

RP04

Second filing of a document previously delivered



Companies House

✓ What this form is for

You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.

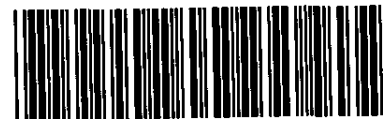
A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register.

✗ What this form is NOT for

You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 regardless of whether it was properly delivered.

A second filing of a document cannot be filed where it is providing information that was not properly delivered. Forms should not be used in these circumstances.

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



A06 *ABVKØP3L* 19/01/2023 #227
COMPANIES HOUSE

THURSDAY

1 Company details

Company number 0 2 4 6 8 6 8 6

Company name in full Aviva plc

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Applicable documents

This form **only** applies to the following forms:

- AP01 Appointment of director
- AP02 Appointment of corporate director
- AP03 Appointment of secretary
- AP04 Appointment of corporate secretary
- CH01 Change of director's details
- CH02 Change of corporate director's details
- CH03 Change of secretary's details
- CH04 Change of corporate secretary's details
- TM01 Termination of appointment of director
- TM02 Termination of appointment of secretary
- SH01 Return of allotment of shares
- AR01 Annual Return
- CS01 Confirmation statement (Parts 1-4 only)
- PSC01 Notice of individual person with significant control (PSC)
- PSC02 Notice of relevant legal entity (RLE) with significant control
- PSC03 Notice of other registrable person (ORP) with significant control
- PSC04 Change of details of individual person with significant control (PSC)
- PSC05 Change of details of relevant legal entity (RLE) with significant control
- PSC06 Change of details of other registrable person (ORP) with significant control
- PSC07 Notice of ceasing to be a person with significant control (PSC), relevant legal entity (RLE), or other registrable person (ORP)
- PSC08 Notification of PSC statements
- PSC09 Update to PSC statements

RP04

Second filing of a document previously delivered

3 Description of the original document

Document type ①

Return of allotment of shares - SH01

Date of registration of the original document

^d 2 ^d 2 ^m 0 ^m 8 ^y 2 ^y 0 ^y 2 ^y 2

① Description of the original document

Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day.

4 Section 243 or 790ZF Exemption ②

If you are applying for, or have been granted, exemption under section 243 or 790ZF of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below:

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE.

② If you are currently in the process of applying for or have been granted a Section 243 or 790ZF exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01).

RP04

Second filing of a document previously delivered



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 **Joanne Bujak**

Company name **Aviva plc**

Address **St Helens**

1 Undershaft

Post town **London**

County/Region **United Kingdom**

Postcode **E C 3 P 3 D Q**

Country

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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form.
- ☐ You have enclosed the second filed document(s).
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing.'



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.

Section 243 or 790ZF exemption

If you are applying for or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



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

DON'T
STAPLE

SH01

Return of allotment of shares



Companies House

FileOnline

Go online to file this information
www.gov.uk/companieshouse

☒ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

☐ **What this form is NOT for**
You cannot use this form to give notice of shares taken by subscribers on formation of the company or for an allotment of a new class of shares by an unlimited company.

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

1 Company details

Company number 0 2 4 6 8 6 8 6

Company name in full Aviva plc

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Allotment dates

From Date 2 7 0 7 2 0 2 2

To Date 0 8 0 8 2 0 2 2

① Allotment date

If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

② Currency

If currency details are not completed we will assume currency is in pound sterling.

| Currency ② | Class of shares (E.g. Ordinary/Preference etc.) | Number of shares allotted | Nominal value of each share | Amount paid (including share premium) on each share | Amount (if any) unpaid (including share premium) on each share |
|----------------|--|------------------------------|--------------------------------|--|---|
| Pound Sterling | Ordinary 32 17/19 pence shares | 1,395 | 32 17/19 pence | 3.87 | 0 |
| Pound Sterling | Ordinary 32 17/19 pence shares | 16,924 | 32 17/19 pence | 2.84 | 0 |
| Pound Sterling | Ordinary 32 17/19 pence shares | 28,410 | 32 17/19 pence | 2.20 | 0 |

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

Continuation page

Please use a continuation page if
necessary.

Please give details of the shares allotted, including bonus shares.

