

SH01

Return of allotment of shares



Companies House



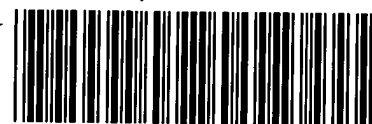
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www.gov.uk/companieshouse

✓ **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 subscri
on formation of the company or
for an allotment of a new class o
shares by an unlimited company

FRIDAY



SCT 13/12/2019 #210
COMPANIES HOUSE

1 Company details

Company number S C 0 4 5 5 5 1
Company name in full The Royal Bank of Scotland Group plc

→ **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 ^d0 ^d9 ^m1 ^m2 ^y2 ^y0 ^y1 ^y9
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.

Currency ②	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
Pound sterling	Ordinary Shares	748	£1.00	£1.00	nil

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

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
Currency table A				
Pound sterling	11% Cumulative Preference Shares	500,000	£500,000	
Pound sterling	5.5% Cumulative Preference Shares	400,000	£400,000	
Pound sterling	Ordinary Shares	12,093,903,325	£12,093,903,325	
Totals		12,094,803,325	£12,094,803,325	nil

Currency table B				
US Dollar	Cat.II Non-cumulative dollar Preferen	10,130	\$101.30	
Totals		10,130	\$101.30	nil

Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares 12,094,813,455	Total aggregate nominal value ❶ £12,094,803,325 + \$101.30	Total aggregate amount unpaid ❶ nil

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

For each class of share listed in section 4

Prescribed particulars

1

Please see attached continuation sheets for rights in respect of:
5.5% Cumulative Preference Shares
Ordinary shares
11% Cumulative Preference Shares
Cat.II Non-cumulative Dollar Preference Shares

Class of share

Prescribed particulars

1

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

X

This form may be signed by:

Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CMC 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	Yvonne Addison
Company name	Legal, Governance & Reg Affairs
Address	2nd Floor, Business House G
RBS Gogarburn	
PO Box 1000	
Post town	Edinburgh
County/Region	
Postcode	E H 1 2 1 H Q
Country	
DX	
Telephone	0131 556 8555

**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 or email 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

Class of share	Page
11% cumulative preference shares	2
5½% cumulative preference shares	3
Category II non-cumulative dollar preference shares, series U	4
Ordinary shares	6

11% cumulative preference shares

- (a) Particulars of any voting rights attached to the shares, including rights that arise only in certain circumstances

Each share carries the right to four votes on a poll.

- (b) Particulars of any rights attached to the shares, as respects dividends, to participate in a distribution

Each share confers the right to a fixed cumulative preferential dividend at a rate of 11% per annum, payable half-yearly. The shares rank for dividend in priority to dividends payable on the non-cumulative preference shares or any other class of shares.

- (c) Particulars of any rights attached to the shares, as respects capital, to participate in a distribution (including on winding up)

In the event of a return of capital on a winding-up or otherwise, the holders of 11% cumulative preference shares are entitled to receive out of the surplus assets of the company (i) in priority to the holders of the non-cumulative preference shares and any other shares ranking *pari passu* therewith, the arrears of any fixed dividends, including the amount of any dividend due for a payment after the date of commencement of any winding-up or liquidation but which is payable in respect of a half-year period ending on or before such date, and (ii) *pari passu* with the holders of the non-cumulative preference shares and any other shares ranking *pari passu* therewith, the amount paid up or credited as paid up on such shares together with any premium.

- (d) Whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder

The shares are not redeemable.

5½% cumulative preference shares

- (a) Particulars of any voting rights attached to the shares, including rights that arise only in certain circumstances

Each share carries the right to four votes on a poll.

- (b) Particulars of any rights attached to the shares, as respects dividends, to participate in a distribution

Each share confers the right to a fixed cumulative preferential dividend at a rate of 5½% per annum, payable half-yearly. The shares rank for dividend in priority to dividends payable on the non-cumulative preference shares or any other class of shares.

- (c) Particulars of any rights attached to the shares, as respects capital, to participate in a distribution (including on winding up)

In the event of a return of capital on a winding-up or otherwise, the holders of 5½% cumulative preference shares are entitled to receive out of the surplus assets of the company (i) in priority to the holders of the non-cumulative preference shares and any other shares ranking *pari passu* therewith, the arrears of any fixed dividends, including the amount of any dividend due for a payment after the date of commencement of any winding-up or liquidation but which is payable in respect of a half-year period ending on or before such date, and (ii) *pari passu* with the holders of the non-cumulative preference shares and any other shares ranking *pari passu* therewith, the amount paid up or credited as paid up on such shares together with any premium.

- (d) Whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder

The shares are not redeemable.

Category II non-cumulative dollar preference shares, series U

- (a) Particulars of any voting rights attached to the shares, including rights that arise only in certain circumstances

Holders of Series U preference shares are not entitled to attend or vote at any general meeting unless the business of the meeting includes the consideration of a resolution for the winding-up of the company or any resolution varying or abrogating the rights attached to any such shares and then in such case only to speak to and vote upon any such resolution.

However, holders have the right to vote in respect of any matter when the dividend payable on their shares has not been declared in full for the most recent dividend period, and this right will continue until the company has resumed payment in full of the dividends for successive dividend periods aggregating no less than twelve months.

If entitled to vote, each holder is entitled on a poll to one vote for each Series U preference share held (subject to adjustment to reflect certain events affecting ordinary shares).

