



✓ What this form is for
You may use this form to give notice of a cancellation of shares by a limited company on purchase

X What this form is NOT for
You cannot use this form to
give notice of a cancellation of
shares held by a public company
under section 663 of the
Companies Act 2006. To do this,
please use form SH07.



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27/08/2021

#355

27/08/2021
COMPANIES HOUSE

1 Company details

Company number	0	0	9	2	9	0	2	7
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Company name in full	National Westminster Bank Plc
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→ 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 cancellation
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Date of cancellation	^d 2	^d 9	^m 0	^m 6	^y 2	^y 0	^y 2	^y 1
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3 Shares cancelled

[illegible]

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Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

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
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Currency table A

GBP	Ordinary Shares of £1	1,678,177,493	£1,678,177,493	
GBP	Non-Cumulative Pref Shares of £1	116,349,041	£116,349,041	
Totals		1,794,526,534	£1,794,526,534	nil

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
	1,794,526,534	£1,794,526,534	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 .		<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. <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 Shares of £1	
Prescribed particulars ①	<p>(a) Particulars of any voting rights attached to the shares, including rights that arise only in certain circumstances: Each share carries the right to one vote and on a poll one vote for every £1 of nominal share capital.</p> <p>(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.</p>	
Class of share	Ordinary Shares of £1 (cont)	
Prescribed particulars ①	<p>(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.</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: The shares are not redeemable.</p>	
Class of share	Non-Cumulative Pref Shares of £1	
Prescribed particulars ①	<p>(a) Particulars of any voting rights attached to the shares, including rights that arise only in certain circumstances: Holders of Series A 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 dividend period immediately prior to the notice convening the relevant General Meeting.</p>	

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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	<p>Signature</p> <p>X  X</p>	
<p>This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p>		

**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	National Westminster Bank Plc									
Address	Gogarburn									
PO Box 1000										
Post town	Edinburgh									
County/Region										
Postcode	E	H	1	2	1	H	Q			
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 completed 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.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

SH06 - continuation page

Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ⁹

Class of share	Non-Cumulative Pref Shares of £1 (cont)	
Prescribed particulars	<p>If entitled to vote, each holder of Series A Preference Shares is entitled to one vote and on a poll to one vote for each Series A preference share held.</p> <p>(b) Particulars of any rights attached to the shares, as respects dividends, to participate in a distribution: Subject to the limitations and qualifications described in this section (b), each Series A preference share confers the right to a non-cumulative preferential dividend at a rate of 9% per annum on the liquidation preference (£1) of each share, payable in equal half yearly instalments in arrears out of distributable profits of the company.</p> <p>The shares rank for dividend after any 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.</p> <p>Full dividends in respect of a particular dividend payment date will not be declared and paid if, 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 cumulative preference shares.</p> <p>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 cumulative preference shares, dividends will be declared by the directors pro rata on the non-cumulative preference shares to the extent of the available distributable profits.</p> <p>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 A preference shares will have no claim in respect of such non-payment.</p> <p>If the whole or part of any dividend on the Series A preference shares is not paid the Directors will, if the following condition is met, and as far as the law allows, allot and issue extra Non-Cumulative Preference Shares to the holders of those shares.</p> <p>The condition is that there must be an amount in the company's profit and loss account, or in any of the company's reserves (including any share premium account and capital redemption reserve), which can be used for paying up the full nominal value of extra Non-Cumulative Preference Shares, so that the shares can be allotted and issued.</p> <p>The amount of unpaid dividend is called 'the unpaid amount' in this paragraph. The extra shares will be issued and credited as fully paid to each holder of Series A preference shares such additional nominal amount of Sterling Preference Shares as is equal to an amount determined by multiplying the cash amount of the relevant payment which would have been payable to him had such payment been made in cash by four-thirds and rounding the resulting sum down to the nearest integral multiple of £1.</p>	<p>9 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ol style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

SH06 - continuation page

Notice of cancellation of shares

5 Statement of capital (prescribed particulars of rights attached to shares) ¹

Class of share	Non-Cumulative Pref Shares of £1 (cont)	
Prescribed particulars	<p>The extra shares will be allotted and issued when the unpaid amount was due to be paid.</p> <p>The extra shares will be in the same currency, have the same rights, have the same restrictions and rank equally and proportionately with the shares on which the dividend could not be paid in cash but the new shares will not have any rights to the dividend which could not be paid in cash.</p> <p>If the dividend payable on the Series A 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, or if no extra shares have been issued, no dividends may be declared on any other share capital of the company and no sum may be set aside for the payment of a dividend on any other share capital, unless, on the date of declaration, an amount equal to the dividend payable on the Series A preference shares in respect of the then current dividend period is set aside for payment in full on the next dividend payment date. In addition, if the dividend payable on any other series of non-cumulative preference share is not paid in full, or if a sum is not set aside to provide for such payment in full, or as applicable no extra shares have been issued, then no dividends may be declared on the Series A preference shares, and no sum may be set aside for the payment of a dividend on the Series A preference shares, unless, on the date of declaration, an amount equal to the dividend payable on the other non-cumulative preference shares in respect of the then current dividend period is set aside for payment in full on the next applicable dividend payment date.</p> <p>If any dividend payable on the Series A preference shares is not paid in full or if a sum is not set aside to provide for such payment in full, or if no extra shares have been issued, the company may not redeem or purchase or otherwise acquire any other share capital of the company and may not set aside any sum nor establish any sinking fund for its redemption, purchase or other such acquisition, until such time as dividends on the Series A preference shares have been declared and paid in full.</p> <p>If any dividend is not payable for the reasons described above, the directors may pay a special dividend not exceeding £0.01 per share.</p> <p>(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 any cumulative preference shares and in priority to the holders of the ordinary shares, repayment of £1 <i>pari passu</i> with the holders of any cumulative preference shares and any other equally ranking non-cumulative preference shares and together with an amount equal to accrued and unpaid dividends.</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: The Series A preference shares are not redeemable.</p>	<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. <p>A separate table must be used for each class of share.</p>