

# SH01

## Return of allotment of shares



**iris**  
LASERFORM

You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://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 by subscrip  
on formation of the company or  
for an allotment of a new class of  
shares by an unlimited company

TUESDAY



A08 \*A145TCFN\* 06/03/2012 #167  
COMPANIES HOUSE

### 1 Company details

Company number 0 6 0 3 9 6 0 1

Company name in full **Genelus Laboratories 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 ①

From Date <sup>d</sup> 2 <sup>d</sup> 4 <sup>m</sup> 0 <sup>m</sup> 5 <sup>y</sup> 2 <sup>y</sup> 0 <sup>y</sup> 1 <sup>y</sup> 1  
To Date <sup>d</sup> <sup>d</sup> <sup>m</sup> <sup>m</sup> <sup>y</sup> <sup>y</sup> <sup>y</sup> <sup>y</sup>

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
C Ordinary	£	3605	0.10	57.27	

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)

# SH01

## Return of allotment of shares

### 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
See Continuation Sheet				£
				£
				£
				£
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	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					

Currency	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					

#### 6 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	④ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc.
Total number of shares		
Total aggregate nominal value ④		

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

# SH01

## Return of allotment of shares

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

A Ordinary

Prescribed particulars  
①

1. The A Ordinary Shares shall confer on each holder of A Ordinary Shares the right to receive notice of and to attend, speak and vote and all general meetings and each A Ordinary Share shall carry one vote per share. Votes may be exercised on a show of hands each member holding A Ordinary Shares who (being an individual) is present in person or (being a corporation) is present by a representative shall have one vote and on a poll each member who is present in person or by a proxy (continued)

Class of share

B Ordinary

Prescribed particulars  
①

1. The B Ordinary Shares shall confer on each holder of A Ordinary Shares the right to receive notice of and to attend, speak and vote and all general meetings and each B Ordinary Share shall carry one vote per share. Votes may be exercised on a show of hands each member holding A Ordinary Shares who (being an individual) is present in person or (being a corporation) is present by a representative shall have one vote and on a poll each member who is present in person or by a proxy (continued)

Class of share

Redeemable Preference

Prescribed particulars  
①

1. The Redeemable Preference Shares shall confer on each holder of such shares the right to receive notice of general meetings of the Company but not the right to attend or vote at them.  
  
(continued)

#### 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.

#### Continuation page

Please use a Statement of Capital continuation page if necessary

8

### Signature

I am signing this form on behalf of the company.

Signature

Signature

X

X

This form may be signed by  
Director ①, 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

**SH01**

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 Imogen Holland

Company name Ward Hadaway

Address Sandgate House

102 Quayside

Post town Newcastle upon Tyne

County/Region Tyne &amp; Wear

Postcode N E 1 3 D X

Country United Kingdom

DX DX 730360 Newcastle upon Tyne 30

Telephone 0191 2044000

**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

**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.

**Further information**

For further information please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

Please complete the table below to show any 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
- 2 Total number of issued shares in this class
- 3 E.g. Number of shares issued multiplied by nominal value of each share

# SH01 - continuation page

Return of allotment of shares

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

Class of share	A Ordinary
Prescribed particulars	<p>is present by a representative shall have one vote for each A Ordinary Share in the capital of the Company of which he is the holder.</p> <p>2 Where a Transfer Notice has been deemed served pursuant to Article 19 7 and the Company does not find purchasers for all of the Sale Shares pursuant to Articles 21 and 22 (inclusive), then any Sales Shares in respect of which purchasers have not been found will continue to be held by the Relevant Corporate Member provided that, until such time as such Sale Shares are transferred by the Relevant Corporate Member in accordance with the Articles, save as provided in 24 3, all rights attaching to such Sale Shares, or which the Relevant Corporate Member enjoys by virtue of its ownership of such Sale Shares (whether under these Articles or otherwise) shall cease to have effect.</p> <p>3.1 Once all the dividends set out in Article 5.1 have been paid, any remaining profits that the Company may decide to distribute shall be distributed amongst the holders of the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares as if the same constituted one class of shares, according to the amounts paid up or credited as paid up thereon.</p> <p>3.2 Every dividend shall be distributed to the appropriate shareholders pro rata according to the number of shares held by them respectively and shall accrue on a daily basis.</p> <p>3.3 All dividends are expressed to be net and shall be paid in cash</p> <p>4. On a winding-up or other return of capital the surplus assets of the Company shall be distributed in the following order:</p> <p>(continued)</p>

