



Companies House

DON'T  
STAPLE

SH02

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

✓ **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.

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15/07/2022

#3

COMPANIES HOUSE

**1** Company details

Company number 0 2 4 6 8 6 8 6

Company name in full Aviva 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 0 9 0 5 2 0 2 2

**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
Ordinary shares	3,687,322,000	0.25 pence	2,802,364,720	32 17/19 pence

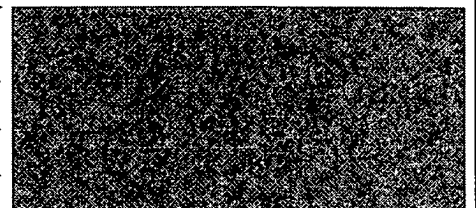
**4** Sub-division

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** RedemptionPlease 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



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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.

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

**Continuation page**  
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

Pound Sterling	Ordinary 32 17/19 pence shares	2,802,364,720	£921,830,500.00	
Pound Sterling	Preference B shares	3,687,322,000	£3,749,637,741.80	
<b>Totals</b>		6,489,686,720	£4,671,468,241.80	£0.00

## Currency table B

Pound Sterling	8.375% Cumulative Preference shares	100,000,000	£ 100,000,000	
Pound Sterling	8.75% Cumulative Preference shares	100,000,000	£ 100,000,000	
<b>Totals</b>		200,000,000	£ 200,000,000	

## Currency table C

<b>Totals</b>				

## Total issued share capital table

Complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.	<b>Total number of shares</b>	<b>Total aggregate nominal value ❶</b>	<b>Total aggregate amount unpaid ❶ ❷</b>
<b>Grand total</b>	6,689,686,720	£4,871,468,241.80	£0.00

❶ Show different currencies separately. For example: £100 + €100 + \$10

❷ Total aggregate amount unpaid

Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.


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of stock into shares

## 8 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 Section 7.	<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	Ordinary 32 17/19 pence shares	
Prescribed particulars ①	Please see details on the attached continuation page.	
Class of share	Preference B shares	
Prescribed particulars ①	Please see details on the attached continuation page.	
Class of share	8.375% Cumulative Preference shares	
Prescribed particulars ①	Please see details on the attached continuation page.	

## 9 Signature

	I am signing this form on behalf of the company.	<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>
Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="text-align: center;">  </div> <div style="margin-left: 20px;">X</div> </div>	
	<p>This form may be signed by:</p> <p>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 Joanne Bujak

Company name Aviva plc

Address St. Helens

1 Undersaft

Post town London

County/Region United Kingdom

Postcode E C 3 P 3 D 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 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