- (b) Particulars of any rights attached to the shares, as respects dividends, to participate in a distribution

Subject to the discretions, limitations and qualifications described in this section (b), from the date of issue to (but excluding) 29 September 2017, non-cumulative preferential dividends will accrue on each Series U preference share at a rate of 7.64% per annum on the liquidation preference (US\$100,000) of each share, payable semi-annually in arrears out of distributable profits of the company. Subject as aforesaid, from (and including) 29 September 2017, non-cumulative preferential dividends will accrue on each Series U preference share at a variable rate, reset quarterly, of 2.32% per annum plus Three-Month LIBOR on the liquidation preference of each share, payable quarterly in arrears out of distributable profits of the company.

The shares rank for dividend after the cumulative preference shares, but rank *pari passu* with any other non-cumulative preference shares and any shares expressed to rank, in terms of participation in the profits of the company, in some or all respects *pari passu* therewith and otherwise in priority to dividends payable on the ordinary shares and any other share capital in the company.

Full dividends in respect of a particular dividend payment date will not be declared and paid if (A) in their sole and absolute discretion, the directors resolve prior to the relevant dividend payment date that such dividend (or part thereof) shall not be paid, and/or (B) in the opinion of the directors, payment of a dividend would cause a breach of the Financial Services Authority's capital adequacy requirements applicable to the company or its subsidiaries, or, subject to the next following paragraph, insufficient distributable profits of the company are available to cover the payment in full of all dividends on equally ranking non-cumulative preference shares after having paid any dividends payable on any of the cumulative preference shares.

If dividends are to be paid but, in the opinion of the directors, insufficient distributable profits of the company are available to cover the payment in full of dividends after having paid any dividends payable on any of the cumulative preference shares, dividends will (subject to sub-sections (A) and (B) of the preceding paragraph) be declared by the directors pro rata on the non-cumulative preference shares to the extent of the available distributable profits.

If, and to the extent, any dividend or part of any dividend is on any occasion not paid for any of the reasons described above, holders of Series U preference shares will have no claim in respect of such non-payment.

If the dividend payable on the Series U preference shares on the most recent payment date is not paid in full, or if a sum is not set aside to provide for such payment in full, in either case for any of the reasons described in the third paragraph of this section (b), then (A) no dividends

may be declared on any Parity Securities or Junior Securities unless, on the date of declaration, an amount equal to the dividend payable on the Series U preference shares in respect of the then current dividend period is set aside for payment in full on the next dividend payment date; and (B) the company may not redeem or purchase or otherwise acquire any Parity Securities or Junior Securities and may not set aside any sum nor establish any sinking fund for their redemption, purchase or other such acquisition, until such time as dividends on the Series U preference shares have been declared and paid in full in respect of successive dividend periods together aggregating not less than twelve months. The terms "Parity Securities" and "Junior Securities" are defined in the prospectus supplement dated 26 September 2007 in respect of the Series U preference shares. If the non-payment of dividend is as a result of the directors' discretion referred to in sub-section (A) of the third paragraph of this section (b), the restriction on dividends described in (A) of this paragraph will not apply to any Mandatory Securities (defined in the prospectus supplement as Parity Securities the terms of which do not provide for the directors to be able to elect not to pay any dividend or other distribution in cash at their discretion).

- (c) Particulars of any rights attached to the shares, as respects capital, to participate in a distribution (including on winding up)

Each share confers on a winding up or liquidation the right to receive out of surplus assets of the company available for distribution amongst the members after payment of the arrears (if any) of the cumulative dividend on the cumulative preference shares and in priority to the holders of the ordinary shares, repayment of US\$100,000 *pari passu* with the holders of the cumulative preference shares and any other equally ranking non-cumulative preference shares and together with an amount equal to accrued and unpaid dividends.

- (d) Whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder

Subject to applicable law and the consent of the Financial Services Authority, the shares are redeemable in whole (but not in part) at the option of the company; at a redemption price of US\$100,000 per share plus accruals of dividend:

- (i) at any time during the period from (and including) 31 December 2012 to (but excluding) 29 September 2017, and thereafter on any quarterly dividend payment date, if the Financial Services Authority has confirmed to the company that the shares are no longer of the type eligible for inclusion in the company's Tier 1 Capital on a solo and/or consolidated basis; and
- (ii) on 29 September 2017, or any quarterly dividend payment date falling on or around any tenth anniversary thereafter.

Subject to, among other things, the company's articles of association, applicable law and the consent of the Financial Services Authority, the company may, at its option, substitute the shares, in whole but not in part, with Qualifying Non-Innovative Tier 1 Securities (as defined in the abovementioned prospectus supplement) at any time, provided the substitution date is no earlier than 31 December 2012. For the purpose of effecting any substitution, the company will redeem the Series U preference shares on the substitution date.

Ordinary Shares

- (a) Particulars of any voting rights attached to the shares, including rights that arise only in certain circumstances

Each share carries the right to four votes on a poll.

- (b) Particulars of any rights attached to the shares, as respects dividends, to participate in a distribution

All dividends on the ordinary shares will be declared and paid according to the amounts paid up on the shares.

- (c) Particulars of any rights attached to the shares, as respects capital, to participate in a distribution (including on winding up)

On a winding up, the liquidator may, with the authority of a special resolution, divide among the members, or different classes of members, the assets of the company. No other rights, except as provided by law.

- (d) Whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder

The shares are not redeemable.