# SH01 - continuation page

## Return of allotment of shares

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

Class of share	A Ordinary
Prescribed particulars	<p>4.1 First, in paying to the holders of the Redeemable Preference Shares £1.00 per Redeemable Preference Share together with a sum equal to any Dividend Arrears calculated down to and including the date of the return of capital and if there is a shortfall or assets remaining to satisfy the entitlements of holders of the Redeemable Preference Shares in proportion to the amounts paid up or credited as paid up on the Preference Shares respectively held by them; and</p> <p>4.2 amongst the holders of the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares as if the same constituted one class of Share, in proportion to the amounts paid up or credited as paid up on such Shares respectively held by them.</p> <p style="text-align: center;">SCHEDULE</p> <p>Article 5.1: The profits of the Company available for distribution shall be used to pay dividends to the holders of the Redeemable Preference Shares at an annual rate per Redeemable Preference Share calculated at 8.1% above the base rate from time to time of Royal Bank of Scotland plc on the Original Subscription Price, such dividend to be paid quarterly in arrears on the last day of March, June, September and December in each year ("Payment Dates"), the first payment being made on 31 December 2009 in respect of the period from the date of adoption of these Articles to 31 December 2009.</p> <p>Article 19.7: If a corporate member (a "Relevant Corporate Member") ceases to be within the control (as such term is defined by section 840 of the Income and Corporation Taxes Act 1988) of the person(s) who controlled such company on the date on which it became a member of the Company or on the 28 May 2008 (whichever shall be the later) then, if the board of Directors of the Company reasonably believe that the Relevant Corporate Member is, or is likely to become, a competitor of the Company, the Company shall within 20 days of becoming actually aware of such change of control be entitled to serve notice in writing (the "Change of Control Notice") on the Relevant Corporate Member stating that it shall be deemed to have given a Transfer Notice</p> <p>(continued)</p>

# SH01 - continuation page

Return of allotment of shares

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

Class of share	A Ordinary
Prescribed particulars	<p>on the date of the Change of Control Notice in respect of all the Shares registered in its name or beneficially held by it</p> <p>Article 21: As soon as possible after the Sale Price has been agreed or determined, the Sale Shares shall be offered for sale by the Company to all holders of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (other than the Proposing Transferor) on a pro rata basis (as if the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares constituted the same class of Shares) as nearly may be to their holding of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares. Any offer made by the Company under this Article will invite the relevant members to state in writing the maximum of the Sale Shares offered to them that they wish to purchase and will remain open for 21 days (the "First Offer Period") Any offer under this Article to the Fund can be accepted in whole or in part by any NSV Fund.</p> <p>Article 22. If at the end of the First Offer Period there are any Sale Shares offered by the Company which have not been taken up the Company shall offer such Sale Shares to such members as have stated in writing their willingness to purchase all of the Shares previously offered to them. This offer will invite the relevant members to state in writing the maximum number of Sale Shares they wish to purchase. If there are insufficient Sale Shares to meet demand the Directors will allocate the Sale Shares pro rata as nearly as may be in proportion to the number of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares held by the relevant members (as if the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares constituted the same class of Shares). This offer will remain open for a further 21 days (the "Second Offer Period") Any offer under this Article to the Fund can be accepted in whole or in part by any NSV Fund</p> <p>Article 24 3 The provisions of Article 24 2 shall not affect the rights of the Relevant Corporate Member under Articles 5, 6, 14, 15 and 26 and, for the avoidance of doubt, immediately prior to any transfer of any Shares by any Relevant Corporate Member pursuant to a Transfer Notice or in accordance with Articles 15, 26 or 27, the rights attaching to the Relevant Corporate Member's Shares that have been disenfranchised pursuant to Article 24 2 shall be reinstated</p>



