

2

In accordance with
Section 619, 621 & 689
of the Companies Act
2006

SH02

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

BLUEPRINT

OneWorld

☒ **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
stock

MONDAY



LD5 *LBUN8QV6* 38
17/01/2011
COMPANIES HOUSE

1 Company details

Company number 1 7 7 7 7 7 7

Company name in full British Airways Plc

→ **Filing 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 d1 d7 m0 m1 y2 y0 y1 y1

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
Not Applicable				

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
Not Applicable				

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
Special Voting Share	1	£0 25

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
Not Applicable			

Statement of capital

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form

7 Statement of capital (Share capital in pound sterling (£))				
Please complete the table below to show each share classes held in pound sterling				
If all your issued capital is in sterling, only complete Section 7 and then go to Section 10				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
see continuation sheet				£
				£
				£
				£
Totals			1,154,165,631	£ 288,541,407 75

8 Statement of capital (Share capital in other currencies)				
Please complete the table below to show any class of shares held in other currencies				
Please complete a separate table for each currency				
Currency				
Class of shares (E g Ordinary / Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
Totals				

❶ Including both the nominal value and any share premium

❷ Number of shares issued multiplied by nominal value of each share

❸ Total number of issued shares in this class.

Continuation pages
Please use a Statement of Capital continuation page if necessary

SH02 - continuation page

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

Statement of capital

Please complete the table below to show each class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ①
ORDINARY	£1 25		720,200,000	£180,050,000
ORDINARY	£0 75		318,364,703	£79,591,175 75
ORDINARY	£2 12		6,369	£1,592 25
ORDINARY	£2 42		24,770	£6,192 50
ORDINARY	£2 10		4,010	£1002 50
ORDINARY	£2 40		5,524	£1,381 00
ORDINARY	£2 24		6,369	£1,592 25
ORDINARY	£1 89		476,190	£119,047 50
A2	£0 75		115,077,695	£28,769,423 75
A2	£0 25		1	£0 25
Totals			1,154,165,631	£288,541,407 75

① Including both the nominal value and any
share premium

② E g Number of shares issued multiplied by
nominal value of each share

③ Total number of issued shares in
this class

SH02

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

9

Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital	① Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares	1,154,165,631	
Total aggregate nominal value ①	£288,541,407 75	

10


Statement of capital (Prescribed particulars of rights attached to shares) ②

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 7 and Section 8	② 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 and any terms or conditions relating to redemption of these shares. A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary
Class of share	Ordinary	
Prescribed particulars	See attached Continuation Sheets	
Class of share	A2	
Prescribed particulars	See attached Continuation Sheets	
Class of share		
Prescribed particulars		

SH02

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

Class of share		<p>① Prescribed particulars of rights attached to shares The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</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 and any terms or conditions relating to redemption of these shares.</p> <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>
Prescribed particulars		
Class of share		
Prescribed particulars		

11	Signature	
	I am signing this form on behalf of the company	
Signature	<p>Signature</p> <p>X  X</p>	<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>
	<p>This form may be signed by Director ^②, Secretary, Person authorised ^③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager</p>	

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 **Kulbinder Dosanjh**

Company name **British Airways Plc**

Address **Waterside (HBB3)**

PO Box 365

Post town **Harmondsworth**

County/Region

Postcode **U B 7 0 G B**

Country **UK**

DX

Telephone **0208 738 7603**



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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

