

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

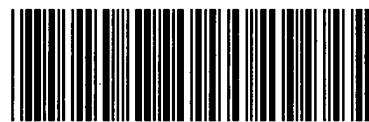
You may use this form to give
notice of shares allotted following
incorporation.



What this form is NOT for

You cannot use this form to give
notice of shares taken by a company
on formation of the company or
for an allotment of a new class of
shares by an unlimited company.

MONDAY



A13 *A50SOUY1* #238
15/02/2016
COMPANIES HOUSE

1

Company details

Company number 09553031

Company name in full IH Holdings International Limited

Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2

Allotment dates

From Date d 1 d 5 m 0 m 1 y 2 y 0 y 1 y 6

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.

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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 2 | 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 |
|--|------------|------------------------------|--------------------------------|---|--|
| Series B Shares | USD | 38500 | 0.01 | 0.01 | |
| | | | | | |
| | | | | | |

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)

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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.

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

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 | USD | | | |
|--|--|--|-------------------------------|--------------------------------------|
| 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 |
| Ordinary | 0.01 | | 22746271 | 227462.71 |
| Series A | 45.049996 | | 1109878 | 11098.78 |
| Totals | | | 23856149 | 238561.49 |

| Currency | USD | | | |
|--|--|--|-------------------------------|--------------------------------------|
| 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 |
| Series B | 0.01 | | 2058465 | 20584.65 |
| | | | | |
| Totals | | | 2058465 | 20584.65 |

6 Statement of capital (Totals)

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

| | |
|--|-----------|
| Total number of shares | 25914614 |
| Total aggregate nominal value ⁴ | 259146.14 |

4 Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

¹ Including both the nominal value and any share premium.

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

² Total number of issued shares in this class.

Continuation Pages

Please use a Statement of Capital continuation page if necessary.

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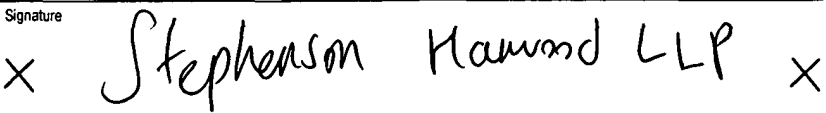
7

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 . | | 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 | Ordinary | |
| Prescribed particulars | Voting rights - shares rank equally for voting purposes. On a show of hands each member shall have one vote and on a poll each member shall have one vote per share held. Dividend rights - each share ranks equally for any dividend declared. Distribution rights on a winding up - each share ranks equally for any distribution made on a winding up. Redeemable shares - the shares are not redeemable. | |
| Class of share | Series A | |
| Prescribed particulars | Voting rights - The Series A shares confer on each holder of Series A shares the right to vote. On a show of hands each member shall have one vote and on a poll each member shall have one vote per share held. Dividend rights - the holders of Series A shares have a right to dividends which is pari passu to holders of ordinary shares. Distribution rights on a winding up - the holders of Series A shares shall be entitled to an amount per share pursuant to Article 5 in priority to the holders of deferred shares (if any) and holders of ordinary shares. Redeemable shares - the shares are not redeemable. | |
| Class of share | Series B | |
| Prescribed particulars | See continuation sheet. | |



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Signature

| | | |
|---|---|--|
| I am signing this form on behalf of the company. | | 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. |
| Signature | Signature  | |
| This form may be signed by: Director ² , Secretary, Person authorised ³ , Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager. | | |

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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 | Brendan Sheehan |
| Company name | Stephenson Harwood LLP |
| | |
| Address | 1 Finsbury Circus |
| London | |
| | |
| Post town | |
| County/Region | |
| Postcode | E C 2 M 7 S H |
| Country | United Kingdom |
| DX | |
| Telephone | 0207 809 2450 |
|  Checklist | |
| We may return forms completed incorrectly or with information missing. | |
| Please make sure you have remembered the following: | |
| <input type="checkbox"/> The company name and number match the information held on the public Register. | |
| <input type="checkbox"/> You have shown the date(s) of allotment in section 2. | |
| <input type="checkbox"/> You have completed all appropriate share details in section 3. | |
| <input type="checkbox"/> You have completed the appropriate sections of the Statement of Capital. | |
| <input type="checkbox"/> 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 | |

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.

[illegible]

SH01 - continuation page

Return of allotment of shares



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)

Statement of capital

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

[illegible]

1. Including both the nominal value and any share premium.

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

2 Total number of issued shares in this class.

SH01 - continuation page

Return of allotment of shares



| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|--|--|
| Class of share | Series B | |
| Prescribed particulars | <p>(a) the Series B Shares do not entitle the holders of them to receive notice of, to attend, to speak or to vote at any general meeting of the Company nor to receive or vote on, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the Company;</p> <p>(b) the holders of Series B Shares are entitled to dividends on a pari passu basis with the holders of Series A Shares (on an as converted basis) and Ordinary Shares;</p> <p>(c) on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares), in the event that there are surplus assets of the Company after payment of the Company's liabilities and payments of distributions to the holders of Series A Shares and Ordinary Shares (to the extent they are entitled), the holders of the Series B Shares shall be entitled to a distribution provided that the surplus assets are in aggregate above a certain amount; and</p> <p>(d) the Series B Shares are non-redeemable.</p> | |