member entitled to more than one vote need not, if they vote, use all their votes or cast all their ...
Class of share	
Prescribed particulars ❶	
Class of share	
Prescribed particulars ❶	

❶ **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 pages
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 R Whibley X

This form may be signed by:
Director ❷, *Secretary*, *Person authorised* ❸, *Administrator*, *Administrative receiver*, *Receiver*, *Receiver manager*, *CIC manager*.

❷ **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.

❸ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006.

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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: GCS

Company name: Standard Chartered PLC

Address: 1 Basinghall Avenue

Post town: London

County/Region:

Postcode: E C 2 V 5 D D

Country: England

DX:

Telephone: +44 (0)2078 859144

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 completed section 2.
- ☐ You have completed 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

In accordance with Section 708 of the Companies Act 2006.

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

Class of share	Ordinary US$0.50
Prescribed particulars	... votes or cast all their votes they use in the same way. (b) The right to dividends: the shares have no preferred rights as respect to dividends and the profits of the company available for distribution and permitted by law to be distributed to the holders of preference shares shall be applied in priority to the payment of any dividend to the holders of ordinary shares. The Company may by ordinary resolution from time to time declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the board. The board may pay such interim dividends as appear to the board to be justified by the financial position of the Company and may also pay any dividend payable at a fixed rate at intervals settled by the board whenever the financial position of the Company, in the opinion of the board, justifies its payment. (c) The right to capital: the shares have no preferred rights as respect to capital whether on a winding up or otherwise. The Company may, subject to the rights attaching to any series of preference shares and upon the recommendation of the board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount standing to the credit of any reserve or fund (including retained earnings) at the relevant time whether or not the same is available for distribution and accordingly that the amount to be capitalised be set free for distribution among the members or any class of members who would be entitled to it if it were distributed by way of dividend and in the same proportions, on the footing that it is applied either in or towards paying up the amounts unpaid at the relevant time on any shares in the Company held by those members respectively or in paying up in full unissued shares, debentures or other obligations of the Company to be allotted and distributed credited as fully paid up among those members, or partly in one way and partly in the other, but so that: (i) a share premium account and a capital redemption reserve, and any reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company and (ii) where the amount capitalised is applied in paying up in full unissued shares, the Company will also be entitled to participate in the relevant distribution in relation to any shares of the relevant class held by it as treasury shares and the proportionate entitlement of the relevant class of members to the distribution will be calculated accordingly. (d) The right to the assets of the Company on a winding up: on a winding up the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Companies Act 2006, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability. (e) Rights of redemption: no rights of redemption are attached to the shares.

❶ **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.

In accordance with Section 708 of the Companies Act 2006.

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

Class of share	Preference 6.409% US$5
Prescribed particulars	(a) Voting rights: holders of Preference Shares will only be entitled to vote at general meetings of the Company where: (1) the rights of holders of the Preference Shares may be varied or abrogated; or (2) the most recently payable dividend on the Preference Shares has not been paid in full. (b) The right to dividends: dividend payments on the paid up amount of US$100,000 per Preference Share will be calculated in respect of the relevant Dividend period at the rate of 6.409% per annum from, and including, the Issue date to, but excluding, January 30, 2017 and thereafter, unless redeemed, at the rate of 1.51% per annum plus Three Month LIBOR. Dividends are non-cumulative and are payable at the discretion of the Board. The Board is not permitted to pay dividends on the Preference Shares if, in its opinion, such payment would exceed available distributable profits or breach capital adequacy requirements applicable to the Company or any subsidiary or associated undertaking of the Company. (c) The right to capital and to the assets of the Company on a winding up: on a winding-up or other return of capital (other than a redemption, reduction or repurchase of shares), the holders of the Preference Shares will rank in the application of the assets of the Company available to shareholders: (1) in priority to any payment to the holders of Ordinary Shares; (2) equally in all respects with the holders of the Existing Preference Shares; and (3) in priority to or equally in all respects with the holders of any other class of shares in issue, unless a new class of shares is issued by the Company which by their terms ranks in priority to the Preference Shares. Any such issuance is subject to a vote of the Preference Share holders. Subject to such ranking, in such event holders of the Preference Shares will be entitled to an amount equal to the aggregate of: (1) the paid up amount of US$100,000 per Preference Share plus; (2) any dividends accrued for the then current Dividend Period to the date of the commencement of the winding-up or other return of capital, but only to the extent that any such amount was, or would have been, payable as a cash dividend; plus (3) any dividends resolved to be paid on or after the date of the commencement of the winding-up or other return of capital in respect of a Dividend Period ending on or before such date. (d) Rights of redemption: subject to the Company's articles of association, provisions of applicable law, to the prior consent of the FSA (if such consent is required, in which case, the FSA may impose conditions on the redemption), the Company may, at its option, redeem the Preference Shares in whole, or in part, on January 30, 2017 and on any Quarterly Dividend Payment Date falling on or around ten year intervals thereafter (each such date upon which Preference Shares may be redeemed being a "Redemption Date"). The amount payable on redemption will be the paid up amount of US $100,000 per Preference Share to be redeemed, plus an amount equal to the accrued but unpaid dividend on that Preference Share in respect of the period from and including the Dividend Payment Date last preceding the Redemption Date to, but excluding, the Redemption Date.