**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)

## SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or  
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### 8 'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	8.75% Cumulative Preference shares	
Prescribed particulars	<p>OUT OF THE PROFITS AVAILABLE FOR DISTRIBUTION AND RESOLVED TO BE DISTRIBUTED, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED, AND IN PRIORITY TO ANY PAYMENT OF DIVIDEND TO THE HOLDERS OF ANY ORDINARY SHARES IN THE COMPANY, TO BE PAID A FIXED CUMULATIVE PREFERENTIAL DIVIDEND PAYABLE AT THE FIXED RATE OF 8.75%. ON A RETURN OF CAPITAL ON A WINDING UP, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, OUT OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES, AN AMOUNT PER PREFERENCE SHARE EQUAL TO THE NOMINAL AMOUNT OF THE PREFERENCE SHARE, TOGETHER WITH ALL ARREARS AND ACCRUALS (IF ANY) OF THE DIVIDEND PAYABLE THEREON, WHETHER OR NOT SUCH DIVIDEND HAS BEEN EARNED OR HAS BECOME DUE AND PAYABLE, TO BE CALCULATED UP TO AND INCLUDING THE DAY OF THE COMMENCEMENT OF THE WINDING UP. ON A RETURN OF CAPITAL (OTHERWISE THAN ON A WINDING UP OR ON A REDEMPTION OR PURCHASE BY THE COMPANY OF SHARES OF ANY CLASS), THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE AN AMOUNT PER PREFERENCE SHARE EQUAL TO THE NOMINAL AMOUNT OF THE PREFERENCE SHARE TOGETHER WITH ALL ARREARS AND ACCRUALS (IF ANY) OF THE DIVIDEND PAYABLE THEREON, WHETHER OR NOT SUCH DIVIDEND HAS BEEN EARNED OR HAS BECOME DUE AND PAYABLE, TO BE CALCULATED UP TO AND INCLUDING THE DAY OF SUCH RETURN OF CAPITAL. ANY PREFERENCE SHARES (INCLUDING ALL OTHER SHARES OF THE COMPANY RANKING PARI PASSU ON A WINDING UP) SHALL RANK ON A WINDING UP IN PRIORITY TO ALL OTHER SHARES OF THE COMPANY FROM TIME TO TIME IN ISSUE AT THE DATE THEREOF. THE PREFERENCE SHARES HAVE NOT BEEN DETERMINED BY THE DIRECTORS TO BE REDEEMABLE, SAVE WITH THE APPROVAL OF THE HOLDERS OF THE PREFERENCE SHARES TO A VARIATION OF THE RIGHTS ATTACHED TO SUCH SHARES. THE HOLDERS OF THE PREFERENCE SHARES SHALL, BY VIRTUE OF AND IN RESPECT OF THEIR HOLDINGS OF THE PREFERENCE SHARES, HAVE THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK AND VOTE AT A GENERAL MEETING OF THE COMPANY ONLY: (A) IF AND WHEN, AT THE DATE OF THE NOTICE CONVENING SUCH MEETING, THE PREFERENTIAL DIVIDEND ON SUCH SHARES FOR THE DIVIDEND PAYMENT PERIOD IMMEDIATELY PRIOR TO THE NOTICE CONVENING THE RELEVANT MEETING IS IN ARREARS AND IT, AND ANY ARREARS OR DEFICIENCY OF DIVIDEND IN RESPECT OF ANY PRECEDING DIVIDEND PAYMENT PERIOD, HAS NOT BEEN PAID IN FULL; OR (B) IF A RESOLUTION IS TO BE PROPOSED</p>	<p><b>Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ol style="list-style-type: none"> <li>particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ol> <p>A separate table must be used for each class of share.</p>

## SH02 - continuation page

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	8.75% Cumulative Preference shares	
Prescribed particulars	<p>ABROGATING, VARYING OR MODIFYING ANY OF THE RIGHTS OR PRIVILEGES OF THE HOLDERS OF THE PREFERENCE SHARES OR FOR THE WINDING UP OF THE COMPANY OR FOR THE REDUCTION OF CAPITAL OF THE COMPANY (OTHERWISE THAN ON A REDEMPTION OR PURCHASE OF SHARES), IN WHICH CASE THEY SHALL ONLY BE ENTITLED TO VOTE ON SUCH RESOLUTION. SAVE AS AFORESAID, THE PREFERENCE SHARES SHALL NOT CONFER ON THE HOLDERS THEREOF THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. WHENEVER THE HOLDERS OF THE PREFERENCE SHARES ARE ENTITLED TO VOTE AT A GENERAL MEETING OF THE COMPANY UPON ANY RESOLUTION PROPOSED AT SUCH A GENERAL MEETING, ON A SHOW OF HANDS EVERY HOLDER THEREOF WHO IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE DULY AUTHORISED UNDER SECTION 375 OF THE COMPANIES ACT SHALL HAVE ONE VOTE AND ON A POLL EVERY HOLDER THEREOF WHO IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE IN RESPECT OF EACH COMPLETE 25 PENCE NOMINAL AMOUNT OF THE PREFERENCE SHARES REGISTERED IN THE NAME OF SUCH HOLDER.</p>	

