

SH01

Return of allotment of shares

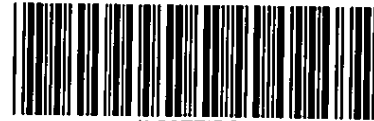


You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **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 on formation of the company
for an allotment of shares by an unlimited company

FRIDAY



LD3 07/06/2013 #107
COMPANIES HOUSE

1 Company details

Company number 04743602
Company name in full LCH CLEARNET GROUP LIMITED

→ **Filing in this form**
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2 Allotment dates ①

From Date d2 d8 m0 m5 y2 y0 y1 y3
To Date d d m m y y y y

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	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
ORDINARY	EUR	32000000	1.00	10.00	

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)

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Statement of capital

Section 4 (also **Section 5** and **Section 6**, if appropriate) should reflect the company's issued capital at the date of this return

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
				£
				£
				£
				£
Totals				£

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	EUR			
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 00	40632640	40,632,640 00
ORDINARY	19 00	0 00	1561171	1,561,171 00
Totals			42193811	42,193,811 00

Currency	EUR			
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	10.00		32000000	32,000,000.00
NON-VOTING ORDINARY	1.00		3	3.00
Totals			32000003	32,000,003.00

6 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	74,193,814	
Total aggregate nominal value ④	EUR 74,193,814 00	

① Including both the nominal value and any share premium

② E.g. Number of shares issued multiplied by nominal value of each share


③ Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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7	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	ORDINARY	
Prescribed particulars ①	<p>A VOTING RIGHTS</p> <p>THE ORDINARY SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS (I E EACH HOLDER OF AN ORDINARY SHARE SHALL HAVE ONE VOTE FOR EVERY SHARE IT HOLDS), SAVE THAT</p> <p>(1) THE ORDINARY SHARES HELD BY A DORMANT SHAREHOLDER WILL CEASE TO CONFER ON SUCH SHAREHOLDER ANY RIGHTS TO VOTE</p> <p>(2) WHERE A PERSON HOLDS ORDINARY SHARES REPRESENTING MORE THAN 5 PER CENT OF THE ORDINARY SHARE CAPITAL, VOTES ATTRIBUTED TO SHARES IN EXCESS</p>	
Class of share	NON-VOTING ORDINARY	
Prescribed particulars ①	<p>A. VOTING RIGHTS</p> <p>THE NON-VOTING ORDINARY SHARES HAVE NO VOTING RIGHTS ATTACHED TO THEM, SAVE WHERE REQUIRED BY LAW.</p> <p>B. RIGHTS AS RESPECTS DIVIDENDS TO PARTICIPATE IN THE DISTRIBUTION</p> <p>THE NON-VOTING ORDINARY SHARES HAVE NO DIVIDEND RIGHTS ATTACHED TO THEM</p> <p>C RIGHTS AS RESPECTS CAPITAL TO PARTICIPATE IN A</p>	
Class of share		
Prescribed particulars ①		
8	Signature	
	I am signing this form on behalf of the company	
Signature	<p>Signature</p> <p>X  X</p>	
	<p>This form may be signed by</p> <p>Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>	
	<p>② Societas Europaea</p> <p>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</p> <p>③ Person authorised</p> <p>Under either section 270 or 274 of the Companies Act 2006</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 Rachael O'Donnell

Company name Clifford Chance LLP

Address 10 Upper Bank Street

Post town London

County/Region

Postcode E 1 4 5 J J

Country United Kingdom

DX 149120 Canary Wharf 3

Telephone 020 7006 1000



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 appropriate 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

