

SH02

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



☒ **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 stock
into shares.

THURSDAY



L8DVEW34

LD7

12/09/2019

#111

COMPANIES HOUSE

1 Company details

Company number 1 9 2 9 3 3 3

Company name in full Barclays Capital Securities 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 d 2 d 2 m 0 m 8 y 2 y 0 y 1 y 9

3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	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
REDEEMABLE PREFERENCE	250,000,000	£1.00

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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

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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.

Please use a Statement of Capital continuation page if necessary.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

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
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Currency table A

GBP	ORDINARY	571,070,000	571,070,000.00	
GBP	PREFERENCE	1,000	1,000.00	
Totals		571,071,000	£571,071,000.00	£0.00

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
571,071,000	£571,071,000.00	£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 (prescribed particulars of rights attached to shares)^①

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

ORDINARY

Prescribed particulars

See attached schedule

①

Class of share

PREFERENCE

Prescribed particulars

See attached schedule

①

Class of share

Prescribed particulars

①

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.

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Signature

I am signing this form on behalf of the company.

Signature

For and on behalf of
Barcosec Limited

Signature

X  X

This form may be signed by:

Director^②, Secretary, Person authorised^③, 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.

SH02 - continuation page

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Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	ORDINARY	
Prescribed particulars	<p>The Ordinary Shares have full voting rights. Profits of the Company available for distribution and resolved by the Directors to be distributed from time to time shall be applied Third in paying the holders of the Preference Shares and the Ordinary Shares pari passu the sum that represents five per cent of the balance of the profits available for distribution and determined to be distributed for each year after payment of the preferential dividend and the redeemable preferential dividend. Fourth the balance of such profits resolved to be distributed shall be distributed among the holders of the Ordinary Shares held by them respectively. On a return of assets on liquidation or otherwise other than on the redemption of shares of any class or the purchase by the Company of its own shares the assets of the Company remaining after the payment of its liabilities shall be applied: Third the balance of such assets shall belong to and be distributed among the holders of the Ordinary shares in the proportion to the amounts paid up on the Ordinary Share held by them respectively.</p>	<p>① 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. <p>A separate table must be used for each class of share.</p>

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Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	PREFERENCE	
Prescribed particulars	<p>The holders of the Preference Shares shall not have the right to receive notice of or to attend or vote at any General Meeting. Profits of the Company available for distribution and resolved by the Directors to be distributed from time to time shall be applied First in paying the holder of the Preference Shares the first £100 of such profits, such dividend to be paid yearly in arrears on 31st March in each year in respect to of the accounting year ending on the preceding 31st December except that should the preceding 31st December expect that should the profits of the company available for distribution and determined to be distributed in respect of any year be less than £100 then such preferential dividend shall be equal to the reduced amount. Third in paying the holders of the Preference Shares and the Ordinary Shares pari passu the sum that represents five per cent of the balance of the profits available for distribution and determined to be distributed for each year after payment of the preferential dividend and the redeemable preferential dividend. On a return of assets on liquidation or otherwise other than on the redemption of shares of any class or the purchase by the Company of its own shares the assets of the Company remaining after the payment of its liabilities shall be applied: First in repaying to the holders of the Preference Shares the amount paid up on such shares together with any preferential dividend declared but not paid.</p>	<p>① 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. <p>A separate table must be used for each class of share.</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

Secretarial Services

Address

Barclays Corporate
Secretariat

1 Churchill Place

Post town

London

County/Region

Postcode

E 1 4 5 H P

Country

United Kingdom

DX

Telephone



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