

**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 stock
into stock.

FRIDAY



A11 *A846K6DL* #410
26/04/2019
COMPANIES HOUSE

1 Company details

Company number 0 7 0 2 3 5 9 8

Company name in full ENSCO ROWAN 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 2 1 0 2 2 0 1 9

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
Class "A" Ordinary	823,076,277	USD (\$) 0.10	205,769,068	USD (\$) 0.40

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

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.

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
---	--	------------------	---	---

Currency table A

GBP (£)	Class "B" Ordinary	50,000	£50,000	
Totals		50,000	£50,000	Nil

Currency table B

USD (\$)	Class "A" Ordinary	205,769,068	\$82,307,627.20	
Totals		205,769,068	\$82,307,627.20	Nil

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
205,819,058	£50,000 + \$82,307,627.20	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

Class "A" Ordinary of USD 0.40

Prescribed particulars^①

- (a) Subject to the Companies Act 2006, on a vote on a resolution every member has one vote for every share of which he is a holder.
- (b) Dividends resolved to be paid by the Board of Directors are divided and paid to the holders of shares in proportions based on the amounts paid up on the shares held by them.
- (c) Each share is entitled to participate pari passu in any distribution of capital whether on winding up or otherwise.
- (d) The shares are not to be redeemed and are not liable to be redeemed at the option of the company or the shareholder.

Class of share

Class "B" Ordinary of £1.00

Prescribed particulars^①

- (a) Subject to the Companies Act 2006, on a vote on a resolution every member has one vote for every share of which he is a holder.
- (b) Dividends resolved to be paid by the Board of Directors are divided and paid to the holders of shares in proportions based on the amounts paid up on the shares held by them.
- (c) Each share is entitled to participate pari passu in any distribution of capital whether on winding up or otherwise.
- (d) The shares are not to be redeemed and are not liable to be redeemed at the option of the company or the shareholder.

Class of share

Prescribed particulars^①

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 *Michael Ullrich* X

This form may be signed by:

Director^②, Secretary, Person authorised^③, 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	Matthew Triggs
Company name	Slaughter and May
Address	One Bunhill Row
Post town	London
County/Region	
Postcode	E C 1 Y 8 Y Y
Country	United Kingdom
DX	11
Telephone	020 7090 5250



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

Statement of capital

Complete the table below to show the issued share capital. Complete a separate table for each currency.

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	
Totals					

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		
Prescribed particulars		<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>