**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.

## SH02 - continuation page

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

8	<b>'Statement of capital (prescribed particulars of rights attached to shares)'</b> <sup>①</sup>	
Class of share	8.375% Cumulative Preference shares	
Prescribed particulars	<p>OUT OF THE PROFITS AVAILABLE FOR DISTRIBUTION AND RESOLVED TO BE DISTRIBUTED, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED, AND IN PRIORITY TO ANY PAYMENT OF DIVIDEND TO THE HOLDERS OF ANY ORDINARY SHARES IN THE COMPANY, TO BE PAID A FIXED CUMULATIVE PREFERENTIAL DIVIDEND PAYABLE AT THE FIXED RATE OF 8.375%. ON A RETURN OF CAPITAL ON A WINDING UP, THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, OUT OF THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES, AN AMOUNT PER PREFERENCE SHARE EQUAL TO THE NOMINAL AMOUNT OF THE PREFERENCE SHARE, TOGETHER WITH ALL ARREARS AND ACCRUALS (IF ANY) OF THE DIVIDEND PAYABLE THEREON, WHETHER OR NOT SUCH DIVIDEND HAS BEEN EARNED OR HAS BECOME DUE AND PAYABLE, TO BE CALCULATED UP TO AND INCLUDING THE DAY OF THE COMMENCEMENT OF THE WINDING UP. ON A RETURN OF CAPITAL (OTHERWISE THAN ON A WINDING UP OR ON A REDEMPTION OR PURCHASE BY THE COMPANY OF SHARES OF ANY CLASS), THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE AN AMOUNT PER PREFERENCE SHARE EQUAL TO THE NOMINAL AMOUNT OF A PREFERENCE SHARE TOGETHER WITH ALL ARREARS AND ACCRUALS (IF ANY) OF THE DIVIDEND PAYABLE THEREON, WHETHER OR NOT SUCH DIVIDEND HAS BEEN EARNED OR HAS BECOME DUE AND PAYABLE, TO BE CALCULATED UP TO AND INCLUDING THE DAY OF SUCH RETURN OF CAPITAL. THE PREFERENCE SHARES (INCLUDING ALL OTHER SHARES OF THE COMPANY RANKING PARI PASSU ON A WINDING UP) SHALL RANK ON A WINDING UP IN PRIORITY TO ALL OTHER SHARES OF THE COMPANY FROM TIME TO TIME IN ISSUE AT THE DATE THEREOF. THE PREFERENCE SHARES HAVE NOT BEEN DETERMINED BY THE DIRECTORS TO BE REDEEMABLE, SAVE WITH THE APPROVAL OF THE HOLDERS OF THE PREFERENCE SHARES TO A VARIATION OF THE RIGHTS ATTACHED TO SUCH SHARES. THE HOLDERS OF THE PREFERENCE SHARES SHALL, BY VIRTUE OF AND IN RESPECT OF THEIR HOLDINGS OF THE PREFERENCE SHARES, HAVE THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK AND VOTE AT A GENERAL MEETING OF THE COMPANY ONLY: (A) IF AND WHEN, AT THE DATE OF THE NOTICE CONVENING SUCH MEETING, THE PREFERENTIAL DIVIDEND ON SUCH SHARES FOR THE DIVIDEND PAYMENT PERIOD IMMEDIATELY PRIOR TO THE NOTICE CONVENING THE RELEVANT MEETING IS IN ARREARS AND IT, AND ANY ARREARS OR DEFICIENCY OF DIVIDEND IN RESPECT OF ANY PRECEDING DIVIDEND PAYMENT PERIOD, HAS NOT BEEN PAID IN FULL; OR (B) IF A RESOLUTION IS TO BE PROPOSED ABROGATING, VARYING OR MODIFYING ANY OF THE RIGHTS OR</p>	

**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.

# SH02 - continuation page

## 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	
Class of share		8.375% Cumulative Preference shares	
Prescribed particulars		<p>PRIVILEGES OF THE HOLDERS OF THE PREFERENCE SHARES OR FOR THE WINDING UP OF THE COMPANY OR FOR THE REDUCTION OF CAPITAL OF THE COMPANY(OTHERWISE THAN ON A REDEMPTION OR PURCHASE OF SHARES), IN WHICH CASE THEY SHALL ONLY BE ENTITLED TO VOTE ON SUCH RESOLUTION. SAVE AS AFORESAID, THE PREFERENCE SHARES SHALL NOT CONFER ON THE HOLDERS THEREOF THE RIGHT TO RECEIVE NOTICE OF, ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. WHENEVER THE HOLDERS OF THE PREFERENCE SHARES ARE ENTITLED TO VOTE AT A GENERAL MEETING OF THE COMPANY UPON ANY RESOLUTION PROPOSED AT SUCH A GENERAL MEETING, ON A SHOW OF HANDS EVERY HOLDER THEREOF WHO IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE DULY AUTHORISED UNDER SECTION 375 OF THE COMPANIES ACT SHALL HAVE ONE VOTE AND ON A POLL EVERY HOLDER THEREOF WHO IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE IN RESPECT OF EACH COMPLETE 25 PENCE NOMINAL AMOUNT OF THE PREFERENCE SHARES REGISTERED IN THE NAME OF SUCH HOLDER.</p>	
		<p>¹ Prescribed particulars of rights attached to shares</p> <p>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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Notice of consolidation, sub-division, redemption of shares or  
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### 8 'Statement of capital (prescribed particulars of rights attached to shares)'

