

SH01

Return of allotment of shares

RE-SCAN

Laserform

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
notice of shares taken by
on formation of the company
for an allotment of a new
shares by an unlimited company

TUESDAY



A4964TJF

A11

09/06/2015

#210

COMPANIES HOUSE

→ **Filing in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

1 Company details

Company number 08612198

Company name in full IRESS UK Holdings Limited

2 Allotment dates

From Date 21/05/2015
To Date

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.
(Please use a continuation page if necessary.)

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	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
A Ordinary Shares	£	17948620	1.00	1.00	0.00

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

Continuation page
Please use a continuation page if
necessary.

Details of non-cash
consideration.

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

In consideration for the issue by IRESS UK Holdings Limited of 17,948,620 A Ordinary Shares,
Apollo III UK Holdings Limited discharged IRESS UK Holdings Limited from liabilities owed to it by
IRESS UK Holdings Limited pursuant to an intra-group loan of £17,948,620 (between Apollo III UK
Holdings Limited and IRESS UK Holdings Limited arising in or around December 2013) with an
effective date of 1 December 2014.

12/06/15 09:00 761

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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.

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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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
A Ordinary Shares	1.00	0.00	127502620	£ 127,505,620.00
B Ordinary Shares	1.00	0.00	42772986	£ 42,772,986.00
MRCPS	1.00	0.00	66000000	£ 66,000,000.00
				£
Totals			236275606	£ 236,275,606.00

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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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

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 ③
Totals				

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Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital.	④ 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 ④		

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.

Continuation Pages

Please use a Statement of Capital continuation page if necessary.

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 4** and **Section 5**.

1 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

A Ordinary Shares

Prescribed particulars
1

Voting: each holder of A Ordinary Shares shall be entitled to receive notice of, attend and vote at general meetings of the Company. Each A Ordinary Share will carry one vote.
Dividend: directors shall be entitled to declare dividends and distributions (in respect of any remaining profits after payment of the MRCPS Dividend) to holders of A Ordinary Shares. Any such dividend declared to holders of A Ordinary Shares may be declared and paid without the directors declaring or paying any dividend to the holders of B Ordinary Shares.
Capital: on a return of capital on a liquidation, reduction of capital or otherwise, the holders of A Ordinary Shares and B Ordinary Shares shall be entitled in respect of their Ordinary Shares to share in the surplus assets of the Company which remain after payment of its liabilities and payment to the holders of MRCPSs of (i) an amount equal to the nominal capital paid up on the MRCPSs; and (ii) any accrued and unpaid MRCPSs Dividend.

Class of share

B Ordinary Shares

Prescribed particulars
1

Voting: each holder of B Ordinary Shares shall be entitled to receive notice of, attend and vote at general meetings of the Company. Each B Ordinary Share will carry one vote.
Dividend: directors shall be entitled to declare dividends and distributions (in respect of any remaining profits after payment of the MRCPS Dividend) to holders of B Ordinary Shares, but may declare dividends and distributions to holders of A Ordinary Shares without declaring a dividend or other distribution to the holders of B Ordinary Shares.
Capital: on a return of capital on a liquidation, reduction of capital or otherwise, the holders of A Ordinary Shares and B Ordinary Shares shall be entitled in respect of their Ordinary Shares to share in the surplus assets of the Company which remain after payment of its liabilities and such payment of liabilities to include payment to the holders of MRCPSs of (i) an amount equal to the nominal capital paid up on the MRCPSs; and (ii) any accrued and unpaid MRCPSs Dividend.

Class of share

Mandatorily Redeemable Convertible Preference Shares (MRCPS)

Prescribed particulars
1

Voting: each holder of MRCPSs shall be entitled to receive notice of, attend and vote at general meetings of the Company. Each MRCPS will carry one vote.
Dividend: holders of MRCPSs shall be entitled to an unfranked cumulative preferential dividend ("MRCPS Dividend").
Capital: on a return of reduction of capital or on a winding up, the holders of MRCPSs shall be entitled to an amount equal to the nominal capital paid up on the MRCPSs and any accrued and unpaid MRCPS Dividend. Holders of MRCPSs shall not participate in any further distribution of profits or assets of the Company.
Redemption: MRCPSs are redeemable by the Company.
Conversion: MRCPSs are convertible into A Ordinary Shares by the Company or by the holders of the MRCPSs by giving a signed Conversion Notice to the other party.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X [Signature]

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.

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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 128057.1

Company name King & Wood Mallesons LLP

Address 10 Queen Street Place

Post town London

County/Region Greater London

Postcode E C 4 R 1 B E

Country United Kingdom

DX 255 Chancery Lane

Telephone

**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.

**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.

**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



Companies House

COMPANY NAME: IRESS UK HOLDINGS LIMITED

COMPANY NUMBER: 08612198

A SECOND FILED SH01 WAS REGISTERED ON 31/05/2017