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY	
Prescribed particulars	<p>OF 5% SHALL ATTACH TO THE ORDINARY SHARE OWNED BY THE COMPANY SECRETARY AND SHALL ONLY BE EXERCISABLE BY THE COMPANY SECRETARY THIS 5% VOTING CAP DOES NOT APPLY TO LONDON STOCK EXCHANGE GROUP FOR SO LONG AS IT HOLDS 10% OF LCH CLEARNET GROUP LIMITED'S ISSUED SHARE CAPITAL</p> <p>(3) THE INDEPENDENT DIRECTORS MAY IMPOSE A VOTING CAP LOWER THAN 5 PER CENT</p> <p>B RIGHTS AS RESPECTS DIVIDENDS TO PARTICIPATE IN A DISTRIBUTION</p> <p>THE ORDINARY SHARES HAVE ATTACHED TO THEM FULL DIVIDEND RIGHTS - THE COMPANY MAY DECLARE DIVIDENDS AND MAY DECIDE TO PAY INTERIM DIVIDENDS ONCE A DIVIDEND HAS BEEN DECLARED IT SHALL BECOME A DEBT AND THE COMPANY SHALL PAY IT PROMPTLY WHEN DUE</p> <p>C RIGHTS AS RESPECTS CAPITAL TO PARTICIPATE IN A DISTRIBUTION</p> <p>THE ORDINARY SHARES HAVE ATTACHED TO THEM FULL CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON A WINDING UP, SAVE THAT ANY SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION SHALL BE PAID</p> <p>(1) FIRSTLY TO THE HOLDERS OF NON-CUMULATIVE PREFERENCE SHARES, AND</p> <p>(2) SECONDLY TO THE HOLDER OF THE NON-VOTING ORDINARY SHARES,</p> <p>BEFORE BEING DISTRIBUTED TO EACH OF THE HOLDERS OF ORDINARY SHARES PRO RATA TO ITS SHAREHOLDING.</p> <p>D REDEMPTION OF SHARES</p> <p>THE ORDINARY SHARES ARE NOT LIABLE TO BE REDEEMED AT THE OPTION OF THE SHAREHOLDER THE ORDINARY SHARES ARE LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY IN ITS SOLE DISCRETION (PROVIDED THAT THE COMPANY HAS SUFFICIENT DISTRIBUTABLE PROFITS) ON SERVICE OF A NOTICE OF REDEMPTION TO THE FOLLOWING SHAREHOLDERS</p> <p>(1) IF A SHAREHOLDER (OTHER THAN LSEG) OR ITS ASSOCIATE IS (A) DECLARED OR DEEMED TO BE A DEFAULTER IN ACCORDANCE WITH THE RULE BOOKS OF LCH CLEARNET GROUP LIMITED OR, WHERE RELEVANT, ITS SUBSIDIARIES, OR (B) IS GIVEN NOTICE IN WRITING THAT IT HAS BEEN DECLARED AN INACTIVE MEMBER,</p> <p>(2) IF ANY OF THE DETAILS PROVIDED BY A SHAREHOLDER IN A TRANSFER NOTICE ARE FOUND TO BE MATERIALLY INCORRECT (DETERMINED BY THE BOARD OF LCH.CLEARNET GROUP LIMITED IN ITS SOLE DISCRETION) AS AT THE DATE THEY WERE PROVIDED,</p> <p>(3) IF A SHAREHOLDER WHICH IS AN ELIGIBLE INSTITUTION (AS DEFINED IN THE ARTICLES OF ASSOCIATION OF LCH CLEARNET GROUP LIMITED) HAS BEEN DISSOLVED OR STRUCK OFF OR ANY EQUIVALENT STATUS</p>	

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

Class of share	ORDINARY	
Prescribed particulars	<p>UNDER THE LAWS OF ANY OTHER JURISDICTION, OR (4) IN THE CASE OF LSEG, IF (A) LSEG OR ANY MEMBER OF LSEG'S GROUP (OTHER THAN THE COMPANY) SERVES NOTICE TO TERMINATE THE LSE CLEARING AGREEMENT OTHER THAN PURSUANT TO A TERMINATION RIGHT ACCRUED DUE TO DEFAULT BY LCH CLEARNET GROUP LIMITED OF ITS OBLIGATIONS UNDER THE LSE CLEARING AGREEMENT, OR (B) LCH CLEARNET GROUP LIMITED SERVES NOTICE TO TERMINATE THE LSE CLEARING AGREEMENT PURSUANT TO A TERMINATION RIGHT ACCRUED DUE TO LIQUIDATION, ADMINISTRATION OR INSOLVENCY OF LSEG OR THE TERMINATION OF (AND FAILURE TO REGAIN) LSEG'S RECOGNISED INVESTMENT EXCHANGE STATUS (OR EQUIVALENT) IN ACCORDANCE WITH THE TERMS OF THE LSE CLEARING AGREEMENT, OR (C) UNDER THE TERMS OF THE RELATIONSHIP AGREEMENT BETWEEN LSEG AND LCH CLEARNET GROUP LIMITED</p>	

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

Class of share	NON-VOTING ORDINARY	
Prescribed particulars	<p>DISTRIBUTION</p> <p>THE NON-VOTING ORDINARY SHARES HAVE ATTACHED TO ASSETS AVAILABLE FOR DISTRIBUTION SHALL BE PAID THEM CAPITAL DISTRIBUTION RIGHTS, INCLUDING ON A WINDING UP, OF UP TO 2 EUROS, SAVE THAT ANY SURPLUS ASSETS AVAILABLE FOR DISTRIBUTION SHALL BE PAID FIRSTLY TO THE HOLDERS OF NON-CUMULATIVE PREFERENCE SHARES BEFORE THE 2 EUROS ARE DISTRIBUTED TO THE HOLDER OF THE NON-VOTING ORDINARY SHARES.</p> <p>D REDEMPTION OF SHARES</p> <p>THE NON-VOTING ORDINARY SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION</p>	