2 Currency
If currency details are not completed we will assume currency is in pound sterling.

[illegible]

SH01

Return of allotment of shares

4

Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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

Continuation page

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

| | | | | |
|----------------|--------------------------------|---------------|-----------------|-------|
| Pound Sterling | Ordinary 32 17/19 pence shares | 2,802,811,358 | £921,977,420.39 | |
| | | | | |
| | | | | |
| Totals | | 2,802,811,358 | £921,977,420.39 | £0.00 |

Currency table B

| | | | | |
|----------------|-------------------------------------|-------------|--------------|-------|
| Pound Sterling | 8.375% Cumulative Preference shares | 100,000,000 | £100,000,000 | |
| Pound Sterling | 8.375% Cumulative Preference shares | 100,000,000 | £100,000,000 | |
| | | | | |
| Totals | | 200,000,000 | £200,000,000 | £0.00 |

Currency table C

| | | | | |
|---------------|--|--|--|--|
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

Total issued share capital table

| | | | | |
|---|--|------------------------|---|--|
| You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages. | | Total number of shares | Total aggregate nominal value Show different currencies separately. For example: £100 + €100 + \$10 | Total aggregate amount unpaid ^❶ Show different currencies separately. For example: £100 + €100 + \$10 |
| Grand total | | 3,002,811,358 | £ 1,121,977,420.39 | £ 0.00 |

❶ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

SH01

Return of allotment of shares

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 32 17/19 pence shares

Prescribed particulars
1

Please see details on the attached continuation page.

Class of share

8.375% Cumulative Preference shares

Prescribed particulars
1

Please see details on the attached continuation page.

Class of share

8.75% Cumulative Preference shares

Prescribed particulars
1

Please see details on the attached continuation page.

1 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 page

Please use a Statement of Capital continuation page if necessary.

6

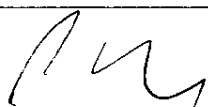
Signature

I am signing this form on behalf of the company.

Signature

Signature

X



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.

SH01

Return of allotment of shares

**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 | Joanne Bujak | | | | | | | | | |
| Company name | Aviva plc | | | | | | | | | |
| | | | | | | | | | | |
| Address | St Helens | | | | | | | | | |
| 1 Undershaft | | | | | | | | | | |
| | | | | | | | | | | |
| Post town | London | | | | | | | | | |
| County/Region | United Kingdom | | | | | | | | | |
| Postcode | E | C | 3 | P | | 3 | D | Q | | |
| Country | | | | | | | | | | |
| DX | | | | | | | | | | |
| Telephone | | | | | | | | | | |

**Checklist**

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in 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

