



SH01

## Return of allotment of shares



Companies House

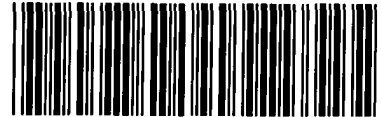


Go online to file this information  
www.gov.uk/companieshouse

☒ **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 subscription on formation of the company or for an allotment of a new class of shares by an unlimited company.

FRIDAY



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14/12/2018

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COMPANIES HOUSE

**1 Company details**

Company number 0 4 3 6 5 2 4 0  
Company name in full GLENCORE SERVICES (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 Allotment dates**

From Date 1 3 1 2 2 0 1 8  
To Date

**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	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
£ STERLING	ORDINARY	1	£1.00	\$12,541,282,534	\$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.

**Continuation page**  
Please use a continuation page if necessary.

Details of non-cash consideration.  
If a PLC, please attach valuation report (if appropriate)

ORDINARY SHARE ALLOTTED IN EXCHANGE FOR ASSIGNMENT OF ALL RIGHTS AND BENEFITS UNDER A US\$12,541,282,534 INTEREST FREE PROMISSORY NOTE ISSUED BY GLENCORE SERVICES (UK) LIMITED IN DECEMBER 2018.

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## 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'.

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
<b>Currency table A</b>				
£ STERLING	ORDINARY	5	£5.00	
<b>Totals</b>		5	£5.00	£0

<b>Currency table B</b>				
\$ DOLLARS	PREFERENCE	10,200,000,000	\$10,200,000,000.00	
<b>Totals</b>		10,200,000,000	\$10,200,000,000.00	\$0

<b>Currency table C</b>				
<b>Totals</b>				

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
	10,200,000,005	£5 + \$10,200,000.00	0

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)**

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 SHARES OF £1.00 EACH

Prescribed particulars  
①

THE ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION RIGHTS (INCLUDING ON WINDING-UP). THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Class of share

PREFERENCE SHARES OF \$1.00 EACH

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.

**Continuation page**

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



John Burton

X

This form may be signed by:

Director ②, Secretary, Person authorised ②, 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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## 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 Elina Stavropoulou

Company name Slaughter and May

Address One Bunhill Row

Post town London

County/Region

Postcode E C I Y 8 Y Y

Country United Kingdom

DX

Telephone +44 (0)20 7090 5071

**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  
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)

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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]

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## Return of allotment of shares

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)

### Statement of capital

**Complete the table below to show the issued share capital.**

**Complete a separate table for each currency.**

[illegible]

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	PREFERENCE SHARES OF \$1.00 EACH	
Prescribed particulars	<p>The following terms shall have the following meanings:</p> <p>"Available Profits" means profits available for distribution within the meaning of the Companies Acts;</p> <p>"Issue Price" in relation to a share means the price at which the share is issued, being the aggregate of the amount paid up or credited as paid up in respect of the nominal value thereof and any share premium thereon;</p> <p>"Preference Shareholder" means a person who is the holder of a Preference Share;</p> <p>"Preference Shares" means the redeemable preference shares of USD1.00 each in the capital of the Company and having the rights set out in the Articles;</p> <p>43 Preference Dividend</p> <p>43.1 The Company shall, without resolution of the Directors or of the Company in general meeting and before application of any profits to reserve or for any other purpose, accrue in respect of each Preference Share a fixed preferential dividend at an annual rate of 3 per cent of the Issue Price per Preference Share compounded annually on the final day of the Company's financial year in each year, which shall accrue daily and be calculated in respect of the period to such date assuming a 365-day year (the "Preference Dividend").</p> <p>43.2 The Preference Dividend shall be paid annually by the Company on the date falling 10 Business Days following the end of the Company's financial year to the person registered as the holder of the Preference Share (s) on the final day of the Company's financial year and shall be deemed to accrue from day to day after as well as before the commencement of a winding-up and shall therefore be payable by a liquidator in respect of any period after such commencement in priority to other claims or rights of shareholders in respect of share capital.</p> <p>43.3 Provided the Company has sufficient Available Profits out of which to pay the Preference Dividend, the Preference Dividend shall automatically become a debt due on the relevant payment date specified in Article 43.2 and immediately payable by the Company.</p> <p>43.4 If the Company is unable to pay the Preference Dividend in full on the due date by reason of having insufficient Available Profits, the Company shall:</p> <p>43.4.1 on such date pay the same to the maximum amount that it is lawfully able to do so; and</p> <p>43.4.2 apply the first Available Profits arising thereafter in or towards paying off all unpaid amounts of the Preference Dividend.</p>	



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## Return of allotment of shares