# SH01 - continuation page

## Return of allotment of shares

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

Class of share	B Ordinary
Prescribed particulars	<p>is present by a representative shall have one vote for each B Ordinary Share in the capital of the Company of which he is the holder.</p> <p>2. Where a Transfer Notice has been deemed served pursuant to Article 19.7 and the Company does not find purchasers for all of the Sale Shares pursuant to Articles 21 and 22 (inclusive), then any Sales Shares in respect of which purchasers have not been found will continue to be held by the Relevant Corporate Member provided that, until such time as such Sale Shares are transferred by the Relevant Corporate Member in accordance with the Articles, save as provided in 24.3, all rights attaching to such Sale Shares, or which the Relevant Corporate Member enjoys by virtue of its ownership of such Sale Shares (whether under these Articles or otherwise) shall cease to have effect.</p> <p>3.1 Once all the dividends set out in Article 5.1 have been paid, any remaining profits that the Company may decide to distribute shall be distributed amongst the holders of the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares as if the same constituted one class of shares, according to the amounts paid up or credited as paid up thereon.</p> <p>3.2 Every dividend shall be distributed to the appropriate shareholders pro rata according to the number of shares held by them respectively and shall accrue on a daily basis.</p> <p>3.3 All dividends are expressed to be net and shall be paid in cash</p> <p>4. On a winding-up or other return of capital the surplus assets of the Company shall be distributed in the following order</p> <p>(continued)</p>

# SH01 - continuation page

Return of allotment of shares

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

Class of share	B Ordinary
Prescribed particulars	<p>4.1 First, in paying to the holders of the Redeemable Preference Shares £1.00 per Redeemable Preference Share together with a sum equal to any Dividend Arrears calculated down to and including the date of the return of capital and if there is a shortfall or assets remaining to satisfy the entitlements of holders of the Redeemable Preference Shares in proportion to the amounts paid up or credited as paid up on the Preference Shares respectively held by them; and</p> <p>4.2 amongst the holders of the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares as if the same constituted one class of Share, in proportion to the amounts paid up or credited as paid up on such Shares respectively held by them.</p> <p style="text-align: center;">SCHEDULE</p> <p>Article 5.1: The profits of the Company available for distribution shall be used to pay dividends to the holders of the Redeemable Preference Shares at an annual rate per Redeemable Preference Share calculated at 8.1% above the base rate from time to time of Royal Bank of Scotland plc on the Original Subscription Price, such dividend to be paid quarterly in arrears on the last day of March, June, September and December in each year ("Payment Dates"), the first payment being made on 31 December 2009 in respect of the period from the date of adoption of these Articles to 31 December 2009</p> <p>Article 19.7: If a corporate member (a "Relevant Corporate Member") ceases to be within the control (as such term is defined by section 840 of the Income and Corporation Taxes Act 1988) of the person(s) who controlled such company on the date on which it became a member of the Company or on the 28 May 2008 (whichever shall be the later) then, if the board of Directors of the Company reasonably believe that the Relevant Corporate Member is, or is likely to become, a competitor of the Company, the Company shall within 20 days of becoming actually aware of such change of control be entitled to serve notice in writing (the "Change of Control Notice") on the Relevant Corporate Member stating that it shall be deemed to have given a Transfer Notice</p> <p>(continued)</p>