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

SH01 - continuation page

Return of allotment of shares

| 5 | Statement of capital (prescribed particulars of rights attached to shares) | |
|------------------------|--|--|
| Class of share | Ordinary 32 17/19 pence shares | |
| Prescribed particulars | <p>ENTITLED TO RECEIVE DIVIDENDS DECLARED BY THE COMPANY AND RECOMMENDED BY DIRECTORS TO BE TAKEN FROM PROFITS AVAILABLE FOR THE PURPOSE, AFTER THE PAYMENT OF THE PREFERENCE DIVIDENDS. ON A RETURN OF CAPITAL ON A WINDING UP, ORDINARY SHARES RANK AFTER PREFERENCE SHARES. ON A SHOW OF HANDS AT GENERAL MEETINGS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. IN THE CASE OF JOINT HOLDERS THE VOTE OF THE SENIOR WHO TENDERS A VOTE, WHETHER IN PERSON OR BY PROXY, SHALL BE ACCEPTED TO THE EXCLUSION OF THE VOTES OF THE OTHER JOINT HOLDERS; AND SENIORITY SHALL BE DETERMINED BY THE ORDER IN WHICH THE NAMES OF THE HOLDERS STAND IN THE REGISTER OF MEMBERS. A MEMBER IN RESPECT OF WHOM AN ORDER HAS BEEN MADE BY ANY COURT HAVING JURISDICTION (WHETHER IN THE UNITED KINGDOM OR ELSEWHERE) IN MATTERS CONCERNING MENTAL DISORDER MAY VOTE, WHETHER ON A SHOW OF HANDS OR ON A POLL, BY HIS RECEIVER, CURATOR BONIS OR OTHER PERSON AUTHORISED IN THAT BEHALF APPOINTED BY THAT COURT, AND ANY SUCH RECEIVER, CURATOR BONIS OR OTHER PERSON MAY, ON A POLL, VOTE BY PROXY. EVIDENCE TO THE SATISFACTION OF THE DIRECTORS OF THE AUTHORITY OF THE PERSON CLAIMING TO EXERCISE THE RIGHT TO VOTE SHALL BE DEPOSITED AT THE OFFICE, OR AT SUCH OTHER PLACE AS IS SPECIFIED IN ACCORDANCE WITH THE ARTICLES FOR THE DEPOSIT OF INSTRUMENTS OF PROXY, NOT LESS THAN 48 HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING AT WHICH THE RIGHT TO VOTE IS TO BE EXERCISED AND IN DEFAULT THE RIGHT TO VOTE SHALL NOT BE EXERCISABLE. NO MEMBER SHALL VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE MEETING OF THE HOLDERS OF ANY CLASS OF SHARES IN THE COMPANY, EITHER IN PERSON OR BY PROXY, IN RESPECT OF ANY SHARE HELD BY HIM UNLESS ALL MONEYS PRESENTLY PAYABLE BY HIM IN RESPECT OF THAT SHARE HAVE BEEN PAID. NO OBJECTION SHALL BE RAISED TO THE QUALIFICATION OF ANY VOTER EXCEPT AT THE MEETING OR ADJOURNED MEETING AT WHICH THE VOTE OBJECTED TO IS TENDERED, AND EVERY VOTE NOT DISALLOWED AT THE MEETING SHALL BE VALID. ANY OBJECTION MADE IN DUE TIME SHALL BE REFERRED TO THE CHAIRMAN WHOSE DECISION SHALL BE FINAL AND CONCLUSIVE. ON A POLL VOTES MAY BE GIVEN EITHER PERSONALLY OR BY PROXY.</p> | |

SH01 - continuation page

Return of allotment of shares

5

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

| | | |
|------------------------|---|--|
| Class of share | Ordinary 32 17/19 pence shares | |
| Prescribed particulars | A MEMBER MAY APPOINT MORE THAN ONE PROXY TO ATTEND ON THE SAME OCCASSION. | |

SH01 - continuation page

Return of allotment of shares

| 5 | Statement of capital (prescribed particulars of rights attached to shares) | |
|------------------------|---|--|
| Class of share | 8.375% Cumulative Preference shares | |
| Prescribed particulars | <p>OUT OF THE PROFITS AVAILABLE FOR DISTRIBUTION AND RESOLVED TO BE DISTRIBUTED, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED, AND IN PRIORITY TO ANY PAYMENT OF DIVIDEND TO THE HOLDERS OF ANY ORDINARY SHARES IN THE COMPANY, TO BE PAID A FIXED CUMULATIVE PREFERENTIAL DIVIDEND PAYABLE AT THE FIXED RATE OF 8.375%. ON A RETURN OF CAPITAL ON A WINDING UP, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, OUT OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES, AN AMOUNT PER PREFERENCE SHARE EQUAL TO THE NOMINAL AMOUNT OF THE PREFERENCE SHARE, TOGETHER WITH ALL ARREARS AND ACCRUALS (IF ANY) OF THE DIVIDEND PAYABLE THEREON, WHETHER OR NOT SUCH DIVIDEND HAS BEEN EARNED OR HAS BECOME DUE AND PAYABLE, TO BE CALCULATED UP TO AND INCLUDING THE DAY OF THE COMMENCEMENT OF THE WINDING UP. ON A RETURN OF CAPITAL (OTHERWISE THAN ON A WINDING UP OR ON A REDEMPTION OR PURCHASE BY THE COMPANY OF SHARES OF ANY CLASS), THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE AN AMOUNT PER PREFERENCE SHARE EQUAL TO THE NOMINAL AMOUNT OF A PREFERENCE SHARE TOGETHER WITH ALL ARREARS AND ACCRUALS (IF ANY) OF THE DIVIDEND PAYABLE THEREON, WHETHER OR NOT SUCH DIVIDEND HAS BEEN EARNED OR HAS BECOME DUE AND PAYABLE, TO BE CALCULATED UP TO AND INCLUDING THE DAY OF SUCH RETURN OF CAPITAL. THE PREFERENCE SHARES (INCLUDING ALL OTHER SHARES OF THE COMPANY RANKING PARI PASSU ON A WINDING UP) SHALL RANK ON A WINDING UP IN PRIORITY TO ALL OTHER SHARES OF THE COMPANY FROM TIME TO TIME IN ISSUE AT THE DATE THEREOF. THE PREFERENCE SHARES HAVE NOT BEEN DETERMINED BY THE DIRECTORS TO BE REDEEMABLE, SAVE WITH THE APPROVAL OF THE HOLDERS OF THE PREFERENCE SHARES TO A VARIATION OF THE RIGHTS ATTACHED TO SUCH SHARES. THE HOLDERS OF THE PREFERENCE SHARES SHALL, BY VIRTUE OF AND IN RESPECT OF THEIR HOLDINGS OF THE PREFERENCE SHARES, HAVE THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK AND VOTE AT A GENERAL MEETING OF THE COMPANY ONLY: (A) IF AND WHEN, AT THE DATE OF THE NOTICE CONVENING SUCH MEETING, THE PREFERENTIAL DIVIDEND ON SUCH SHARES FOR THE DIVIDEND PAYMENT PERIOD IMMEDIATELY PRIOR TO THE NOTICE CONVENING THE RELEVANT MEETING IS IN ARREARS AND IT, AND ANY ARREARS OR DEFICIENCY OF DIVIDEND IN RESPECT OF ANY PRECEDING DIVIDEND PAYMENT PERIOD, HAS NOT BEEN PAID IN FULL; OR (B) IF A RESOLUTION IS TO BE PROPOSED ABROGATING, VARYING OR MODIFYING ANY OF THE RIGHTS OR</p> | |