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

Class of share	PREFERENCE SHARES OF \$1.00 EACH	
Prescribed particulars	<p>44 Redemption rights</p> <p>44.1 The Company may at any time by notice in writing to the holders of Preference Shares, redeem such total number of Preference Shares as is specified in such notice.</p> <p>44.2 Where Preference Shares are to be redeemed in accordance with Article 44.1, the Company shall give to the holders of the Preference Shares falling to be redeemed prior notice in writing of the redemption (a "Company Redemption Notice"). The Company Redemption Notice shall specify:</p> <p>44.2.1 the particular Preference Shares to be redeemed; and</p> <p>44.2.2 the date fixed for redemption (the "Redemption Date"), and shall be given not less than 3 months prior to the relevant Redemption Date.</p> <p>44.3 If the Company is unable, because of having insufficient Available Profits to redeem in full the relevant number of Preference Shares on the Redemption Date, the Company shall:</p> <p>44.3.1 redeem as many of such Preference Shares as can lawfully and properly be redeemed (as set out in Article 44.7); and</p> <p>44.3.2 redeem the balance as soon as it is lawfully and properly able to do so.</p> <p>44.4 On the Redemption Date, each of the Preference Shareholders falling to be redeemed shall be bound to deliver to the Company, at the Company's registered office, the certificate(s) for such Preference Shares (or an indemnity, in a form reasonably satisfactory to the Directors, in respect of any lost certificate) in order that the same may be cancelled. Upon such delivery, the Company shall pay to the holder (or, in the case of any joint holders, to the holder whose name stands first in the Company's register of members in respect of such Preference Shares) the amount due to it in respect of such redemption against delivery of a proper receipt for the redemption monies.</p> <p>44.5 If any certificate delivered to the Company pursuant to Article 44.4 includes any Preference Shares not falling to be redeemed on the Redemption Date, a new certificate in respect of those Preference Shares shall be issued to the holder(s) thereof as soon as practicable thereafter.</p> <p>44.6 The amount to be paid on the Redemption Date for each Preference Share shall be the aggregate of:</p> <p>44.6.1 100 per cent of the Issue Price; and</p> <p>44.6.2 all accrued and/or unpaid amounts of Preference Dividend calculated up to and including the date of actual payment, subject to the Company having Available Profits or other monies which may be lawfully applied for redemption at that time. Such aggregate amount shall become a debt due on the relevant Redemption Date and immediately payable by the Company to the holders of such Preference Shares.</p>	

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

Class of share	PREFERENCE SHARES OF \$1.00 EACH	
Prescribed particulars	<p>44.7 If the Company fails or is unable to redeem any of the Preference Shares in full on the Redemption Date for any reason whatsoever, all Available Profits (or other monies which may lawfully be applied for the purpose of redeeming such Preference Shares) shall be applied in the following order of priority</p> <p>44.7.1 firstly, where any Preference Shares are subject to the Company Redemption Notice, in payment of any accrued and/or unpaid amounts of Preference Dividend; and</p> <p>44.7.2 thereafter, where any Preference Shares are subject to the Company Redemption Notice, in payment of the Issue Price of such Preference Shares.</p> <p>45 Return of capital rights</p> <p>45.1 The rights as regards to the return of capital attaching to each class of shares shall be as set out in this Article.</p> <p>45.2 On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any shares), the surplus assets of the Company remaining after the payment of its liabilities and all payments to be made in priority (including, for the avoidance of doubt, any debts arising from non-payment of Preference Dividends and all other sums payable in priority) shall be applied in the following order:</p> <p>45.2.1 in priority to any payments to be made pursuant to Article 45.2.2, in paying to each holder of Preference Shares then in issue in respect of each Preference Share of which it is the holder, an aggregate amount equal to:</p> <p>(i) 100 per cent of the Issue Price thereof; and</p> <p>(ii) all accrued and unpaid amounts of Preference Dividend calculated up to and including the date of the return of capital, and to be payable irrespective of whether such dividend would be unlawful by reason of there being insufficient Available Profits; and</p> <p>45.2.2 the balance (if any) shall be distributed amongst the holders of the Ordinary Shares (pari passu as if the same constituted one class of share) according to the number of such Ordinary Shares held by the relevant shareholders at the relevant time.</p> <p>46 No further participation rights attached to Preference Shares</p> <p>The holders of the Preference Shares shall not be entitled to any right of participation in the assets of the Company other than as set out in Articles 43 to 45.</p>	

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Class of share	PREFERENCE SHARES OF \$1.00 EACH	
Prescribed particulars	<p>59 Voting rights of shares</p> <p>59.2.2 the Preference Shares will entitle the holders thereof to:</p> <p>(i) receive a copy of any written resolution circulated to eligible members under the Companies Acts at the same time as the resolution is so circulated but not to vote on such a resolution; and</p> <p>(ii) receive notice of all general meetings but not to attend or vote at any general meeting,</p> <p>provided, in each case, that the Preference Shareholders shall be entitled to vote on a written resolution, and attend and vote at any general meeting, if a resolution is proposed abrogating, varying or modifying any of the rights attached to the Preference Shares, and in such circumstances each Preference Shareholder shall have one vote for each Preference Share held by him (on the date on which the written resolution is circulated or the time of the general meeting).</p>	