# SH01 - continuation page

## Return of allotment of shares

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

Class of share	B Ordinary
Prescribed particulars	<p>on the date of the Change of Control Notice in respect of all the Shares registered in its name or beneficially held by it</p> <p>Article 21 As soon as possible after the Sale Price has been agreed or determined, the Sale Shares shall be offered for sale by the Company to all holders of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (other than the Proposing Transferor) on a pro rata basis (as if the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares constituted the same class of Shares) as nearly may be to their holding of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares Any offer made by the Company under this Article will invite the relevant members to state in writing the maximum of the Sale Shares offered to them that they wish to purchase and will remain open for 21 days (the "First Offer Period"). Any offer under this Article to the Fund can be accepted in whole or in part by any NSV Fund</p> <p>Article 22: If at the end of the First Offer Period there are any Sale Shares offered by the Company which have not been taken up the Company shall offer such Sale Shares to such members as have stated in writing their willingness to purchase all of the Shares previously offered to them This offer will invite the relevant members to state in writing the maximum number of Sale Shares they wish to purchase. If there are insufficient Sale Shares to meet demand the Directors will allocate the Sale Shares pro rata as nearly as may be in proportion to the number of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares held by the relevant members (as if the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares constituted the same class of Shares) This offer will remain open for a further 21 days (the "Second Offer Period") Any offer under this Article to the Fund can be accepted in whole or in part by any NSV Fund</p> <p>Article 24.3 The provisions of Article 24.2 shall not affect the rights of the Relevant Corporate Member under Articles 5, 6, 14, 15 and 26 and, for the avoidance of doubt, immediately prior to any transfer of any Shares by any Relevant Corporate Member pursuant to a Transfer Notice or in accordance with Articles 15, 26 or 27, the rights attaching to the Relevant Corporate Member's Shares that have been disenfranchised pursuant to Article 24 2 shall be reinstated</p>

# SH01 - continuation page

## Return of allotment of shares

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

Class of share	Redeemable Preference
Prescribed particulars	<p>2. Where a Transfer Notice has been deemed served pursuant to Article 19.7 and the Company does not find purchasers for all of the Sale Shares pursuant to Articles 21 and 22 (inclusive), then any Sales Shares in respect of which purchasers have not been found will continue to be held by the Relevant Corporate Member provided that, until such time as such Sale Shares are transferred by the Relevant Corporate Member in accordance with these Articles, save as provided in 24 3, all rights attaching to such Sale Shares, or which the Relevant Corporate Member enjoys by virtue of its ownership of such Sale Shares (whether under these Articles or otherwise) shall cease to have effect.</p> <p>3.1 The profits of the Company available for distribution shall be used to pay dividends to the holders of the Redeemable Preference Shares at an annual rate per Redeemable Preference Share calculated at 8.1% above the base rate from time to time of Royal Bank of Scotland plc on the Original Subscription Price, such dividend to be paid quarterly in arrears on the last day of March, June, September and December in each year ("Payment Dates"), the first payment being made on 31 December 2009 in respect of the period from the date of adoption of these Articles to 31 December 2009.</p> <p>3 2 Once all the dividends set out in Article 5.1 have been paid, any remaining profits that the Company may decide to distribute shall be distributed amongst the holders of the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares, as if the same constituted one class of shares, according to the amounts paid up or credited as paid up thereon.</p> <p>3.3 Every dividend shall be distributed to the appropriate shareholders pro rata according to the number of shares held by them respectively and shall accrue on a daily basis.</p> <p>3 4 All dividends are expressed to be net and shall be paid in cash.</p> <p>3 5 The Preference Dividends are cumulative.</p> <p>(continued)</p>

# SH01 - continuation page

## Return of allotment of shares

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

Class of share	Redeemable Preference
Prescribed particulars	<p>3.6 The Preference Dividends shall, to the extent the Company has on their respective Payment Dates profits available for distribution, automatically become a debt due by the Company and shall be paid immediately on those dates.</p> <p>3.7 If any Dividend Arrears arise, the payment date for the Dividend Arrears shall be the last day of each month after the original Payment Date, and the Dividend Arrears shall, to the extent the Company has profits available for distribution on that payment date, automatically be a debt due by the Company and shall be paid immediately on that date.</p> <p>3.8 Each amount due in respect of the Preference Dividend shall rank for payment in the chronological order of their respective original Payment Dates.</p> <p>3.9 Payments of the Preference Dividend (or any part of them) shall be made notwithstanding</p> <p>3.9.1 regulations 102 to 108 (inclusive) of Table A,</p> <p>3.9.2 any other provision of these Articles; and</p> <p>3.9.3 that there has not been a recommendation of the directors or a resolution of the Company in general meeting.</p> <p>3.10 The Company shall procure that each of its subsidiaries which has profits available for distribution shall from time to time, and to the extent that it may lawfully do so, declare and pay to the Company the dividends necessary to permit lawful and prompt payment by the Company of any monies due in respect of the Preference Dividend.</p> <p>4. On a winding-up or other return of capital the surplus assets of the Company shall be distributed in paying to the holders of the Redeemable Preference Shares £1.00 per Redeemable Preference Share together with a sum equal to any Dividend Arrears</p> <p>(continued)</p>

