In accordance with Section 619, 621 & 689 of the Companies Act 2006.

Don't staple this form

SH02

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

Companies House

✓ **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 shares into stock.

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

Company number: 0 1 4 5 5 4 5 0

Company name in full: Toronto Dominion Holdings (U.K.) Limited

→ **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: d0 d9 m0 m5 y2 y0 y2 y2

3 Consolidation

Please show the amendments to each class of share.

	Previous share structure		New share structure	
Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
A Deferred	7,173,045	0.01	72,455	0.99
B Deferred	160,000,038	0.01	1,616,162	0.99
C Deferred	160,985,385	0.008	1,300,892	0.99

4 Sub-division

Please show the amendments to each class of share.

	Previous share structure		New share structure	
Class of shares (E.g. Ordinary/Preference etc.)	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 Re-conversion

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

7 Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

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	Ordinary	5023000	4,972,770.00	
GBP	A Deferred	72,455	71,730.45	
GBP	B Deferred	1,616,162	1,600,000.38	
	Totals	6,711,617	6644500.83	0
Currency table B				
	Totals			
Currency table C				
	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	71,112,509.00	70,381,583.91	0

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

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 7**.

Class of share	
Prescribed particulars ❶	See continuation pages.
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.

Please use a Statement of capital continuation page if necessary.

9 Signature

I am signing this form on behalf of the company.

Signature	Signature X J Banks 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	
Company name	Ashurst LLP
Address	London Fruit and Wool Exchange
	1 Duval Square
Post town	London
County/Region	
Postcode	E 1 6 P W
Country	
DX	
Telephone	020 7859 3339

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.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 619, 621 & 689 of the Companies Act 2006.

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7 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	C Deferred	1,300,892.00	1,287,883.08	
GBP	Sterling Redeemable Preference	63,000,000	62,370,000	
GBP	Dollar Redeemable Preference	100,000	79,200.00	
	Totals	64,400,892	63,737,083.08	0

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

Class of share	Ordinary
Prescribed particulars	Each Ordinary Share is entitled to one vote in any circumstances.

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 619, 621 & 689 of the Companies Act 2006.

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

Class of share	A Deferred
Prescribed particulars	A Deferred Shares are not entitled to receive any dividend or other distribution or to receive notice of or to attend or vote at any general meeting of the Company. On a return of capital or winding up or otherwise, the A Deferred Shares will rank pari passu with the B Deferred Shares and the C Deferred Shares and shall only be entitled to receive the amount paid up on such shares after the holders of the Ordinary Shares, the Sterling Redeemable Preference Shares and the Dollar Redeemable Preference shares have each received the sum of £1,000,000 per share and shall have no other right to participate in the assets of the Company available for distribution or return to holders of 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 619, 621 & 689 of the Companies Act 2006.

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

Class of share	B Deferred
Prescribed particulars	The Company may redeem all or any of the B Deferred Shares for consideration of 1p for every 1,000,000 B Deferred Shares held by each holder. In all other respects, the B Deferred Shares have the same rights and are subject to the same restrictions as the A Deferred Shares and will rank pari passu with A Deferred 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.

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

Class of share	C Deferred
Prescribed particulars	The Company may redeem all or any of the C Deferred Shares for consideration of 1p for every 1,000,000 C Deferred Shares held by each holder. In all other respects, the C Deferred Shares have the same rights and are subject to the same restrictions as the A Deferred Shares and will rank pari passu with A Deferred 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.

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

Class of share	Sterling Redeemable Preference
Prescribed particulars	Each share is entitled to one vote in any circumstances. In the event that it is resolved that the Company will distribute a dividend of all or part of the profits of the Company, the holders of Sterling Redeemable Preference Shares are entitled to receive a variable non-cumulative preferential dividend which shall be between the rates of 1% and 20%. The Sterling Redeemable Preference Shares rank in priority for dividends to any other shares. The Company may by any matter permitted by law redeem the Sterling Redeemable Preference Shares at any time.

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

Class of share	Dollar Redeemable Preference
Prescribed particulars	Each share is entitled to one vote in any circumstances. In the event that it is resolved that the Company will distribute a dividend of all or part of the profits of the Company, the holders of Dollar Redeemable Preference Shares are entitled to receive a variable non-cumulative preferential dividend which shall be between the rates of 1% and 20%. The Dollar Redeemable Preference Shares rank in priority for dividends to any other shares. The Company may by any matter permitted by law redeem the Dollar Redeemable Preference Shares at any time.

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.