

SH02

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

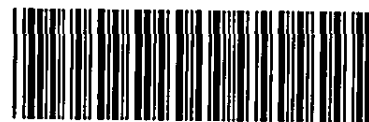


Companies House

☒ **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 for**
You cannot use this form to
give notice of a conversion of stock
into shares

FRIDAY



A405YBV4

A35

30/01/2015

#475

COMPANIES HOUSE

1 Company details

Company number 0 4 1 6 7 7 3 4

Company name in full PRUDENTIAL AUSTRALIA ONE 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 d 1 d 7 m 1 m 2 y 2 y 0 y 1 y 4

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
6% Cum Pref	1,090,827,194	AUS 1 00	1	AUS 1,090,827,194

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary	1 00	0	373,550,379	£ 373,550,379
				£
				£
				£
Totals			373,550,379	£ 373,550,379

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	AUS\$			
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
6% Cum Pref	1,090,827,194	0	1	1,090,827,194
Totals			1	1,090,827,194

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	373,550,380	
Total aggregate nominal value ①	GBP£ 373,550,379 + AUS\$ 1,090,827,194	

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	Ordinary	
Prescribed particulars	There are no voting restrictions on the ordinary shares, and each share carries one vote on a poll. If votes are cast on a show of hands, each shareholder present in person or by proxy, or in the case of a corporation, each of its duly authorised corporate representatives, has one vote, unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution	
Class of share	6% Cum Pref	
Prescribed particulars	The Preference Shares shall confer upon the holders thereof the right to receive notice of General Meetings but not the right to be present, speak and vote either in person or by proxy at any General Meeting unless any resolution for winding-up or for the variation of the rights attaching to the Preference Shares shall be proposed and then only on such resolutions. At any meeting at which the holders of the Preference Shares shall be entitled to vote the holders of the Preference Shares shall in the event of a poll have one vote in respect of each Preference Share held by them	
Class of share		
Prescribed particulars		

SH02 - continuation page

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

Class of share	Ordinary	
Prescribed particulars	<p>The profits of the Company available for dividend and resolved to be distributed shall be distributed by way of dividend amongst the holders of the ordinary shares</p> <p>On a winding up or liquidation, voluntary or otherwise, the residue, if any, of the surplus assets of the Company available for distribution amongst the members shall belong to the holders of the ordinary shares and be divided amongst them in proportion to the amounts paid up or credited as paid up on such shares held by them respectively</p> <p>The ordinary shares do not confer any rights of redemption</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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Statement of capital (Prescribed particulars of rights attached to shares)^①

Class of share	6% Cum Pref	
Prescribed particulars	<p>The Preference Shares shall confer upon the holders thereof in priority to any payment by way of dividend on any other class of shares the rights to receive a cumulative preferential dividend (exclusive of any imputed tax credit available to shareholders) to accrue from day to day at the rate of six percent per annum on the Preference Shares called up and fully paid at the relevant year end. The dividend is to be paid on 31 March following the financial year to which the dividend relates (or as the case may be the first working day following such date) or on such other date or dates as the directors of the Company shall in their absolute discretion determine (the Payment Date) by the directors as interim dividends. No other rights as to dividend are conferred on the holders of the Preference Shares.</p> <p>On a return of assets of the Company on liquidation or otherwise the surplus assets of the Company (including uncalled share capital) remaining after paying and discharging the debts and liabilities of the Company and the costs of the winding-up the Preference Shareholders shall be entitled in priority to any payment on any other class of shares to repayment of the capital paid up or credited as paid up on the Preference Shares and otherwise shall not be entitled to any payment whatsoever.</p> <p>The preference shares do not confer any rights of redemption.</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		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 X  X	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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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 Christopher Thomas

Company name Prudential Group Secretarial

Services Limited

Address Laurence Pountney Hill

Post town

County/Region London

Postcode E C 4 R O H H

Country

DX

Telephone 020 7548 3446



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