# SH01 - continuation page

Return of allotment of shares

7

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

Class of share	Redeemable Preference
Prescribed particulars	<p>calculated down to and including the date of the return of capital and if there is a shortfall or assets remaining to satisfy the entitlements of holders of the Redeemable Preference Shares in proportion to the amounts paid up or credited as paid up on the Preference Shares respectively held by them</p> <p>5.1 Subject to the Act and the terms of the Subscription Agreement, the Redeemable Preference Shares shall be redeemed on 31 October 2011 or such other date agreed between the holders of the Redeemable Preference Shares and the Company (the "Redemption Date").</p> <p>5.2 The Company shall pay £1 for each Redeemable Preference Share redeemed. At the same time it shall pay any Dividend Arrears calculated to the date of redemption. In the absence of any direction to the contrary by the holder of the Redeemable Preference Shares, any money paid on redemption of a Redeemable Preference Shares shall relate first to the Dividend Arrears. The Preference Dividend shall cease to accrue from the date of payment of the redemption moneys.</p> <p>5.3 If on the Redemption Date, the Company has insufficient profits available for distribution to redeem all or some of the Redeemable Preference Shares due to be redeemed on that date.</p> <p>5.3.1 the date of redemption of those Redeemable Preference Shares that have not been redeemed on the Redemption Date shall be the last day of each subsequent month; and</p> <p>5.3.2 to the extent that the Company has profits available for distribution on any subsequent date for redemption, subject to the payment of any Dividend Arrears the Company shall immediately redeem those Redeemable Preference Shares.</p> <p>(continued)</p>

# SH01 - continuation page

## Return of allotment of shares

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

Class of share	Redeemable Preference
Prescribed particulars	<p>5.4 Subject to the Act, the Company may with the prior written consent of the holders of 75% or more of the holders of the Redeemable Preference Shares redeem all or (in instalments of not less than 10,000 shares) some of the Redeemable Preference Shares before the Redemption Date and shall use all reasonable endeavours to do so</p> <p>5.5 On the dates fixed for any redemption the Company shall pay each registered holder of Redeemable Preference Shares the amount payable for that redemption. On receipt of that amount, each holder shall surrender to the Company their certificate for the shares to be redeemed so it can be cancelled. If any surrendered certificate includes shares which are not redeemable at that time, the Company shall issue to the holder a fresh certificate for the balance of the shares which are not redeemed</p> <p>5.6 If there is more than one holder of the Redeemable Preference Shares, any redemption shall be made among these holders in proportion (as nearly as may be) to their respective holdings.</p> <p style="text-align: center;">SCHEDULE</p> <p>Article 5.1: The profits of the Company available for distribution shall be used to pay dividends to the holders of the Redeemable Preference Shares at an annual rate per Redeemable Preference Share calculated at 8.1%</p> <p>(continued)</p>

SH01 - continuation page  
Return of allotment of shares

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

Class of share	Redeemable Preference
Prescribed particulars	<p>above the base rate from time to time of Royal Bank of Scotland plc on the Original Subscription Price, such dividend to be paid quarterly in arrears on the last day of March, June, September and December in each year ("Payment Dates"), the first payment being made on 31 December 2009 in respect of the period from the date of adoption of these Articles to 31 December 2009.</p> <p>Article 19.7 If a corporate member (a "Relevant Corporate Member") ceases to be within the control (as such term is defined by section 840 of the Income and Corporation Taxes Act 1988) of the person(s) who controlled such company on the date on which it became a member of the Company or on the 28 May 2008 (whichever shall be the later) then, if the board of Directors of the Company reasonably believe that the Relevant Corporate Member is, or is likely to become, a competitor of the Company, the Company shall within 20 days of becoming actually aware of such change of control be entitled to serve notice in writing (the "Change of Control Notice") on the Relevant Corporate Member stating that it shall be deemed to have given a Transfer Notice on the date of the Change of Control Notice in respect of all the Shares registered in its name or beneficially held by it</p> <p>Article 21. As soon as possible after the Sale Price has been agreed or determined, the Sale Shares shall be offered for sale by the Company to all holders of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (other than the Proposing Transferor) on a pro rata basis (as if the A Ordinary Shares, the B Ordinary Shares and C Ordinary Shares constituted the same class of Shares) as nearly may be to their holding of A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares. Any offer made by the Company under this Article will invite the relevant members to state in writing the maximum of the Sale Shares offered to them that they wish to purchase and will remain open for 21 days (the "First Offer Period"). Any offer under this Article to the Fund can be accepted in whole or in part by any NSV Fund.</p> <p>(continued)</p>



