

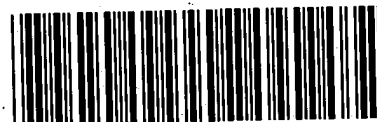
SH02

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
notice of a conversion of stock
into shares.

FRIDAY



L59BVRIR

LD4

17/06/2016

#107

COMPANIES HOUSE

1

Company details

Company number: 02215149
Company name in full: JOHNSON CONTROLS (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: 17/06/2016

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
Preference Shares	450,000	100.00	4,500	10,000.00

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

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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

Statement of capital

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form.

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

Please complete the table below to show each share classes held in pound sterling.
If all your issued capital is in sterling, only complete Section 7 and then go to Section 10.

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
PREFERENCE SHARES	10,000.00	0.00	4500	£45,000,000.00
"B" ORDINARY SHARES	1.00	0.00	10000	£ 10,000.00
				£
				£
Totals			14500	£45,010,000.00

8 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				

① Including both the nominal value and any share premium.

③ Number of shares issued multiplied by nominal value of each share.

② Total number of issued shares in this class.

Continuation pages
Please use a Statement of Capital continuation page if necessary.

SH02 - continuation page

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10 Statement of capital (Prescribed particulars of rights attached to shares)^①

Class of share	Preference Shares	
Prescribed particulars	<p>Entitled to voting rights at a meeting of the company (1 vote per 1000 shares held) and rights to appoint and remove directors in accordance with the articles. The profits of the company available for distribution shall be applied first in paying the holders of the Preference Shares an 8.1% fixed cumulative dividend; second, in paying the holders of the B Redeemable Preference Shares a 7% fixed cumulative preferential dividend; third, in paying to the holders of the B Preferred Shares an 8% fixed cumulative preferential dividend; fourth, to the holders of the A and B Shares a dividend up to the amount equal to the aggregate of the preference, B preference & B preferred ordinary dividends and fifth, the balance of any profit determined to be distributed to the holders of the A and B shares divided pari passu. On a return of assets, the surplus assets of the company remaining after the payment of its liabilities shall be applied in paying the holders of shares an amount equal to the subscription price per share paid in the same order as the dividends with the exception that the A shares receive payment in priority to the B shares.</p>	<p>① Prescribed particulars of rights attached to shares 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>

SH02 - continuation page

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Statement of capital (Prescribed particulars of rights attached to shares)^①

Class of share	"B" Ordinary Shares	
Prescribed particulars	<p>"B" Ordinary Shares do not entitle the holders to voting rights in accordance with the articles. The profits of the company available for distribution shall be applied first in paying holders of the Preference Shares an 8.1% fixed cumulative dividend; second, in paying the holders of the B Redeemable Preference Shares a 7% fixed cumulative preferential dividend; third, in paying to the holders of the B Preferred Shares an 8% fixed cumulative preferential dividend; fourth, to the holders of the A and B Shares a dividend up to the amount equal to the aggregate of the preference, B preference & B preferred ordinary dividends and fifth, the balance of any profit determined to be distributed to the holders of the A and B shares divided pari passu. On a return of assets, the surplus assets of the company remaining after the payment of its liabilities shall be applied in paying the holders of shares an amount equal to the subscription price per share paid in the same order as the dividends with the exception that the A shares receive payment in priority to the B shares.</p>	<p>① Prescribed particulars of rights attached to shares 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>

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Class of share		<p>1 Prescribed particulars of rights attached to shares 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>Please use a Statement of capital continuation page if necessary.</p>
Prescribed particulars		
Class of share		
Prescribed particulars		

<p>11 Signature</p> <p>I am signing this form on behalf of the company.</p>		<p>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.</p> <p>3 Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>
Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed by: Director 2, Secretary, Person authorised 3, 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 Philippa Gavey

Company name Linklaters LLP

Address One Silk Street

Post town London

County/Region

Postcode EC2Y 8HQ

Country United Kingdom

DX 10 Chancery Lane

Telephone 020 7456 3603



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.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.