SH02 - continuation page

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

10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	Ordinary shares of 25 pence each	① Prescribed particulars of rights attached to shares
Prescribed particulars	<p>Article 5A Save as set out in Article 128A(B) and Article 140A, the Ordinary Shares and the A2 Shares shall have the same rights, shall be subject to the same restrictions and shall rank par passu in all respects</p> <p>Article 128A (A) Except as otherwise provided by paragraph (B) of this Article 128A, all dividends shall be apportioned and paid pro rata to each holder of Ordinary Shares or as the case may be A2 Shares according to the amounts paid up on such Ordinary Shares or A2 Shares (as the case may be) during any portion or portions of the period in respect of which the dividend is paid</p> <p>(B) Where the aggregate amount of any dividend or distribution which is declared, paid or made by the Company is less than £1 00, the holders of A2 Shares shall not be entitled to receive any part of such dividend or distribution</p> <p>Article 140A Notwithstanding Article 140 or any other provision in these Articles, neither the A2 Shares nor the Special Voting Share shall carry the right to participate in the capitalisations referred to in Clause 2 of the Scheme (as defined in (and for the purposes of) Article 156) of (i) the reserve arising in the Company's books of account created by the reduction of capital referred to in Clause 2 1 of the Scheme (as so defined) or (ii) the share premium account as referred to in Clause 2 3 of the Scheme (as so defined)</p> <p>Article 11 Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued, any share in the Company may be issued with such preferred, deferred or other special rights, or subject to such restrictions, whether as regards dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination, as the Directors may determine) and subject to the provisions of the Statutes the Company may issue any shares which are, or at the option of the Company and/or the holder are liable, to be redeemed</p> <p>Article 68 (A) Subject to paragraph (B) of this Article and subject to Articles 47 and 69 and subject to any other special rights or restrictions as to voting attached by or in accordance with these Articles to any class of shares, on a show of hands every member entitled to vote who is present in person and every proxy present who has been duly appointed shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder</p> <p>(B) For the purposes of determining which persons are entitled to attend or vote at a meeting and how many votes such person may cast, the Company may specify in the notice of the meeting a time, not more than 48 hours before the time fixed for the meeting, by which a person must be entered on the relevant Register of Members in order to have the right to attend or vote at the meeting or adjourned meeting For the purposes of calculating any period of time for the purposes of this Article, but only if permitted by the Statutes, no account need be taken by the Company of any part of a day that is not a working day</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 and any terms or conditions relating to redemption of these shares <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

10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	Ordinary shares of 25 pence each	① Prescribed particulars of rights attached to shares The particulars are <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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>
Prescribed particulars	<p>Article 70 In the case of joint holders of a share 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 for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the share</p> <p>Article 71 Where in England or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such member to vote in person or by proxy at any General Meeting or to exercise any other right conferred by membership in relation to meetings of the Company. To be valid for a particular General Meeting, evidence of the appointment must have been received at the Company (or such other place as may be specified in accordance with these Articles for the receipt of appointments of a proxy in writing which are not in electronic form) not later than the last time at which such appointment of a proxy should have been received in order to be valid for use at that meeting or adjourned meeting</p> <p>Article 72 No member shall, unless the Directors otherwise determine, be entitled in respect of shares held by him to vote at a General Meeting either personally or by proxy or to exercise any other right conferred by membership in relation to meetings of the Company if any call or other sum presently payable by him to the Company in respect of such shares remains unpaid</p> <p>Article 73 No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive</p> <p>Article 74 On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way</p> <p>Article 140 Subject to Article 5A, Article 128A and Article 140A, the Directors may, with the sanction of an Ordinary Resolution of the Company, capitalise any sum standing to the credit of any of the Company's reserve accounts (including any share premium account, capital redemption reserve or other undistributable reserve) or any sum standing to the credit of profit and loss account (1) by appropriating such sum to the holders of Ordinary Shares or as the case may be A2 Shares on the Register at the close of business on the date of the Resolution (or such other date as may be specified therein or determined as therein provided) in proportion to their then holdings of Ordinary Shares or as the case may be A2 Shares and applying such sum on their behalf in paying up in full new Ordinary Shares or A2 Shares, as the case may be (or, subject to any special rights previously conferred on any shares or class of shares for the time being in issue,</p>	

