



✓ What this form is for
You may use this form to give notice of redenomination of shares

X What this form is NOT
You cannot use this form for notice of a reduction of following redenomination. If this, please use form St

SATURDAY



A1HHS2KQ

A26

15/09/2012

#314

COMPANIES HOUSE

1	Company details
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Company number	0	2	7	1	1	0	0	6
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Company name in full	J P MORGAN SECURITIES LTD
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→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless specified or indicated by *

2 Date resolution passed

Resolution date	^d 2	^d 8	^m 0	^m 5	^y 2	^y 0	^y 1	^y 2
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3 Shares redenominated

[illegible]

1 The new nominal value of the shares must be calculated by translating the aggregate (total) nominal value of all the shares of that class into the new currency (at the rate of exchange specified in the resolution) and dividing that amount by the number of shares in the class

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Notice of redenomination

Statement of capital

Section 4 (also **Section 5** and **Section 6** if appropriate) should reflect the company's total share capital following the redenomination

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

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section 4** and then go to **Section 7**

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
Ordinary	1 00	0 00	2	£ 2 00
Ordinary	£1 24192747	0 00	50000	£ 62,096 37357178
				£
				£
Totals			50002	£ 62,098 37357178

5 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 PLEASE SEE CONTINUATION SHEET

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				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	1,600,567
Total aggregate nominal value ④	US\$15,505,650,000 + £62,098 37357178

④ Total aggregate nominal value
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

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

Please complete the table below to show each class of shares held in other currencies
Please complete a separate table for each currency

- ① Including both the nominal value and any share premium
- ② Total number of issued shares in this class
- ③ Number of shares issued multiplied by nominal value of each share

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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 statement of capital share tables in **Section 4** and **Section 5**

Class of share	£1 Ordinary
Prescribed particulars ①	Together with the US\$10,000 Ordinary Shares and the £1 24192747 Ordinary Shares, the £1 Ordinary Shares are entitled to 90% of the total number of voting rights allocated between shareholders pro rata to respective holdings of such ordinary shares. The £1 Ordinary Shares rank below the preferred ordinary shares and the preference shares in respect of income and capital distributions, but such amounts are otherwise paid proportionately to the amount which is paid up on the £1 Ordinary Shares. The £1 Ordinary Shares carry no rights of redemption.
Class of share	US\$10,000 Ordinary
Prescribed particulars ①	Together with the £1 Ordinary Shares and the £1 24192747 Ordinary Shares, the US\$10,000 Ordinary Shares are entitled to 90% of the total number of voting rights allocated between shareholders pro rata to respective holdings of such ordinary shares. The US\$10,000 Ordinary Shares rank below the preferred ordinary shares and the preference shares in respect of income and capital distributions, but such amounts are otherwise paid proportionately to the amount which is paid up on the US\$10,000 Ordinary Shares. The US\$10,000 Ordinary Shares carry no rights of redemption.
Class of share	£1 24192747 Ordinary
Prescribed particulars ①	Together with the £1 Ordinary Shares and the US\$10,000 Ordinary Shares, the £1 24192747 Ordinary Shares are entitled to 90% of the total number of voting rights allocated between shareholders pro rata to respective holdings of such ordinary shares. The £1 24192747 Ordinary Shares rank below the preferred ordinary shares and the preference shares in respect of income and capital distributions, but such amounts are otherwise paid proportionately to the amount which is paid up on the £1 24192747 Ordinary Shares. The £1 24192747 Ordinary Shares carry no rights of redemption.

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 and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

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

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

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	US\$10,000 Preferred Ordinary	
Prescribed particulars 1	<p>The US\$10,000 Preferred Ordinary Shares are entitled to 10% of the total voting rights allocated between shareholders pro rata to their holdings of preferred ordinary shares</p> <p>The US\$10,000 Preferred Ordinary Shares are entitled to (a) with respect to income, payment of a non-cumulative preferential dividend and (b) with respect to capital, payment of arrears of dividends and a sum equal to capital, in each case on a pari passu basis to any payment to any other preferred ordinary shares or any preference shares but in priority to ordinary shares Subject to certain conditions, the US\$10,000 Preferred Ordinary Shares may be redeemed at the option of the company</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 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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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	US\$10,000 20 Year Fixed Rate Preference	
Prescribed particulars 1	<p>The US\$10,000 20 Year Fixed Rate Preference Shares are entitled to (a) with respect to income, payment of a non-cumulative preferential dividend and (b) with respect to capital, payment of arrears of dividends and a sum equal to capital, in each case on a pari passu basis to any payment to preferred ordinary shares or any other preference shares but in priority to ordinary shares. The US\$10,000 20 Year Fixed Rate Preference Shares are entitled to receive notice of and attend any meeting but not vote. Subject to certain conditions, the US\$10,000 20 Year Fixed Rate Preference Shares may be redeemed at the option of the company.</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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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	US\$10,000 10 Year Fixed Rate Preference	
Prescribed particulars 1	<p>The US\$10,000 10 Year Fixed Rate Preference Shares are entitled to (a) with respect to income, payment of a non-cumulative preferential dividend and (b) with respect to capital, payment of arrears of dividends and a sum equal to capital, in each case on a pari passu basis to any payment to preferred ordinary shares or any other preference shares but in priority to ordinary shares. The US\$10,000 10 Year Fixed Rate Preference Shares are entitled to receive notice of and attend any meeting but not vote. Subject to certain conditions, the US\$10,000 10 Year Fixed Rate Preference Shares may be redeemed at the option of the company.</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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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	US\$10,000 5 Year Floating Rate Preference	
Prescribed particulars 1	<p>The US\$10,000 5 Year Floating Rate Preference Shares are entitled to (a) with respect to income, payment of a non-cumulative preferential dividend and (b) with respect to capital, payment of arrears of dividends and a sum equal to capital, in each case on a pari passu basis to any payment to preferred ordinary shares or any other preference shares but in priority to ordinary shares. The US\$10,000 5 Year Floating Rate Preference Shares are entitled to receive notice of and attend any meeting but not vote. Subject to certain conditions, the US\$10,000 5 Year Floating Rate Preference Shares may be redeemed at the option of the company.</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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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 SOPHIE TOMLINSON

Company name ALLEN & OVERY LLP

Address ONE BISHOPS SQUARE

Post town LONDON

County/Region

Postcode E 1 6 A D

Country UNITED KINGDOM

DX

Telephone 0203 088 2485



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 the resolution was passed in 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.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



Companies House
— for the record —

COMPANY NAME: J.P. MORGAN SECURITIES PLC
(FORMERLY J.P. MORGAN SECURITIES
LIMITED)

COMPANY NUMBER: 02711006

THIS DOCUMENT IS A SECOND FILING OF FORM SH14 REGISTERED
ON 30/05/2012.