

SH01

Return of allotment of shares



You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation

☐ **What this form is NOT for**
You cannot use this form to give
notice of shares taken by subsc
on formation of the company o
for an allotment of a new class
shares by an unlimited compan

MONDAY



LD2 10/01/2011 90
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 Allotment dates ¹

From Date d 0 d 2 m 0 m 1 y 2 y 0 y 1 y 1
To Date d d m m y y y y

1 Allotment date
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares

2 Currency
If currency details are not
completed we will assume currency
is in pound sterling

| Class of shares (E.g. Ordinary/Preference etc.) | Currency ² | Number of shares allotted | Nominal value of each share | Amount paid (including share premium) | Amount (if any) unpaid (including share premium) |
|--|-----------------------|------------------------------|--------------------------------|---|--|
| A2 | | 115077695 | £0 25 | £0 75 | £0 |
| | | | | | |
| | | | | | |

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

Not Applicable

SH01

Return of allotment of shares

Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

| 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 | | | 1,153,689,441 | £ 288,422,360 25 |

5 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 ❸ |
| | | | | |
| | | | | |
| 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 ❸ |
| | | | | |
| | | | | |
| Totals | | | | |

6 Statement of capital (Totals)

| | | |
|---------------------------------|--|---|
| | Please give the total number of shares and total aggregate nominal value of issued share capital | ❸ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc |
| Total number of shares | | |
| Total aggregate nominal value ❸ | | |

❶ Including both the nominal value and any share premium

❷ E g 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

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

① Including both the nominal value and any share premium

② Total number of issued shares in this class

③ E.g. Number of shares issued multiplied by nominal value of each share


SH01

Return of allotment of shares

7 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 statement of capital share tables in Section 4 and Section 5 | | 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 Continuation page Please use a Statement of Capital continuation page if necessary |
|---|----------------------------------|---|
| Class of share | Ordinary Shares of 25 pence each | |
| Prescribed particulars | See attached continuation sheets | |
| Class of share | Special Voting Share | |
| Prescribed particulars | See attached continuation sheets | |
| Class of share | A2 | |
| Prescribed particulars | See attached continuation sheets | |

8 Signature

| | | |
|---|--|--|
| I am signing this form on behalf of the company | | 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 Person authorised Under either section 270 or 274 of the Companies Act 2006 |
| Signature | Signature  | |
| This form may be signed by Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager | | |

SH01

Return of allotment of 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 the 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 shown the date(s) of allotment in section 2
- ☐ You have completed all appropriate share details in section 3
- ☐ You have completed the appropriate 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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
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

SH01 - continuation page

Return of allotment of shares

| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|--|--|
| Class of share | Ordinary shares of 25 pence each | |
| 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 pari passu in all respects</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>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</p> | |

SH01 - continuation page

Return of allotment of shares

| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|---|--|
| Class of share | Ordinary shares of 25 pence each | |
| Prescribed particulars | <p>Article 71 (continued) 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 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 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, 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</p> | |

SH01 - continuation page

Return of allotment of shares

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

| | | |
|------------------------|--|--|
| Class of share | Ordinary Shares of 25 pence each | |
| Prescribed particulars | <p>Article 140 (continued)</p> <p>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</p> <p>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> <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)</p> | |

SH01 - continuation page

Return of allotment of shares

| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|---|--|
| Class of share | Ordinary shares of 25 pence each | |
| Prescribed particulars | <p>Article 141 (continued)</p> <p>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>pari 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> <p>Article 153</p> <p>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</p> | |

SH01 - continuation page

Return of allotment of shares

7

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

| | | |
|------------------------|--|--|
| Class of share | Ordinary shares of 25 pence each | |
| Prescribed particulars | 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 | |

SH01 - continuation page

Return of allotment of shares

| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|---|--|
| Class of share | Special Voting Share | |
| Prescribed particulars | <p>Article 4</p> <p>(A) The Special Voting Share shall not entitle its holder(s) to any dividend or any other right to participate in the profits of the Company</p> <p>(B) On a return of capital on a winding-up of the Company, the holder(s) of the Special Voting Share shall be entitled to receive (after holders of Ordinary Shares and A2 Shares have received an amount equal to the nominal amount paid up on the Ordinary Shares and A2 Shares held by them together with the sum of £100,000 on each Ordinary Share and each A2 Share) an amount equal to the nominal value of such share. The Special Voting Share shall not entitle its holder(s) to any further right of participation in the assets of the Company, whether on a winding up, a reduction of capital or otherwise</p> <p>(C) The Company shall, at any time, be entitled to redeem the Special Voting Share for an amount equal to the nominal value of such share. Notice of such redemption shall be given to the holder(s) of the Special Voting Share at least two business days prior to the date of redemption. The holder(s) of the Special Voting Share shall deliver the share certificate representing the Special Voting Share to the Company on or prior to the date of redemption and, from the date of redemption, such share certificate shall cease to be valid</p> <p>(D) The Special Voting Share shall entitle its holder(s) to the voting rights set out in Article 69</p> <p>Article 69</p> <p>(A) Subject to the remaining provisions of this Article, the holder(s) of the Special Voting Share shall not be entitled to attend, speak or vote at any General Meeting but shall be entitled to receive notice of any General Meeting</p> <p>(B) Notwithstanding the provisions of paragraph (A) of this Article, the holder(s) of the Special Voting Share shall be entitled to attend at any General Meeting, and to cast on a poll the votes attaching to the Special Voting Share in accordance with this Article, at any time after the delivery of a Voting Notice (as defined below) to the holder(s) of the Special Voting Share, unless a Termination Notice (as defined below) has become effective in relation to such Voting Notice. However, the Special Voting Share shall at no time entitle its holder(s) to vote on a show of hands</p> <p>(C) In this Article 69 (and, as applicable, in Article 47) -</p> <p>(i) a "Voting Notice" is a written notice in the form of a certificate signed by a Director or the Secretary which is served on the holder(s) of the Special Voting Share, which clearly and prominently states that it is a Voting Notice and which states that the Directors have determined, by reference to the Separate Non-UK Register and by reference to any other evidence that the Directors may (in their sole discretion) consider relevant, that UK Shares represent, or are reasonably likely to represent at the time of the next scheduled General Meeting of the Company, 50 per cent or less of the aggregate of the issued Ordinary Shares and issued A2 Shares of the Company (calculated exclusive of any shares held as treasury shares),</p> | |