# SH01 - continuation page

## Return of allotment of shares

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

Class of share	Redeemable Preference	
Prescribed particulars	<p>Article 22 If at the end of the First Offer Period there are any Sale Shares offered by the Company which have not been taken up the Company shall offer such Sale Shares to such members as have stated in writing their willingness to purchase all of the Shares previously offered to them. This offer will invite the relevant members to state in writing the maximum number of Sale Shares they wish to purchase. If there are insufficient Sale Shares to meet demand the Directors will allocate the Sale Shares pro rata as nearly as may be in proportion to the number of A Ordinary Shares, B Ordinary Shares and c Ordinary Shares held by the relevant members (as if the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares constituted the same class of Shares) This offer will remain open for a further 21 days (the "Second Offer Period"). Any offer under this Article to the Fund can be accepted in whole or in part by any NSV Fund</p> <p>Article 24.3: The provisions of Article 24.2 shall not affect the rights of the Relevant Corporate Member under Articles 5, 6, 14, 15 and 26 and, for the avoidance of doubt, immediately prior to any transfer of any Shares by any Relevant Corporate Member pursuant to a Transfer Notice or in accordance with Articles 15, 26 or 27, the rights attaching to the Relevant Corporate Member's Shares that have been disenfranchised pursuant to Article 24.2 shall be reinstated.</p>	

# SH01 - continuation page

## Return of allotment of shares

7

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

Class of share	C Ordinary
Prescribed particulars	<p>The C Ordinary Shares shall confer on each hold of C Ordinary Shares the right to receive notice of and to attend, speak and vote and all general meetings and each C Ordinary Share shall carry one vote per share. Votes may be exercised on a show of hands each member holding C Ordinary Shares who (being an individual) is present in person or (being a corporation) is present by a representative shall have one vote and on a poll each member who is present in person or by a proxy is present by a representative shall have one vote for each C Ordinary Share in the capital of the Company of which he is the holder</p> <p>2. Where a Transfer Notice has been deemed served pursuant to Article 19 7 and the Company does not find purchasers for all of the Sale Shares pursuant to Articles 21 and 22 (inclusive), then any Sales Shares in respect of which purchasers have not been found will continue to be held by the Relevant Corporate Member provided that, until such time as such Sale Shares are transferred by the Relevant Corporate Member in accordance with the Articles, save as provided in 24.3, all rights attaching to such Sale Shares, or which the Relevant Corporate Member enjoys by virtue of its ownership of such Sale Shares (whether under these Articles or otherwise) shall cease to have effect.</p> <p>3.1 Once all the dividends set out in Article 5.1 have been paid, any remaining profits that the Company may decide to distribute shall be distributed amongst the holders of the C Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares, as if the same constituted one class of shares, according to the amounts paid up or credited as paid up thereon</p> <p>3 2 Every dividend shall be distributed to the appropriate shareholders pro rata according to the number of shares held by them respectively and shall accrue on a daily basis.</p> <p>3.3 All dividends are expressed to be net and shall be paid in cash.</p> <p>(continued)</p>

