

✓ What this form is for
You may use this form to give notice of redenomination of shares

X What this form is for
You cannot use this form to give notice of a reduction in the amount of a tax liability following redetermination of the liability. If you are giving this notice, please use Form 1041-SS.

SATURDAY



A35
"AXPIJVH9"
02/07/2011
COMPANIES HOUSE

please
t
gov.uk

1 Company details

| | | | | | | | | |
|----------------|---|---|---|---|---|---|---|---|
| Company number | 0 | 5 | 6 | 1 | 3 | 0 | 6 | 0 |
|----------------|---|---|---|---|---|---|---|---|

| | |
|----------------------|---------------------|
| Company name in full | MAREX GROUP 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 resolution passed

| | | | | | | | | |
|-----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| Resolution date | ^d 1 | ^d 3 | ^m 0 | ^m 6 | ^y 2 | ^y 0 | ^y 1 | ^y 1 |
|-----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|

3 Shares redenominated

[illegible]

① The new nominal value of the shares must be calculated by translating the aggregate (total) nominal value of all the shares of that class into the new currency (at the rate of exchange specified in the resolution) and dividing that amount by the number of shares in the class

Please complete the table below to show each class of shares held in other currencies
Please complete a separate table for each currency

① Including both the nominal value and any share premium ③ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class.

SH14

Notice of redenomination

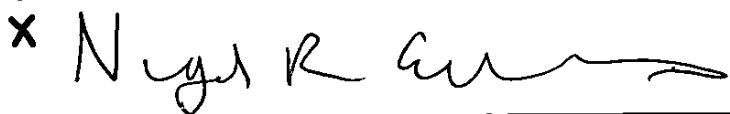
7

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 | | <p>① Prescribed particulars of rights attached to shares The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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> <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a Statement of Capital continuation page if necessary</p> |
| Class of share | ORDINARY | |
| Prescribed particulars ① | EACH ORDINARY SHARE CARRIES - THE RIGHT TO VOTE - RIGHTS AS TO PARTICIPATION IN DIVIDENDS OR DISTRIBUTIONS PRO RATA WITH THE NON-VOTING ORDINARY SHARES - ENTITLEMENT TO RETURN OF CAPITAL (INCLUDING ON WINDING UP) PRO RATA WITH THE NON-VOTING ORDINARY SHARES - NO RIGHT OF REDEMPTION | |
| Class of share | ORDINARY NON VOTING | |
| Prescribed particulars ① | EACH NON-VOTING ORDINARY SHARE CARRIES - NO VOTING RIGHTS - RIGHTS AS TO PARTICIPATION IN DIVIDENDS OR DISTRIBUTIONS PRO RATA WITH THE ORDINARY SHARES - ENTITLEMENT TO RETURN OF CAPITAL (INCLUDING ON WINDING UP) PRO RATA WITH THE ORDINARY SHARES - NO RIGHT OF REDEMPTION | |
| Class of share | DEFERRED | |
| Prescribed particulars ① | EACH DEFERRED SHARE CARRIES - NO VOTING RIGHTS - NO RIGHTS AS TO PARTICIPATING IN DIVIDENDS OR DISTRIBUTIONS - ENTITLEMENT TO RETURN OF CAPITAL (INCLUDING ON WINDING UP) AFTER HOLDERS OF ORDINARY SHARES AND NON-VOTING ORDINARY SHARES HAVE RECEIVED A RETURN OF CAPITAL IN EXCESS OF \$82.5 BILLION - NO RIGHT OF REDEMPTION | |

8

Signature

| | | |
|--|---|---|
| I am signing this form on behalf of the company | | <p>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</p> <p>③ Person authorised Under either section 270 or 274 of the Companies Act 2006</p> |
| Signature | Signature  | |
| This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative-receiver, Receiver, Receiver-manager, CIC manager | | |

SH14 - continuation page

Notice of redenomination

7

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

| | | |
|-----------------------------|--|---|
| Class of share | GROWTH | <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> |
| Prescribed particulars ① | <p>EACH GROWTH SHARE CARRIES</p> <ul style="list-style-type: none"> - NO VOTING RIGHTS -NO RIGHTS AS TO PARTICIPATION IN DIVIDENDS -NO ENTITLEMENT TO RETURN OF CAPITAL (INCLUDING ON WINDING UP) | |

SH14 - continuation page

Notice of redenomination

7

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

| Class of share | REDEEMABLE PREFERENCE | |
|-----------------------------|---|--|
| Prescribed particulars ① | <p>EACH REDEEMABLE PREFERENCE SHARE CARRIES</p> <ul style="list-style-type: none"> - NO VOTING RIGHTS - NO RIGHTS AS TO PARTICIPATION IN DIVIDENDS OR DISTRIBUTIONS - NO ENTITLEMENT TO RETURN ON CAPITAL UPON WINDING UP BEFORE HOLDERS OF ORDINARY SHARES AND NON-VOTING ORDINARY SHARES HAVE RECEIVED A RETURN OF CAPITAL BUT AFTER ANY SPECIAL SHARES REDEMPTION AMOUNT IS PAID - RIGHT OF REDEMPTION ON THE 30 JUNE 2011 AT £10 PLUS CUMULATIVE COMPOUND ANNUAL INTEREST AOF 5% THERON | <p>① Prescribed particulars of rights attached to shares</p> <p>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> |

SH14

Notice of redenomination

**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 **Nigel Edwards**

Company name **MAREX GROUP LIMITED**

Address **LEVEL ONE**

155 BISHOPSGATE

Post town **LONDON**

County/Region

Postcode **E C 2 M 3 T Q**

Country

DX

Telephone **020706556000**

**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 the resolution was passed in section 2
- ☒ You have completed 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.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

SH14

Notice of redenomination

Statement of capital

Section 4 (also Section 5 and Section 6 if appropriate) should reflect the company's total share capital following the redenomination

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 ❶ | Amount (if any) unpaid on each share ❶ | Number of shares ❷ | Aggregate nominal value ❸ |
|---|-----------------------------------|---|--------------------|------------------------------|
| | | | | £ |
| | | | | £ |
| | | | | £ |
| | | | | £ |
| 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 | US DOLLARS | | | |
|---|-----------------------------------|---|--------------------|------------------------------|
| 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 | \$0 000165 | | 75,516,874 | \$12,460 29 |
| ORDINARY | \$4 078062 | | 30,974,714 | \$5,110 83 |
| Totals | | | CONTINUED | CONTINUED |

| 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 ❸ |
| | | | | |
| | | | | |
| Totals | | | | |

6 Statement of capital (Totals)

| | | |
|--|------------------|--|
| Please give the total number of shares and total aggregate nominal value of issued share capital | | ❹ Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc |
| Total number of shares | 225,520,250 | |
| Total aggregate nominal value ❹ | \$176,237,376 43 | |

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class.

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

Continuation pages

Please use a Statement of Capital continuation page if necessary