

**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 shares into stock.

For further information, please refer to our guidance at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

## 1 Company details

Company number 1 0 8 6 5 3 4 2  
Company name in full The Co-operative Bank Holdings 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 6 9 20 21

## 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

## 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
B Redeemable Preference	10	0.01

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## 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

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## Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

Please use a Statement of Capital continuation page if necessary.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

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
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## Currency table A

GBP	Ordinary A Shares	9,029,130,200	902,913.02	
GBP	B Redeemable Preference	73	0.73	
<b>Totals</b>		9,029,130,273	902,913.75	0.00

## Currency table B

<b>Totals</b>				

## Currency table C

<b>Totals</b>				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
9,029,130,273	902,913.75	0.00

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)<sup>①</sup>

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in <b>Section 7</b> .	
Class of share	Ordinary A Shares	
Prescribed particulars ①	<p>The A Shares shall be entitled to dividends to be paid out of the profits of the Company available for distribution and permitted to be distributed. All dividends declared in respect of the A Shares shall be distributed among the A Shareholders in proportion to the number of A Shares held by them respectively.</p> <p>On a return of capital on liquidation, dissolution or winding up (whether voluntary or involuntary) or return or reduction of capital the Company (other than a redemption of B Shares), the surplus</p>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p> <p>Please use a Statement of capital continuation page if necessary.</p>
Class of share	B Redeemable Preference	
Prescribed particulars ①	<p>The B Shares shall not carry any right to participate in the profits of the Company except as provided for in the return of capital on liquidation. On a return of capital on liquidation, dissolution or winding up, the surplus assets of the Company available for distribution after payment of its liabilities shall be applied: (i) first, in respect of each B Share, an amount equal to its nominal value (and if such proceeds are insufficient, allocated between them pro rata to</p>	
Class of share		
Prescribed particulars ①		

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### Signature

	I am signing this form on behalf of the company.	
Signature	<p>Signature</p> <p>X  X</p>	<p><b>② Societas Europaea</b> 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><b>③ Person authorised</b> Under either section 270 or 274 of the Companies Act 2006.</p>
	<p>This form may be signed by: Director<sup>②</sup>, Secretary, Person authorised<sup>③</sup>, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.</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	Melanie Hughes
Company name	The Co-operative Bank Plc
Address	c/o Secretariat
POBox 101, 1 Balloon Street	
Post town	Manchester
County/Reg'on	
Postcode	M 6 0 4 E P
Country	
DX	
Telephone	



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

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

Class of share	Ordinary A Shares	
Prescribed particulars	<p>assets of the Company available for distribution after payment of its liabilities shall be applied: (i) first, in respect of each B Share, an amount equal to its nominal value (and if such proceeds are insufficient, allocated between them pro rata to the aggregate amount due to each hereunder); and (ii) second, the balance remaining (if any) shall be distributed to the A Shareholders pro rata by reference to the number of A Shares held by them respectively.</p> <p>No A Shareholder shall be entitled to receive notice of, nor attend or vote (either in person or by proxy) at a general meeting of the Company, save where a resolution is to be proposed at such meeting (i) abrogating or varying any of the respective rights or privileges attaching to the A Shares, including by way of amendment to the provisions of the articles; (ii) for the winding-up or dissolution of the Company; (iii) in respect of the purchase or redemption (save for the redemption of the B Shares in accordance with the articles) of any share capital by the Company; or (iv) in respect of a Bank Exit or an IPO Exit. Whenever the holders of the A Shares are entitled to vote at a general meeting of the Company upon any resolution proposed at such meeting, on a show of hands every holder who (being an individual) is present in person or (being a corporation) is present by a representative or by proxy shall have one vote and, on a poll, shall have one vote in respect of each A Share registered in the name of such holder.</p> <p>Following a Bank Exit, if surplus assets are available for distribution and for so long as the Company is subject to the PRA's regulatory powers, the PRA has provided any consent required to make such distribution, the Company may distribute, after payment of its liabilities, such surplus assets: (i) first, in respect of each B Share, an amount equal to its nominal value (and if such proceeds are insufficient, allocated between them pro rata to the aggregate amount due to each under the articles); (ii) second, provided that the valuation of the Bank on a Bank Exit is equal to or greater than 0.4x of the Tangible Book Value of the Bank as at the date of the Bank Exit, an aggregate of £25,000,000 (the "Exit Premium") to the B Shareholders, solely in accordance with the Exit Premium principles set out in the B Shareholders' Agreement; and (iii) third, the balance remaining (if any) may be distributed to shareholders.</p> <p>On an IPO Exit, provided that the valuation of the Bank is equal to or greater than 0.4x of the Tangible Book Value of the Bank as at the date of the IPO Exit, the Company shall allot and issue to each of the B Shareholders, A Shares equivalent to the value of the Exit Premium which they would have received, upon a Bank Exit.</p> <p>"Bank Exit" means any transaction or arrangement which results in the Company ceasing to: (i) be the Bank's direct or indirect holding company; or (ii) hold directly or indirectly substantially all of the assets of the Bank.</p>	<p><b>Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

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

Class of share	B Redeemable Preference Shares	
Prescribed particulars	<p>the aggregate amount due to each hereunder); and (ii) second, the balance remaining (if any) shall be distributed to the A Shareholders pro rata by reference to the number of A Shares held by them respectively. Each B Shareholder is entitled to receive notice, attend and vote at a general meeting of the Company. Whenever the holders of the B Shares are entitled to vote at a general meeting of the Company upon any resolution proposed at such meeting, on a show of hands every holder who (being an individual) is present in person or (being a corporation) is present by representative or proxy shall have one vote and, on a poll, shall have one vote in respect of each B Share registered in the name of such holder. The B Shares have attached to them rights of redemption by the Company.</p> <p>Following a Bank Exit, if surplus assets are available for distribution and for so long as the Company is subject to the PRA's regulatory powers, the PRA has provided any consent required to make such distribution, the Company may distribute, after payment of its liabilities, such surplus assets:(i) first, in respect of each B Share, an amount equal to its nominal value (and if such proceeds are insufficient, allocated between them pro rata to the aggregate amount due to each under the articles);(ii) second, provided that the valuation of the Bank on a Bank Exit is equal to or greater than 0.4x of the Tangible Book Value of the Bank as at the date of the Bank Exit, an aggregate of £25,000,000 (the "Exit Premium") to the B Shareholders, solely in accordance with the Exit Premium principles set out in the B Shareholders' Agreement; and (iii) third, the balance remaining (if any) may be distributed to shareholders.</p> <p>On an IPO Exit, provided that the valuation of the Bank is equal to or greater than 0.4x of the Tangible Book Value of the Bank as at the date of the IPO Exit, the Company shall allot and issue to each of the B Shareholders, A Shares equivalent to the value of the Exit Premium which they would have received, upon a Bank Exit.</p> <p>"Bank Exit" means any transaction or arrangement which results in the Company ceasing to: (i) be the Bank's direct or indirect holding company; or (ii) hold directly or indirectly substantially all of the assets of the Bank.</p>	<p><b>Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>