❶ **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.

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

Class of share	Preference 7.014% US$5
Prescribed particulars	(a) Voting rights: holders of Preference Shares will only be entitled to vote at general meetings of the Company where: (1) the rights of holders of the Preference Shares may be varied or abrogated; or (2) the most recently payable dividend on the Preference Shares has not been paid in full. (b) The right to dividends: dividend payments on the paid up amount of US$100,000 per Preference Share will be calculated in respect of the relevant Dividend period at the rate of 7.014% per annum from, and including, the Issue date to, but excluding, July 30, 2037 and thereafter, unless redeemed, at the rate of 1.46% per annum plus Three Month LIBOR. Dividends are non-cumulative and are payable at the discretion of the Board. The Board is not permitted to pay dividends on the Preference Shares if, in its opinion, such payment would exceed available distributable profits or breach capital adequacy requirements applicable to the Company or any subsidiary or associated undertaking of the Company. (c) The right to capital and to the assets of the Company on a winding up: on a winding-up or other return of capital (other than a redemption, reduction or repurchase of shares), the holders of the Preference Shares will rank in the application of the assets of the Company available to shareholders: (1) in priority to any payment to the holders of Ordinary Shares; (2) equally in all respects with the holders of the Existing Preference Shares; and (3) in priority to or equally in all respects with the holders of any other class of shares in issue, unless a new class of shares is issued by the Company which by their terms ranks in priority to the Preference Shares. Any such issuance is subject to a vote of the Preference Share holders. Subject to such ranking, in such event holders of the Preference Shares will be entitled to an amount equal to the aggregate of: (1) the paid up amount of US$100,000 per Preference Share plus; (2) any dividends accrued for the then current Dividend Period to the date of the commencement of the winding-up or other return of capital, but only to the extent that any such amount was, or would have been, payable as a cash dividend; plus (3) any dividends resolved to be paid on or after the date of the commencement of the winding-up or other return of capital in respect of a Dividend Period ending on or before such date. (d) Rights of redemption: subject to the Company's articles of association, provisions of applicable law, to the prior consent of the FSA (if such consent is required, in which case, the FSA may impose conditions on the redemption), the Company may, at its option, redeem the Preference Shares in whole, or in part, on July 30, 2037 and on any Quarterly Dividend Payment Date falling on or around ten year intervals thereafter (each such date upon which Preference Shares may be redeemed being a "Redemption Date"). The amount payable on redemption will be the paid up amount of US$100,000 per Preference Share to be redeemed, plus an amount equal to the accrued but unpaid dividend on that Preference Share in respect of the period from and including the Dividend Payment Date last preceding the Redemption Date to, but excluding, the Redemption Date, but only to the extent that any such amount was, or would have been, payable as a cash dividend.

❶ **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.

In accordance with Section 708 of the Companies Act 2006.