SH01 - continuation page

Return of allotment of shares

7

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

| | | |
|------------------------|--|--|
| Class of share | Special Voting Share | |
| Prescribed particulars | <p>Article 69 (continued)</p> <p>(ii) "UK Shares" are all issued Ordinary Shares and issued A2 Shares from time to time other than Relevant Non-UK Shares and other than any shares held as treasury shares,</p> <p>(iii) the "Specified Number" of votes in relation to any particular resolution of the Company shall be such number of votes (rounded upwards to the nearest whole number) as, when aggregated with the number of votes which are capable of being cast on such resolution by holders of UK Shares in respect of such UK Shares (assuming all such holders were to attend the relevant General Meeting and otherwise be entitled under these Articles to vote on such resolution), shall be equal to 50 per cent of the total number of votes which (on the same assumptions) are capable of being cast on such resolution, plus one vote,</p> <p>(iv) a "Termination Notice" is a written notice in the form of a certificate signed by a Director or the Secretary which is delivered to the holder(s) of the Special Voting Share, which clearly and prominently states that it is a Termination Notice and which states that a particular identified Voting Notice shall cease to apply from the date specified in the Termination Notice or the date of delivery of such Termination Notice, whichever is the later,</p> <p>(v) a Voting Notice and/or a Termination Notice shall be deemed delivered to the holder(s) of the Special Voting Share on receipt by such holder(s), and</p> <p>(vi) words or expressions defined in Article 47 shall bear the same meaning when used in this Article 69</p> <p>(D) The Directors may only serve a Voting Notice on the holder of the Special Voting Share where the Directors determine that it is necessary or desirable to take steps in order to protect any Operating Right of the Company or any subsidiary of the Company or the status of the Company or such subsidiary as a United Kingdom airline by reason of the fact that -</p> <p>(i) an Intervening Act has taken place,</p> <p>(ii) an Intervening Act is contemplated, threatened or intended,</p> <p>(iii) the aggregate number of Relevant Shares particulars of which are entered in the Separate Non-UK Register is such that an Intervening Act may occur or be contemplated, threatened or intended, or</p> <p>(iv) the ownership or control of the Company is otherwise such that an Intervening Act may occur or be contemplated, threatened or intended,</p> <p>in the case of each of (iii) and (iv) above, taking into account (inter alia) the likelihood of further increases in the aggregate number of Relevant Non-UK Shares and/or other changes in the ownership or control of the Company</p> <p>(E) Following the delivery of a Voting Notice and until a Termination Notice has been delivered in respect of that Voting Notice, the necessary quorum for a General Meeting shall, in addition to the provisions of Articles 58 and 59, require the holder(s) of the Special Voting Share to be present in person (including, for the avoidance of doubt, by its corporate representative) or by proxy</p> | |

SH01 - continuation page

Return of allotment of shares

| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|---|--|
| Class of share | Special Voting Share | |
| Prescribed particulars | <p>Article 69 (continued)</p> <p>(F) On any resolution, the Specified Number of votes attaching to the Special Voting Share may only be cast for such resolution, cast against such resolution, or not voted in respect of such resolution in the same proportions as the proportions in which holders of UK Shares (i) have validly cast votes attaching to such UK Shares in favour of such resolution, (ii) have validly cast votes attaching to such UK Shares against such resolution, and (iii) have not cast votes attaching to such UK Shares in relation to such resolution (in the case of (iii), whether or not such holders attend or are represented at the relevant General Meeting) For the avoidance of doubt, in any case where no votes whatsoever are cast on a resolution by holders of UK Shares in respect of such shares, no votes attaching to the Special Voting Share shall be cast on the resolution</p> <p>(G) Where the requirements of Article 69(F) would result in a fractional split of any vote, such single vote shall instead be cast in favour of the relevant resolution</p> <p>(H) The determination of the Directors as to (i) the Specified Number of votes, and (ii) the proportion in which such votes shall be cast (and/or not cast) pursuant to paragraphs (F) and (G) of this Article 69 shall be final and conclusive</p> <p>(I) The Directors must publish notification of each Voting Notice and Termination Notice, within two business days of the date of issue of any such notice, in such manner as is prescribed for the making of announcements under the rules and regulations of each stock exchange on which Shares or securities evidencing the right to receive Shares are, at the instigation of the Company, listed, quoted or dealt in as at the date of issue of such notice</p> | |

SH01 - continuation page

Return of allotment of shares

| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|--|--|
| 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> | |