Class of share	Preference B shares	
Prescribed particulars	<p>THE B SHARES SHALL CONFER NO RIGHT TO PARTICIPATE IN THE PROFITS OF THE COMPANY, SAVE FOR THE RIGHT TO REDEMPTION.</p> <p>(I) ON A RETURN OF CAPITAL ON A WINDING-UP (EXCLUDING ANY INTRA-GROUP REORGANISATION ON A SOLVENT BASIS), THE HOLDERS OF THE B SHARES SHALL BE ENTITLED, PARI PASSU WITH ANY PAYMENT TO THE HOLDERS OF THE EXISTING PREFERENCE SHARES AND IN PRIORITY TO EVERY OTHER CLASS OF SHARE IN THE CAPITAL OF THE COMPANY, TO AN AMOUNT IN PENCE PER B SHARE HELD BY THEM EQUAL TO THE NOMINAL VALUE OF SUCH B SHARE. (II) ON A WINDING-UP, THE HOLDERS OF THE B SHARES SHALL NOT BE ENTITLED TO ANY FURTHER RIGHT OF PARTICIPATION IN THE PROFITS OR ASSETS OF THE COMPANY IN EXCESS OF THAT SPECIFIED IN ARTICLE 4A(C)(I) ABOVE. IN THE EVENT THAT THERE IS A WINDING-UP TO WHICH ARTICLE 4A(C)(I) APPLIES AND THE AMOUNTS AVAILABLE FOR PAYMENT ARE INSUFFICIENT TO PAY THE AMOUNTS DUE ON ALL THE B SHARES IN FULL, THE HOLDERS OF THE B SHARES SHALL BE ENTITLED TO THEIR PRO RATA PROPORTION OF THE AMOUNTS TO WHICH THEY WOULD OTHERWISE BE ENTITLED. (III) THE AGGREGATE ENTITLEMENT OF EACH HOLDER OF B SHARES ON A WINDING-UP IN RESPECT OF ALL THE B SHARES HELD BY THAT HOLDER SHALL BE ROUNDED DOWN TO THE NEAREST WHOLE PENNY. (IV) THE HOLDERS OF THE B SHARES SHALL NOT BE ENTITLED TO ANY FURTHER RIGHT OF PARTICIPATION IN THE PROFITS OR ASSETS OF THE COMPANY IN THEIR CAPACITY AS HOLDERS OF B SHARES.</p> <p>THE HOLDERS OF THE B SHARES SHALL NOT BE ENTITLED, IN THEIR CAPACITY AS HOLDERS OF SUCH B SHARES, TO RECEIVE NOTICE OF ANY GENERAL MEETING OF THE COMPANY NOR TO ATTEND, SPEAK OR VOTE AT ANY SUCH GENERAL MEETING.</p> <p>CLASS RIGHTS (I) THE COMPANY MAY FROM TIME TO TIME CREATE, ALLOT AND ISSUE FURTHER SHARES, WHETHER RANKING PARI PASSU WITH OR IN PRIORITY OR SUBSEQUENT TO THE B SHARES. THE CREATION, ALLOTMENT OR ISSUE OF ANY SUCH FURTHER SHARES (WHETHER OR NOT RANKING IN ANY RESPECT IN PRIORITY TO THE B SHARES) SHALL BE TREATED AS BEING IN ACCORDANCE WITH THE RIGHTS ATTACHING TO THE B SHARES AND SHALL NOT INVOLVE A VARIATION OF SUCH RIGHTS FOR ANY PURPOSE OR REQUIRE THE CONSENT OF THE HOLDERS OF THE B SHARES.</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>

## SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or  
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8	Statement of capital (prescribed particulars of rights attached to shares) <sup>1</sup>	
Class of share	Preference B shares	
Prescribed particulars	<p>(II) A REDUCTION BY THE COMPANY OF THE CAPITAL PAID UP OR CREDITED AS PAID UP ON THE B SHARES AND THE CANCELLATION OF SUCH SHARES SHALL BE TREATED AS BEING IN ACCORDANCE WITH THE RIGHTS ATTACHING TO THE B SHARES AND SHALL NOT INVOLVE A VARIATION OF SUCH RIGHTS FOR ANY PURPOSE OR REQUIRE THE CONSENT OF THE HOLDERS OF THE B SHARES. (III) WITHOUT PREJUDICE TO THE GENERALITY OF THE FOREGOING, THE COMPANY IS AUTHORISED TO REDUCE (OR PURCHASE SHARES IN) ITS CAPITAL OF ANY CLASS OR CLASSES AND SUCH REDUCTION (OR PURCHASE) SHALL NOT INVOLVE A VARIATION OF ANY RIGHTS ATTACHING TO THE B SHARES FOR ANY PURPOSE OR REQUIRE THE CONSENT OF THE HOLDERS OF THE B SHARES.</p> <p>THE B SHARES SHALL NOT BE LISTED OR TRADED ON ANY STOCK EXCHANGE NOR SHALL ANY SHARE CERTIFICATES BE ISSUED IN RESPECT OF THE B SHARES.</p> <p>THE B SHARES MAY NOT BE TRANSFERRED EXCEPT TO: (I) SATISFY BONA FIDE MARKET CLAIMS IN CONNECTION WITH TRADES OF ORDINARY SHARES INITIATED ON OR BEFORE 6PM ON FRIDAY 13 MAY 2022 (OR SUCH OTHER TIME AND DATE AS THE DIRECTORS MAY DETERMINE) THAT HAVE NOT SETTLED AS OF SUCH TIME; (II) PERSONAL REPRESENTATIVES UPON THE DEATH OF THE HOLDER OR TO ANY PERSON ENTITLED TO THE B SHARES ON BANKRUPTCY OF THE HOLDER; OR (III) TRANSFER THE LEGAL TITLE IN A B SHARE FROM ONE NOMINEE TO ANOTHER, PROVIDED THAT THERE IS NO TRANSFER OF BENEFICIAL TITLE TO THE B SHARE, IN ALL CASES PROVIDED THAT THE B SHARES HAVE NOT BEEN REDEEMED.</p> <p>REDEMPTION OF B SHARES SUBJECT TO THE PROVISIONS OF THE ACT AND THESE ARTICLES, THE COMPANY MAY ELECT, BY NOTICE ISSUED THROUGH THE REGULATORY NEWS SERVICE OF THE LONDON STOCK EXCHANGE, TO REDEEM, OUT OF THE PROFITS AVAILABLE FOR DISTRIBUTION, THE B SHARES AS FOLLOWS: (I) THE B SHARES MAY BE REDEEMED AT SUCH TIME AS THE BOARD MAY IN ITS DISCRETION DETERMINE (THE "REDEMPTION DATE"). (II) ON REDEMPTION OF EACH B SHARE ON THE REDEMPTION DATE, THE COMPANY SHALL BE LIABLE TO PAY 101.69 PENCE (THE "REDEMPTION AMOUNT"), ROUNDED DOWN IN RESPECT OF EACH HOLDING TO THE NEAREST WHOLE PENNY, TO THE HOLDER OF SUCH B SHARE REGISTERED ON THE COMPANY'S RELEVANT REGISTER AT THE REDEMPTION DATE.</p>	

**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.

## SH02 - continuation page

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8	'Statement of capital (prescribed particulars of rights attached to shares)'	
Class of share	Preference B shares	<b>Prescribed particulars of rights attached to shares</b> The particulars are: <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> A separate table must be used for each class of share.
Prescribed particulars	<p>THE COMPANY'S LIABILITY TO PAY TO SUCH HOLDER THE REDEMPTION AMOUNT FOR EACH SUCH B SHARE SHALL BE DISCHARGED BY THE COMPANY BY A PAYMENT TO SUCH HOLDER OF THE REDEMPTION AMOUNT FOR EACH SUCH B SHARE APPROXIMATELY 10 BUSINESS DAYS AFTER THE REDEMPTION DATE. THE BOARD SHALL RETAIN THE DISCRETION TO REDUCE THE REDEMPTION AMOUNT IF, AT THE RECORD TIME, THE NUMBER OF ORDINARY SHARES IN ISSUE MULTIPLIED BY THE PROPOSED REDEMPTION AMOUNT WOULD RESULT IN A RETURN IN EXCESS OF £3.75 BILLION. (III) NEITHER THE COMPANY NOR ANY OF ITS DIRECTORS, OFFICERS OR EMPLOYEES SHALL HAVE ANY LIABILITY TO ANY PERSON FOR ANY LOSS OR DAMAGE ARISING AS A RESULT OF THE DETERMINATION OF THE REDEMPTION DATE IN ACCORDANCE WITH ARTICLE 4A(H)(I) ABOVE. (IV) ALL B SHARES REDEEMED SHALL BE CANCELLED AND THE COMPANY SHALL NOT BE ENTITLED TO RE-ISSUE THEM.</p>	

