

# SH01

## Return of allotment of shares



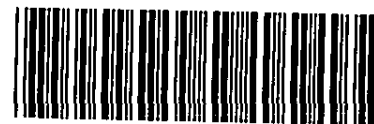
Companies House

You can use the WebFiling service to file this form online  
Please go to [www.companieshouse.gov.uk](http://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 subscrip-  
tion on formation of the company or  
for an allotment of a new class of  
shares by an unlimited company

TUESDAY



\*A40Y0QGJ\*  
A14 10/02/2015 #135  
COMPANIES HOUSE

### 1 Company details

Company number **8 6 9 8 1 7 2**  
Company name in full **TIAA International Holdings 2 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 <sup>1</sup>

From Date **d 1 d 2 m 0 m 1 y 2 y 0 y 1 y 5**  
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  
(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<br>(E.g. Ordinary/Preference etc.) | Currency <sup>2</sup> | Number of shares<br>allotted | Nominal value of<br>each share | Amount paid<br>(including share<br>premium) on each<br>share | Amount (if any)<br>unpaid (including<br>share premium) on<br>each share |
|--|-----------------------|------------------------------|--------------------------------|--|---|
| Class B Shares                                     | £                     | 100                          | £1                             | £17,820  | £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

**Continuation page**  
Please use a continuation page if  
necessary

Details of non-cash  
consideration  
  
If a PLC, please attach  
valuation report (if  
appropriate)

**RE-SCAN**

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## 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<br>(E g Ordinary/Preference etc ) | Amount paid up on<br>each share ❶ | Amount (if any) unpaid<br>on each share ❶ | Number of shares ❷ | Aggregate nominal value ❸ |
|---|-----------------------------------|---|--------------------|---------------------------|
| Ordinary  | £1                                |   | 100                | £ 100                     |
| Ordinary  | £190,000                          |   | 100                | £ 100                     |
| Ordinary  | £936,474 94                       |   | 100                | £ 100                     |
| Class B Shares                                    | £17,820                           |   | 100                | £ 100                     |
| Totals  |                                   |   | 400                | £ 400                     |

**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<br>(E g Ordinary / Preference etc ) | Amount paid up on<br>each share ❶ | Amount (if any) unpaid<br>on each share ❶ | Number of shares ❷ | Aggregate nominal value ❸ |
|   |                                   |   |                    |                           |
|   |                                   |   |                    |                           |
| Totals  |                                   |   |                    |                           |

| Currency  |                                   |   |                    |                           |
|---|-----------------------------------|---|--------------------|---------------------------|
| Class of shares<br>(E g Ordinary/Preference etc ) | Amount paid up on<br>each share ❶ | Amount (if any) unpaid<br>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

Total number of shares

Total aggregate  
nominal value ❹

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

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

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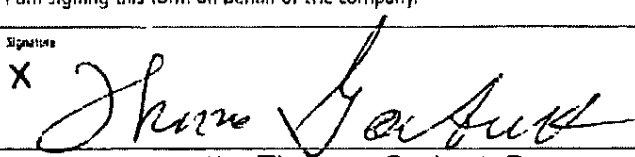
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## Statement of capital (Prescribed particulars of rights attached to shares)

|  |                       |  |
|--|-----------------------|--|
| 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. |                       | <p><b>Prescribed particulars of rights attached to shares</b></p> <p>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><b>Continuation page</b><br/>Please use a Statement of Capital continuation page if necessary</p> |
| Class of share   | Ordinary Shares       |  |
| Prescribed particulars   | See continuation page |  |
| Class of share   | Class B Shares        |  |
| Prescribed particulars   | See continuation page |  |
| Class of share   |                       |  |
| Prescribed particulars   |                       |  |

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## Signature

|  |   |   |
|--|---|---|
| I am signing this form on behalf of the company. |   | <p><b>Societas Europaea</b><br/>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><b>Person authorised</b><br/>Under either section 270 or 274 of the Companies Act 2006</p> |
| Signature  | <p>Signature</p> <p>X  X</p> <p>This form may be signed by: Thomas Garbutt, Director<br/>Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p> |   |

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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 **John Crook (Trainee Solicitor)**

Company name **Debevoise & Plimpton LLP**

Address **65 Gresham Street**

Post town **London**

County/Region

Postcode **E C 2 V 7 N Q**

Country **United Kingdom**

DX

Telephone **0207 786 9178**

**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,  
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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

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

| Class of share         | Ordinary Shares   |  |
|------------------------|---|--|
| Prescribed particulars | <p>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</p> <p>Dividend right - Each share ranks equally for any dividend declared</p> <p>Distribution rights on a winding up - Each share ranks equally for any distribution</p> <p>Redeemable Shares - Each share is redeemed in accordance with the articles of association of the company and the Companies Act 2006</p> |  |

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

|                        |   |  |
|------------------------|---|--|
| Class of share         | Class B Shares  |  |
| Prescribed particulars | <p>Voting rights - Class B Shares have no voting rights other than in respect of class meetings of holders of Class B Shares</p> <p>Dividend right - Each Class B Share has no right to receive any dividend or distribution declared or made</p> <p>Distribution rights on a winding up - Each Class B Share shall only confer on their holders the right to payment of the nominal value of a Class B Share in respect of each Class B Share held</p> <p>Redeemable Shares - Each Class B Share is non redeemable</p> |  |



Companies House

**COMPANY NAME:** TIAA INTERNATIONAL HOLDINGS 2  
LIMITED  
**COMPANY NUMBER:** 08698172

A Second filed SH01 is registered on 17/03/2015