

# SH02

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

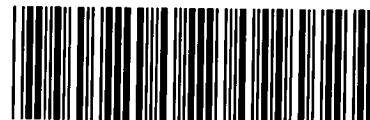


Companies House

☒ **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**  
You cannot use this form  
notice of a conversion of  
into stock.

THURSDAY



LD4 \*L7WUC2L7\* #4  
10/01/2019  
COMPANIES HOUSE

### 1 Company details

Company number 0 2 7 4 4 8 9 2

Company name in full Visa UK 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 1 1 1 2 2 0 1 8

### 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	11	£1

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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.

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

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
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**Currency table A**

GBP	Special	1	£100	
GBP	Redeemable	18	£18	
<b>Totals</b>		19	£118	NIL

**Currency table B**

<b>Totals</b>				

**Currency table C**

<b>Totals</b>				

**Totals (including continuation pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
19	£118	NIL

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)<sup>①</sup>

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

Special

Prescribed particulars

①

See continuation page.

Class of share

Redeemable

Prescribed particulars

①

See continuation page.

Class of share

Prescribed particulars

①

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.

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 *Charlotte L. H.* X

This form may be signed by:  
Director<sup>②</sup>, Secretary, Person authorised<sup>③</sup>, 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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### 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	Charlie Aghatise									
Company name	Linklaters LLP									
Address	One Silk Street									
Post town	London									
County/Region	London									
Postcode	E	C	2	Y		8	H	Q		
Country	United Kingdom									
DX										
Telephone	02074562000									



### 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)

## SH02 - continuation page

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

Class of share	Special	
Prescribed particulars	<p><b>Voting</b> 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><b>Income</b> 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><b>Capital</b> 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><b>Redemption</b> The Special Share is not redeemable.</p>	<p><b>Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <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)'

Class of share	Redeemable	
Prescribed particulars	<p><b>Voting</b> 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 one vote per Redeemable Share held by such Member on a poll.</p> <p><b>Income</b> 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 number of Redeemable Shares held by such Member bears to the total number of Redeemable Shares in issue.</p> <p><b>Capital</b> 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: (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 number of Redeemable Shares held by such Member bears to the total number of Redeemable Shares in issue.</p> <p><b>Redemption</b> The Redeemable Share held by a Member shall be redeemed in accordance with Article 3.3(d)(iii) if: (A) the Member withdraws from the Company by giving to the secretary written notice to that effect; (B) the Company becomes aware that the Member is not an Eligible Institution; (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).</p>	<p><b>Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>