SH02 - continuation page

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

10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	Ordinary shares of 25 pence each
Prescribed particulars	<p>Article 140 (continued) new shares of any other class not being redeemable shares) for allotment and distribution credited as fully-paid up to and amongst them as bonus shares in the proportion aforesaid, or (2) for the purposes of and in accordance with Clause 2 of the Scheme (as defined in (and for the purposes of) Article 156). Where any amount capitalised is applied in paying up in full new shares, the Company will also be entitled to participate in the relevant distribution in relation to any shares of the relevant class held by it as treasury shares and the proportionate entitlement of the relevant class of members to the distribution will be calculated accordingly. The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the members concerned). The Directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.</p> <p>Article 141 In respect of any dividend proposed to be paid or declared at any time prior to or at the Annual General Meeting of the Company in 2006, and thereafter with the prior approval of an Ordinary Resolution of the Company passed at any General Meeting of the Company in respect of any dividend proposed to be paid or declared at any time prior to or at the fifth Annual General Meeting of the Company occurring after such General Meeting, the Directors may offer ordinary holders of Ordinary Shares and holders of A2 Shares (excluding any shareholder holding shares as treasury shares) the right to elect to receive in lieu of such dividend (or part thereof) an allotment of additional Ordinary Shares or A2 Shares, as the case may be, credited as fully paid. In any such case the following provisions shall apply</p> <p>(A) The basis of allotment shall be determined by the Directors so that, as nearly as may be considered convenient, the value (calculated by reference to the average quotation) of the Ordinary Shares or A2 Shares, as the case may be, to be allotted in lieu of any amount of dividend shall equal such amount. For such purpose the "average quotation" of an Ordinary Share and an A2 Share shall in each case be the average of the middle market quotations of the Ordinary Shares on the London Stock Exchange, as derived from the Daily Official List, on each of the first five business days (as defined in Article 47) on which the Ordinary Shares are quoted "ex" the relevant dividend</p> <p>(B) If the Directors determine to offer such rights of election on any occasion they shall give notice in writing to the holders of Ordinary Shares and holders of A2 Shares of the right of election offered to them and shall issue forms of election and shall specify the procedures to be followed in order to exercise such right. The Directors may also offer to holders of Ordinary Shares and holders of A2 Shares the right to elect to receive Ordinary Shares or A2 Shares, as the case may be, instead of cash both in respect of the relevant dividend and in respect of future dividends not yet declared or resolved (and accordingly in respect of which the basis of allotment shall not have been determined) and shall specify the procedures to be followed in order to exercise, vary or revoke such a right of election</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 and any terms or conditions relating to redemption of these shares

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

10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	Ordinary shares of 25 pence each	① Prescribed particulars of rights attached to shares The particulars are <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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>
Prescribed particulars	<p>Article 141 (continued)</p> <p>(C) The dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on Ordinary Shares or A2 Shares, as the case may be, in respect whereof the share election has been duly exercised ("the Elected Shares"), and in lieu thereof additional shares of the relevant class shall be allotted to the holders of the Elected Shares on the basis of allotment determined as aforesaid. For such purpose the Directors shall capitalise, out of such of the sums standing to the credit of reserves (including any share premium account or capital redemption reserve fund) or profit and loss account as the Directors may determine, a sum equal to the aggregate nominal amount of the additional Ordinary shares to be allotted on such basis and shall apply the same in paying up in full the appropriate number of new Ordinary shares for allotment and distribution to and amongst the holders of the Elected Shares on such basis</p> <p>(D) No fraction of any share shall be allotted. The Directors may make such provisions as they think fit for any fractional entitlements including provisions whereby, in whole or in part, the benefit thereof accrues to the Company and/or under which fractional entitlements are accrued and/or retained and in each case accumulated on behalf of any shareholder and such accruals or retentions are applied to the allotment by way of bonus to or cash subscription on behalf of such ordinary shareholder of fully paid Ordinary Shares or A2 Shares, as the case may be</p> <p>(E) The additional Ordinary Shares or A2 Shares, as the case may be, so allotted shall rank as <i>par passu</i> in all respects with the fully-paid Ordinary Shares or A2 Shares, as the case may be, then in issue save only as regards participation in the relevant dividend</p> <p>(F) Article 140 (capitalisation of profits and reserves) shall apply (<i>mutatis mutandis</i>) to any capitalisation made pursuant to this Article</p> <p>(G) The Directors may on any occasion determine that rights of election shall not be made available to any holders of Ordinary Shares and holders of A2 Shares with registered addresses in any territory where in the absence of a registration statement or other special formalities the circulation of an offer or rights of election would or might be unlawful or cause problems under the requirements of any recognised regulatory body, and in such event the provisions of this Article shall be read and construed subject to such determination</p> <p>(H) In relation to any particular proposed dividend the Directors may in their absolute discretion withdraw the offer previously made to holders of Ordinary Shares and holders of A2 Shares to elect to receive additional Ordinary Shares or A2 Shares, as the case may be, in lieu of a cash dividend (or part thereof) at any time prior to the allotment of the additional Ordinary Shares or A2 Shares, as the case may be</p>	

