

SH02

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



Companies House

COMPANIES HOUSE

14 FEB 2018

EDINBURGH FRONT DESK

✓ 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 share
into stock.

WEDNESDAY



S6ZQN3GQ

SCT 14/02/2018 #50
COMPANIES HOUSE

1 Company details

Company number S C 9 0 3 1 2

Company name in full The Royal Bank of Scotland plc

→ 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 d 0 5 m 0 1 y 2 0 y 1 8

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
Cat. II Non-cumulative Dollar Pref	9,000,000	US\$0.01

SH02

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

6

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

7

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.

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	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

Currency table A

Pound sterling	Ordinary Shares	6,608,516,810	£6,608,516,810	
Totals		6,608,516,810	£6,608,516,810	nil

Currency table B

US Dollar	Cat.II Non-cumulative Dollar Pref	47,400,000	\$474,000	
Totals		47,400,000	\$474,000	nil

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
6,655,916,810	£6,608,516,810 + \$474,000	nil

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

SH02

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)^①

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 7.

Class of share

Ordinary Shares

Prescribed particulars^①

Each ordinary share carries the right to one vote on a poll.

The profits of the Company available for dividend and resolved to be distributed shall be distributed by way of dividend amongst the holders of the Ordinary Shares and on a winding up or liquidation, voluntary or otherwise, the residue, if any, of the surplus assets of the Company available for distribution amongst the members shall belong to the holders of the Ordinary Shares

Class of share

Ordinary Shares (cont)

Prescribed particulars^①

and be divided amongst them in proportion to the amounts paid up or credited as paid up on such shares held by them respectively.

Class of share

Cat. II Non-cumulative Dollar Preference Shares

Prescribed particulars^①

Series H, Series L, Series N and Series R Category II Non-cumulative Dollar Preference Shares do not confer the right to attend or vote at any general meeting of the Company.

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.

Please use a Statement of capital continuation page if necessary.

9

Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director^②, 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.

SH02

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

The Royal Bank of Scotland Group plc

Address

RBS Gogarburn**PO Box 1000**Post town
Edinburgh

County/Region

Postcode

E	H	1	2		1	H	Q
---	---	---	---	--	---	---	---

Country

DX

Telephone
0131 626 3851**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 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