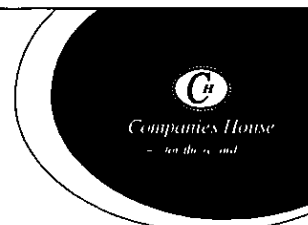


SH02

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 shares
into stock

THURSDAY



A1NPCGM2

A17

13/12/2012

#116

COMPANIES HOUSE

1 Company details

Company number 0 2 7 4 4 8 9 2

Company name in full VISA UK LIMITED

→ Filing 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 0 d 7 m 1 m 2 y 2 y 0 y 1 y 2

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	1	£1

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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

Statment 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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Redeemable	£1		28	£ 28
Special	£100		1	£ 100
				£
				£
Totals			29	£ 128

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
Totals				

❶ Including both the nominal value and any share premium

❷ Number of shares issued multiplied by nominal value of each share

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

❸ Total number of issued shares in this class.

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9 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	① Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares	29	
Total aggregate nominal value ①	£128	

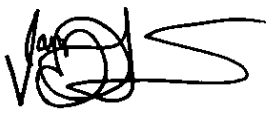
10 Statement of capital (Prescribed particulars of rights attached to shares) ②

	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 7 and Section 8	② 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 Please use a Statement of capital continuation page if necessary
Class of share	Redeemable	
Prescribed particulars	See continuation page	
Class of share	Special	
Prescribed particulars	See continuation page	
Class of share		
Prescribed particulars		

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Class of share		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 Please use a Statement of capital continuation page if necessary
Prescribed particulars		
Class of share		
Prescribed particulars		

11	Signature	
	I am signing this form on behalf of the company	
Signature	Signature 	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
	This form may be signed by Director 2 , Secretary , Person authorised 3 , Administrator , Administrative Receiver , Receiver , Receiver manager , CIC manager	

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

10	Statement of capital (Prescribed particulars of rights attached to shares) ^①	
Class of share	Redeemable	① Prescribed particulars of rights attached to shares The particulars are <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>
Prescribed particulars	<p>Voting</p> <p>The Redeemable Shares shall entitle the holders thereof to receive notice of and to attend and vote at every general meeting of the Company and every Member present in person or by a duly authorised representative at any general meeting of the Company shall have one vote on a show of hands and on a poll shall have one vote for every EURO1,000 (or fraction thereof) of aggregate Cardholder Voting Sales of that Member and one vote for every EURO1,000 (or fraction thereof) of aggregate Merchant Voting Sales of that Member</p> <p>Income</p> <p>Any profits, which the Company may determine to distribute, shall be divided between the holders of the Redeemable Shares by way of dividend in such proportion as the amount of each Member's Individual Sales bears to the amount of the Total Sales</p> <p>Capital</p> <p>On a return of capital on liquidation of the Company or otherwise (except on redemption) the assets of the Company, if any, remaining after the debts and liabilities of the Company and (if applicable) the costs of the winding up have been paid or allowed shall be applied in paying</p> <ul style="list-style-type: none"> (i) the nominal amounts paid up on the Redeemable Shares and Special Share, (ii) a sum equal to any premium paid up on issue of the Redeemable Shares held by them, and (iii) the balance (if any), which shall be divided between the holders of the Redeemable Shares by way of distribution in such proportion as the amount of each Member's Individual Sales bears to the amount of the Total Sales <p>Redemption</p> <p>Each Redeemable share shall be redeemable in accordance with Article 3 3(d)(iii) if</p> <ul style="list-style-type: none"> (A) the Member withdraws from the Company by giving to the Secretary not less than six months' written notice to that effect, (B) the Company becomes aware that the Member is not an Eligible Institution (as defined in the Company's articles of association), (C) the Company resolves by special resolution, upon recommendation of the Board, that the Member be removed from the Company for "good cause" (as further described in the Company's articles of association) 	

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

Class of share	Special	
Prescribed particulars	<p>Voting The holder of the Special Share shall be entitled to receive notice of, attend and speak at every general meeting of the Company but shall not be entitled to vote thereat</p> <p>Income The holder of the Special Share shall not be entitled to receive any profits which the Company may determine to distribute by way of dividend</p> <p>Capital On a return of capital on liquidation of the Company or otherwise the assets of the Company, if any, remaining after the debts and liabilities of the Company and (if applicable) the costs of the winding-up have been paid or allowed shall be applied in paying to the holder thereof the nominal amounts paid up on the Redeemable Shares and the Special Share and, thereafter, the holder of the Special Share shall not be entitled to receive by way of distribution any of the balance (if any) of such assets</p> <p>Redemption The Special Share is non-redeemable</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 **Tony Lee**

Company name **Visa UK Limited**

Address **1 Sheldon Square**

Post town **London**

County/Region

Postcode

W

2

6

T

T

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.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