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

Class of share	Preference 7 3/8% GBP£1
Prescribed particulars	(a) Voting rights: holders of Preference Shares shall not be entitled to attend or vote at any general meeting of the Company except: (a) where the dividend which is most recently payable on such share shall not have been paid in full in cash; or (b) where a resolution is to be proposed at the meeting varying or abrogating any of the rights, preferences, privileges, limitations or restrictions attached to any class of shares of which such share forms part (and then only to speak and vote upon any such resolution). (b) The right to dividends: each Preference Share shall entitle the holder thereof to receive out of profits of the Company available for distribution and permitted by law to be distributed, in priority to the payment of any dividend to the holders of Ordinary Shares, a non-cumulative preferential dividend at a rate of 7 3/8 per cent. per annum exclusive of any applicable tax credit which will be payable in equal half-yearly instalments in arrear, when, as and if declared by the Directors. The Board is not permitted to pay dividends on the Preference Shares if, in its opinion, such payment would exceed available distributable profits or breach capital adequacy requirements applicable to the Company or any subsidiary or associated undertaking of the Company. (c) The right to capital and to the assets of the Company on a winding up: on a winding-up or other return of capital (other than a redemption, reduction or purchase by the Company of any of its issued shares), the assets of the Company available to shareholders shall be applied, in priority to any payment to the holders of Ordinary Shares and in priority to or pari passu with the holders of any other class of shares in issue (other than shares which by their terms ranks in priority to the Preference Shares in a winding-up or other return of capital), in payment to the holders of the Preference Shares of a sum equal to the aggregate of: (i) an amount equal to the dividends accrued thereon for the then current dividend period to the date of the commencement of the winding-up or other return of capital, but only to the extent that any such amount was, or would have been, payable as a cash dividend; (ii) an amount equal to any dividends thereon which has been resolved to be paid on or after the date of the commencement of the winding-up or other return of capital but which is payable in respect of a dividend period ending on or before such date; and (iii) the amount paid up or credited as paid up in respect of the nominal value of such Preference Shares. (d) Rights of redemption: the Preference Shares shall not be redeemable.

❶ **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.

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

Class of share	Preference 8 1/4% GBP£1
Prescribed particulars	(a) Voting rights: holders of Preference Shares shall not be entitled to attend or vote at any general meeting of the Company except: (a) where the dividend which is most recently payable on such share shall not have been paid in full in cash; or (b) where a resolution is to be proposed at the meeting varying or abrogating any of the rights, preferences, privileges, limitations or restrictions attached to any class of shares of which such share forms part (and then only to speak and vote upon any such resolution). (b) The right to dividends: each Preference Share shall entitle the holder thereof to receive out of profits of the Company available for distribution and permitted by law to be distributed, in priority to the payment of any dividend to the holders of Ordinary Shares, but pari passu with the holders of the Existing Preference Shares, a non-cumulative preferential dividend at a rate of 8 1/4 per cent. per annum exclusive of any applicable tax credit which will be payable in equal half-yearly instalments in arrear, when, as and if declared by the Directors. The Board is not permitted to pay dividends on the Preference Shares if, in its opinion, such payment would exceed available distributable profits or breach capital adequacy requirements applicable to the Company or any subsidiary or associated undertaking of the Company. (c) The right to capital and to the assets of the Company on a winding up: on a winding-up or other return of capital (other than a redemption, reduction or purchase by the Company of any of its issued shares), the assets of the Company available to shareholders shall be applied, in priority to any payment to the holders of Ordinary Shares, pari passu with the holders of the Existing Preference Shares and in priority to or pari passu with the holders of any other class of shares in issue (other than shares which by their terms ranks in priority to the Preference Shares in a winding-up or other return of capital), in payment to the holders of the Preference Shares of a sum equal to the aggregate of: (i) an amount equal to the dividends accrued thereon for the then current dividend period to the date of the commencement of the winding-up or other return of capital, but only to the extent that any such amount was, or would have been, payable as a cash dividend; (ii) an amount equal to any dividends thereon which has been resolved to be paid on or after the date of the commencement of the winding-up or other return of capital but which is payable in respect of a dividend period ending on or before such date; and (iii) the amount paid up or credited as paid up in respect of the nominal value of such Preference Shares. (d) Rights of redemption: the Preference Shares shall not be redeemable.

❶ **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.