## SH02 - continuation page

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 32 17/19 pence shares	
Prescribed particulars	<p>ENTITLED TO RECEIVE DIVIDENDS DECLARED BY THE COMPANY AND RECOMMENDED BY DIRECTORS TO BE TAKEN FROM PROFITS AVAILABLE FOR THE PURPOSE, AFTER THE PAYMENT OF THE PREFERENCE DIVIDENDS. ON A RETURN OF CAPITAL ON A WINDING UP, ORDINARY SHARES RANK AFTER PREFERENCE SHARES. ON A SHOW OF HANDS AT GENERAL MEETINGS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, NOT BEING HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. IN THE CASE OF JOINT HOLDERS THE VOTE OF THE SENIOR WHO TENDERS A VOTE, WHETHER IN PERSON OR BY PROXY, SHALL BE ACCEPTED TO THE EXCLUSION OF THE VOTES OF THE OTHER JOINT HOLDERS; AND SENIORITY SHALL BE DETERMINED BY THE ORDER IN WHICH THE NAMES OF THE HOLDERS STAND IN THE REGISTER OF MEMBERS. A MEMBER IN RESPECT OF WHOM AN ORDER HAS BEEN MADE BY ANY COURT HAVING JURISDICTION (WHETHER IN THE UNITED KINGDOM OR ELSEWHERE) IN MATTERS CONCERNING MENTAL DISORDER MAY VOTE, WHETHER ON A SHOW OF HANDS OR ON A POLL, BY HIS RECEIVER, CURATOR BONIS OR OTHER PERSON AUTHORISED IN THAT BEHALF APPOINTED BY THAT COURT, AND ANY SUCH RECEIVER, CURATOR BONIS OR OTHER PERSON MAY, ON A POLL, VOTE BY PROXY. EVIDENCE TO THE SATISFACTION OF THE DIRECTORS OF THE AUTHORITY OF THE PERSON CLAIMING TO EXERCISE THE RIGHT TO VOTE SHALL BE DEPOSITED AT THE OFFICE, OR AT SUCH OTHER PLACE AS IS SPECIFIED IN ACCORDANCE WITH THE ARTICLES FOR THE DEPOSIT OF INSTRUMENTS OF PROXY, NOT LESS THAN 48 HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING OR ADJOURNED MEETING AT WHICH THE RIGHT TO VOTE IS TO BE EXERCISED AND IN DEFAULT THE RIGHT TO VOTE SHALL NOT BE EXERCISABLE. NO MEMBER SHALL VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE MEETING OF THE HOLDERS OF ANY CLASS OF SHARES IN THE COMPANY, EITHER IN PERSON OR BY PROXY, IN RESPECT OF ANY SHARE HELD BY HIM UNLESS ALL MONEYS PRESENTLY PAYABLE BY HIM IN RESPECT OF THAT SHARE HAVE BEEN PAID. NO OBJECTION SHALL BE RAISED TO THE QUALIFICATION OF ANY VOTER EXCEPT AT THE MEETING OR ADJOURNED MEETING AT WHICH THE VOTE OBJECTED TO IS TENDERED, AND EVERY VOTE NOT DISALLOWED AT THE MEETING SHALL BE VALID. ANY OBJECTION MADE IN DUE TIME SHALL BE REFERRED TO THE CHAIRMAN WHOSE DECISION SHALL BE FINAL AND CONCLUSIVE. ON A POLL VOTES MAY BE GIVEN EITHER PERSONALLY OR BY PROXY.</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>

## SH02 - continuation page

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

Class of share	Ordinary 32 17/19 pence shares	
Prescribed particulars	A MEMBER MAY APPOINT MORE THAN ONE PROXY TO ATTEND ON THE SAME OCCASSION.	<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>