

SH01

Return of allotment of shares



Companies House

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LD3 *L4HXVC6W* #56
13/10/2015
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LD3 *L4FKKWZM* #25
09/09/2015
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☒ **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
on formation of the company
for an allotment of a new
share by an unlimited company.

TUESDAY
WED

1 Company details

Company number 0 9 1 2 7 5 3 3

Company name in full INTERNATIONAL GAME TECHNOLOGY PLC

→ **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 ¹

From Date d 0 d 1 m 0 m 8 y 2 y 0 y 1 y 5
To Date d 3 d 1 m 0 m 8 y 2 y 0 y 1 y 5

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 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
ORDINARY	USD	324,091	0.10	0.10	
SPECIAL VOTING	USD	324,091	0.000001	0.000001	

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
STERLING NON-VOTING	1	0	50,000	£ 50,000
				£
				£
				£
Totals			50,000	£ 50,000

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
ORDINARY	0.10	0	199,564,128	\$19,956,412.8
SPECIAL VOTING	0.000001	0	199,564,128	\$199.56
Totals			399,128,256	\$19,956,612.36

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.		❹ Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	399,178,256	
Total aggregate nominal value ❹	£50,000 + \$19,956,612.36	

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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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**.

Class of share	ORDINARY
Prescribed particulars ①	SEE CONTINUATION PAGE
Class of share	STERLING NON-VOTING
Prescribed particulars ①	SEE CONTINUATION PAGE
Class of share	SPECIAL VOTING
Prescribed particulars ①	SEE CONTINUATION PAGE

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.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X



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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7 Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY
Prescribed particulars	<p>A) EACH HOLDER OF AN ORDINARY SHARE SHALL HAVE ONE VOTE FOR EVERY ORDINARY SHARE OF WHICH IT IS THE HOLDER.</p> <p>B) THE DIRECTORS MAY DECLARE AND PAY DIVIDENDS ON THE ORDINARY SHARES.</p> <p>C) ON A RETURN OF CAPITAL ON A WINDING-UP OR OTHERWISE, ANY SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION SHALL, AFTER PAYING ANY HOLDERS OF SPECIAL VOTING SHARES AND STERLING NON-VOTING SHARES THE AMOUNTS SET OUT IN THE ARTICLES, BE DISTRIBUTED TO EACH HOLDER OF AN ORDINARY SHARE PRO RATA TO ITS SHAREHOLDING.</p> <p>D) THE ORDINARY SHARES ARE NOT REDEEMABLE.</p>

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	STERLING NON-VOTING	
Prescribed particulars	<p>A) THE HOLDERS OF THE STERLING NON-VOTING SHARES SHALL HAVE NO RIGHT TO ATTEND, SPEAK OR VOTE, EITHER IN PERSON OR BY PROXY, AT ANY GENERAL MEETING OF THE COMPANY OR ANY MEETING OF A CLASS OF MEMBERS OF THE COMPANY IN RESPECT OF THE STERLING NON-VOTING SHARES (SAVE WHERE REQUIRED BY LAW) AND SHALL NOT BE ENTITLED TO RECEIVE ANY NOTICE OF MEETING.</p> <p>B) THE HOLDERS OF THE STERLING NON-VOTING SHARES SHALL NOT BE ENTITLED TO PARTICIPATE IN THE PROFITS OF THE COMPANY.</p> <p>C) ON A RETURN OF CAPITAL OF THE COMPANY ON A WINDING UP OR OTHERWISE, THE HOLDERS OF THE STERLING NON-VOTING SHARES SHALL BE ENTITLED TO RECEIVE OUT OF THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION TO ITS SHAREHOLDERS THE SUM OF, IN AGGREGATE, £1 BUT SHALL NOT BE ENTITLED TO ANY FURTHER PARTICIPATION IN THE ASSETS OF THE COMPANY.</p> <p>D) THE COMPANY MAY REDEEM THE STERLING NON-VOTING SHARES FOR NIL CONSIDERATION AT ANY TIME.</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	SPECIAL VOTING	
Prescribed particulars	<p>A) THE HOLDERS OF THE SPECIAL VOTING SHARES SHALL HAVE 0.9995 VOTES FOR EVERY SPECIAL VOTING SHARE OF WHICH IT IS THE HOLDER. SAVE IN RESPECT OF THE NOMINEE APPOINTED BY THE COMPANY TO HOLD THE SPECIAL VOTING SHARES IN ACCORDANCE WITH THE ARTICLES, A MEMBER MUST DIRECT THE EXERCISE OF THE 0.9995 VOTES ATTACHING TO EACH SPECIAL VOTING SHARE IN THE SAME WAY AS IT EXERCISES THE VOTE ATTACHING TO THE ASSOCIATED ORDINARY SHARE (AND FOR THE AVOIDANCE OF DOUBT, IF A MEMBER DOES NOT EXERCISE THE VOTE ATTACHING TO THE ASSOCIATED ORDINARY SHARE, IT MAY NOT VALIDLY DIRECT THE EXERCISE OF THE 0.9995 VOTES ATTACHING TO THE SPECIAL VOTING SHARE).</p> <p>B) THE HOLDERS OF THE SPECIAL VOTING SHARES SHALL NOT BE ENTITLED TO PARTICIPATE IN THE PROFITS OF THE COMPANY.</p> <p>C) ON A RETURN OF CAPITAL OF THE COMPANY ON A WINDING UP OR OTHERWISE, THE HOLDERS OF THE SPECIAL VOTING SHARES SHALL BE ENTITLED TO RECEIVE OUT OF THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION TO ITS SHAREHOLDERS THE SUM OF, IN AGGREGATE, US \$1 BUT SHALL NOT BE ENTITLED TO ANY FURTHER PARTICIPATION IN THE ASSETS OF THE COMPANY.</p> <p>D) SPECIAL VOTING SHARES MAY BE PURCHASED OR REDEEMED BY THE COMPANY TO REDUCE THE NUMBER OF SPECIAL VOTING SHARES HELD BY THE NOMINEE IN ORDER TO ALIGN THE AGGREGATE NUMBER OF ORDINARY SHARES AND SPECIAL VOTING SHARES IN ISSUE FROM TIME TO TIME. THE COMPANY MAY REDEEM THE SPECIAL VOTING SHARES FROM THE NOMINEE FOR NIL CONSIDERATION. IF, AT ANY TIME, THE AGGREGATE NUMBER OF SPECIAL VOTING SHARES IN ISSUE IS MORE THAN THE AGGREGATE NUMBER OF ORDINARY SHARES IN ISSUE, THE COMPANY SHALL AS SOON AS PRACTICABLE EITHER REDEEM OR REPURCHASE FROM THE NOMINEE FOR NIL CONSIDERATION, AND CANCEL, OR CONVERT INTO DEFERRED SHARES SUCH NUMBER OF SPECIAL VOTING SHARES AS IS REQUIRED TO RESULT IN AN EQUAL NUMBER OF SPECIAL VOTING SHARES AND ORDINARY SHARES IN ISSUE. UPON TERMINATION OF THE LOYALTY PLAN, THE DIRECTORS MAY ELECT TO REDEEM OR REPURCHASE THE SPECIAL VOTING SHARES, OR TO RECLASSIFY THE SPECIAL VOTING SHARES INTO DEFERRED SHARES.</p>	