# SH01 - continuation page

## Return of allotment of shares

7

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

Class of share	C Ordinary	
Prescribed particulars	<p>4. On a winding-up or other return of capital the surplus assets of the Company shall be distributed in the following order:-</p> <p>4.1 First, in paying to the holders of the Redeemable Preference Shares £1.00 per Redeemable Preference Share together with a sum equal to any Dividend Arrears calculated down to and including the date of the return of capital and if there is a shortfall or assets remaining to satisfy the entitlements of holders of the Redeemable Preference Shares in proportion to the amounts paid up or credited as paid up on the Preference Shares respectively held by them, and</p> <p>4.2 amongst the holders of the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares, as if the same constituted one class of Share, in proportion to the amounts paid up or credited as paid up on such Shares respectively held by them.</p> <p style="text-align: center;">SCHEDULE</p> <p>Article 5.1 The profits of the Company available for distribution shall be used to pay dividends to the holders of the Redeemable Preference Shares at an annual rate per Redeemable Preference Share calculated at 8.1% above the base rate from time to time of Royal Bank of Scotland plc on the Original Subscription Price, such dividend to be paid quarterly in arrears on the last day of March, June, September and December in each year ("Payment Dates"), the first payment being made on 31 December 2009 in respect of the period from the date of adoption of these Articles to 31 December 2009.</p> <p>Article 17.9: If a corporate member (a "Relevant Corporate Member") ceases to be within the control (as such term is defined by section 840 of the Income and Corporation Taxes Act 1988) of the person(s) who controlled such company on the date on which it became a member of the Company or on the 28 May 2008 (whichever shall be the later) then, if the board of Directors of the Company reasonably believe that the Relevant Corporate Member is, or is likely to become, a competitor of the Company, the Company shall within 20 days of becoming actually aware of such change of control</p> <p>(continued)</p>	

# SH01 - continuation page

## Return of allotment of shares

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

Class of share	C Ordinary	
Prescribed particulars	<p>be entitled to serve notice in writing (the "Change of Control Notice") on the Relevant Corporate Member stating that it shall be deemed to have given a Transfer Notice on the date of the Change of Control Notice in respect of all the Shares registered in its name or beneficially held by it.</p> <p>Article 21: As soon as possible after the Sale Price has been agreed or determined, the Sale Shares shall be offered for sale by the Company to all holders of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares (other than the Proposing Transferor) on a pro rata basis (as if the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares constituted the same class of Shares) as nearly may be to their holding of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares. Any offer made by the Company under this Article will invite the relevant members to state in writing the maximum of the Sale Shares offered to them that they wish to purchase and will remain open for 21 days (the "First Offer Period"). Any offer under this Article to the Fund can be accepted in whole or in part by any NSV Fund</p> <p>Article 22: If at the end of the First Offer Period there are any Sale Shares offered by the Company which have not been taken up the Company shall offer such Sale Shares to such members as have stated in writing their willingness to purchase all of the Shares previously offered to them. This offer will invite the relevant members to state in writing the maximum number of Sale Shares they wish to purchase. If there are insufficient Sale Shares to meet demand the Directors will allocate the Sale Shares pro rata as nearly as may be in proportion to the number of A Ordinary Shares, B Ordinary Shares and C Ordinary Shares held by the relevant members (as if the A Ordinary Shares, B Ordinary Shares and C Ordinary Shares constituted the same class of Shares). This offer will remain open for a further 21 days (the "Second Offer Period"). Any offer under this Article to the Fund can be accepted in whole or in part by any NSV Fund</p> <p>Article 24 3 The provisions of Article 24.2 shall not affect the rights of the Relevant Corporate Member under Articles 5, 6, 14, 15 and 26 and, for the avoidance of doubt, immediately prior to any transfer of any Shares by any Relevant Corporate Member pursuant to a Transfer Notice or in accordance with Articles 15, 26 or 27, the rights attaching to the Relevant Corporate Member's Shares that have been disenfranchised pursuant to Article 24 2 shall be reinstated</p>	

**SH01 - continuation page**  
Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	C Ordinary	
Prescribed particulars	<p>Article 24 3 The provisions of Article 24 2 shall not affect the rights of the Relevant Corporate Member under Articles 5, 6, 14, 15 and 26 and, for the avoidance of doubt, immediately prior to any transfer of any Shares by any Relevant Corporate Member pursuant to a Transfer Notice or in accordance with Articles 15, 26 or 27, the rights attaching to the Relevant Corporate Member's Shares that have been disenfranchised pursuant to Article 24 2 shall be reinstated</p>	