SH01 - continuation page

Return of allotment of shares

5

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

| | | |
|------------------------|--|--|
| Class of share | 8.375% Cumulative Preference shares | |
| Prescribed particulars | <p>PRIVILEGES OF THE HOLDERS OF THE PREFERENCE SHARES OR FOR THE WINDING UP OF THE COMPANY OR FOR THE REDUCTION OF CAPITAL OF THE COMPANY(OTHERWISE THAN ON A REDEMPTION OR PURCHASE OF SHARES), IN WHICH CASE THEY SHALL ONLY BE ENTITLED TO VOTE ON SUCH RESOLUTION. SAVE AS AFORESAID, THE PREFERENCE SHARES SHALL NOT CONFER ON THE HOLDERS THEREOF THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. WHENEVER THE HOLDERS OF THE PREFERENCE SHARES ARE ENTITLED TO VOTE AT A GENERAL MEETING OF THE COMPANY UPON ANY RESOLUTION PROPOSED AT SUCH A GENERAL MEETING, ON A SHOW OF HANDS EVERY HOLDER THEREOF WHO IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE DULY AUTHORISED UNDER SECTION 375 OF THE COMPANIES ACT SHALL HAVE ONE VOTE AND ON A POLL EVERY HOLDER THEREOF WHO IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE IN RESPECT OF EACH COMPLETE 25 PENCE NOMINAL AMOUNT OF THE PREFERENCE SHARES REGISTERED IN THE NAME OF SUCH HOLDER.</p> | |