SH02 - continuation page

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

10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	Ordinary shares of 25 pence each	① Prescribed particulars of rights attached to shares The particulars are <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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>
Prescribed particulars	Article 153 If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the Liquidator may, with the authority of a Special Resolution, divide among the members (excluding any member holding shares as treasury shares) in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability	

SH02 - continuation page

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

10

Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	Ordinary shares of 25 pence each	<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 and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p>
Prescribed particulars	<p>Other provisions In relation, to part (d), of the Statement of Capital provisions contained within section 555(4) of the Companies Act 2006, shares are not to be redeemed or liable to be redeemed at the option of the Company or Shareholders</p>	

SH02 - continuation page

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

10 Statement of capital (Prescribed particulars of rights attached to shares) ①

Class of share	A2	
Prescribed particulars	<p>Article 5</p> <p>(A) Subject to the provisions of Article 5(B) below, whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Statutes, be varied or abrogated either with the consent in writing of the holders of not less than three quarters in nominal value of the issued shares of the class (excluding any shares held as treasury shares) or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate General Meeting all the provisions of these Articles relating to General Meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be at least two persons entitled to vote and holding or representing by proxy at least one-third in nominal value of the issued shares of the class, excluding any shares of that class held as treasury shares, (but so that at any adjourned meeting any holder of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder entitled to vote shall on a poll have one vote for every share of the class held by him. The foregoing provisions of this Article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.</p> <p>Article 5A</p> <p>Save as set out in Article 128A(B) and Article 140A, the Ordinary Shares and the A2 Shares shall have the same rights, shall be subject to the same restrictions and shall rank <i>pari passu</i> in all respects.</p> <p>Article 128A</p> <p>(A) Except as otherwise provided by paragraph (B) of this Article 128A, all dividends shall be apportioned and paid pro rata to each holder of Ordinary Shares or as the case may be A2 Shares according to the amounts paid up on such Ordinary Shares or A2 Shares (as the case may be) during any portion or portions of the period in respect of which the dividend is paid.</p> <p>(B) Where the aggregate amount of any dividend or distribution which is declared, paid or made by the Company is less than £1 00, the holders of A2 Shares shall not be entitled to receive any part of such dividend or distribution.</p> <p>Article 140A</p> <p>Notwithstanding Article 140 or any other provision in these Articles, neither the A2 Shares nor the Special Voting Share shall carry the right to participate in the capitalisations referred to in Clause 2 of the Scheme (as defined in (and for the purposes of) Article 156) of (i) the reserve arising in the Company's books of account created by the reduction of capital referred to in Clause 2 1 of the Scheme (as so defined) or (ii) the share premium account as referred to in Clause 2 3 of the Scheme (as so defined).</p>	<p>① 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 and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p>