SH01 - continuation page

Return of allotment of shares

| 5 | Statement of capital (prescribed particulars of rights attached to shares) | |
|------------------------|--|--|
| Class of share | 8.75% Cumulative Preference shares | |
| Prescribed particulars | <p>OUT OF THE PROFITS AVAILABLE FOR DISTRIBUTION AND RESOLVED TO BE DISTRIBUTED, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED, AND IN PRIORITY TO ANY PAYMENT OF DIVIDEND TO THE HOLDERS OF ANY ORDINARY SHARES IN THE COMPANY, TO BE PAID A FIXED CUMULATIVE PREFERENTIAL DIVIDEND PAYABLE AT THE FIXED RATE OF 8.75%. ON A RETURN OF CAPITAL ON A WINDING UP, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, OUT OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES, AN AMOUNT PER PREFERENCE SHARE EQUAL TO THE NOMINAL AMOUNT OF THE PREFERENCE SHARE, TOGETHER WITH ALL ARREARS AND ACCRUALS (IF ANY) OF THE DIVIDEND PAYABLE THEREON, WHETHER OR NOT SUCH DIVIDEND HAS BEEN EARNED OR HAS BECOME DUE AND PAYABLE, TO BE CALCULATED UP TO AND INCLUDING THE DAY OF THE COMMENCEMENT OF THE WINDING UP. ON A RETURN OF CAPITAL (OTHERWISE THAN ON A WINDING UP OR ON A REDEMPTION OR PURCHASE BY THE COMPANY OF SHARES OF ANY CLASS), THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE AN AMOUNT PER PREFERENCE SHARE EQUAL TO THE NOMINAL AMOUNT OF THE PREFERENCE SHARE TOGETHER WITH ALL ARREARS AND ACCRUALS (IF ANY) OF THE DIVIDEND PAYABLE THEREON, WHETHER OR NOT SUCH DIVIDEND HAS BEEN EARNED OR HAS BECOME DUE AND PAYABLE, TO BE CALCULATED UP TO AND INCLUDING THE DAY OF SUCH RETURN OF CAPITAL. ANY PREFERENCE SHARES (INCLUDING ALL OTHER SHARES OF THE COMPANY RANKING PARI PASSU ON A WINDING UP) SHALL RANK ON A WINDING UP IN PRIORITY TO ALL OTHER SHARES OF THE COMPANY FROM TIME TO TIME IN ISSUE AT THE DATE THEREOF. THE PREFERENCE SHARES HAVE NOT BEEN DETERMINED BY THE DIRECTORS TO BE REDEEMABLE, SAVE WITH THE APPROVAL OF THE HOLDERS OF THE PREFERENCE SHARES TO A VARIATION OF THE RIGHTS ATTACHED TO SUCH SHARES. THE HOLDERS OF THE PREFERENCE SHARES SHALL, BY VIRTUE OF AND IN RESPECT OF THEIR HOLDINGS OF THE PREFERENCE SHARES, HAVE THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK AND VOTE AT A GENERAL MEETING OF THE COMPANY ONLY: (A) IF AND WHEN, AT THE DATE OF THE NOTICE CONVENING SUCH MEETING, THE PREFERENTIAL DIVIDEND ON SUCH SHARES FOR THE DIVIDEND PAYMENT PERIOD IMMEDIATELY PRIOR TO THE NOTICE CONVENING THE RELEVANT MEETING IS IN ARREARS AND IT, AND ANY ARREARS OR DEFICIENCY OF DIVIDEND IN RESPECT OF ANY PRECEDING DIVIDEND PAYMENT PERIOD, HAS NOT BEEN PAID IN FULL; OR (B) IF A RESOLUTION IS TO BE PROPOSED</p> | |

SH01 - continuation page

Return of allotment of shares

5

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

| | | |
|------------------------|---|--|
| Class of share | 8.75% Cumulative Preference shares | |
| Prescribed particulars | <p>ABROGATING, VARYING OR MODIFYING ANY OF THE RIGHTS OR PRIVILEGES OF THE HOLDERS OF THE PREFERENCE SHARES OR FOR THE WINDING UP OF THE COMPANY OR FOR THE REDUCTION OF CAPITAL OF THE COMPANY (OTHERWISE THAN ON A REDEMPTION OR PURCHASE OF SHARES), IN WHICH CASE THEY SHALL ONLY BE ENTITLED TO VOTE ON SUCH RESOLUTION. SAVE AS AFORESAID, THE PREFERENCE SHARES SHALL NOT CONFER ON THE HOLDERS THEREOF THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. WHENEVER THE HOLDERS OF THE PREFERENCE SHARES ARE ENTITLED TO VOTE AT A GENERAL MEETING OF THE COMPANY UPON ANY RESOLUTION PROPOSED AT SUCH A GENERAL MEETING, ON A SHOW OF HANDS EVERY HOLDER THEREOF WHO IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE DULY AUTHORISED UNDER SECTION 375 OF THE COMPANIES ACT SHALL HAVE ONE VOTE AND ON A POLL EVERY HOLDER THEREOF WHO IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE IN RESPECT OF EACH COMPLETE 25 PENCE NOMINAL AMOUNT OF THE PREFERENCE SHARES REGISTERED IN THE NAME OF SUCH HOLDER.</p> | |