

SH01

Return of allotment of shares



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What this form is for

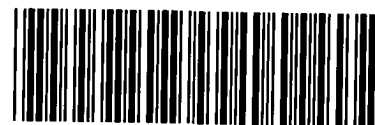
You may use this form to give notice of shares allotted following incorporation.



What this form is NOT for

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

FRIDAY



A21 *A7IC86VN* 09/11/2018 #219
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 2 m 1 m 0 y 2 y 0 y 1 y 8

To Date d 0 d 2 m 1 m 1 y 2 y 0 y 1 y 8

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.

| Currency (2) | Class of shares (E.g. Ordinary/Preference etc.) | 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 |
|--------------|--|------------------------------|--------------------------------|--|---|
| USD | Series B Preferred Shares | 2,637,966 | 0.01 | 18.4858105 | 0 |
| USD | Series B1 Preferred Shares | 867,609 | 0.01 | 18.4858105 | 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)

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

| Currency Complete a separate table for each currency | Class of shares E.g. Ordinary/Preference etc. | Number of shares | Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value | Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium |
|---|--|------------------|---|---|
| Currency table A | | | | |
| USD | ORDINARY SHARES | 15,370,180 | 153,701.80 | |
| USD | SERIES A1 SHARES | 10,688,279 | 106,882.79 | |
| USD | INCENTIVE SHARES | 2,586,627 | 25,866.27 | |
| Totals | | 28645086 | 286450.86 | 0 |

| | | | | |
|-------------------------|--|--|--|---|
| Currency table B | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | 0 |

| | | | | |
|-------------------------|--|--|--|--|
| Currency table C | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

| | | | |
|--|------------------------|-----------------------------------|-----------------------------------|
| | Total number of shares | Total aggregate nominal value (1) | Total aggregate amount unpaid (1) |
| Totals (including continuation pages) | 42179626 | 421796.26 | 0 |

(1) Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.



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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 share capital tables in Section 4 . | | 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 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 | |
| Prescribed particulars 1) | Voting rights - the ordinary shares confer on each holder of ordinary 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 ordinary shares have a right to dividends which is pari passu to holders of series A and series B shares. Distribution rights on a winding up - the holders of ordinary shares will be entitled to the balance of the surplus assets pursuant to article 5 after the series A, A1, B and B1 shareholders have received a preference amount and after a payment of \$1.00 has been paid to the holders of the deferred shares (if any). Redeemable shares - the shares are not redeemable. | |
| Class of share | SERIES A SHARES | |
| Prescribed particulars 1) | 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 on an as converted pro rata basis with all other equity shareholders (being all shares other than deferred shares) after payment of the preference dividend on series A1 and B1 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 and incentive shares. The shares are not redeemable. | |
| Class of share | INCENTIVE SHARES | |
| Prescribed particulars 1) | (A) The incentive 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; (B) the holders of shares are entitled to dividends on a pan passu basis with the holders of series A shares and series B shares (on an as converted basis) and ordinary shares; (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 and A1 shares, series B and B1 shares and ordinary shares (to the extent entitled), the holders of the incentive shares shall be entitled to a distribution provided that the surplus assets are in aggregate above a certain amount; and (D) the incentive shares are nonredeemable. | |

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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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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

REFERENCE: 01-56-00886

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

DX 64, Chancery Lane

Telephone

020 7329 4422



Checklist

We may return 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

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Complete the table below to show the issued share capital.
Complete a separate table for each currency.

| Currency <small>Complete a separate table for each currency</small> | Class of shares <small>E.g. Ordinary/Preference etc.</small> | Number of shares | Aggregate nominal value (£, €, \$, etc) <small>Number of shares issued multiplied by nominal value</small> | Total aggregate amount unpaid, if any (£, €, \$, etc) <small>Including both the nominal value and any share premium</small> |
|--|---|------------------|--|--|
| USD | F Ordinary Shares | 9,673,195 | 96,731.95 | |
| USD | Series B1 Preferred Shares | 867,609 | 8676.09 | |
| USD | Series B Preferred Shares | 2,637,966 | 26379.66 | |
| USD | Series A Shares | 355770 | 3557.7 | |
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| | | | | |
| Totals | | 13534540 | 135345.4 | |

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5 Statement of capital (prescribed particulars of rights attached to shares)

| | | |
|------------------------|---|--|
| Class of share | F Ordinary Shares | |
| Prescribed particulars | <p>Voting rights - the F ordinary shares confer on each holder of F ordinary 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 F ordinary shares have a right to dividends in accordance with article 4.2. Distribution rights on a winding up - 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 the series A and A1 shares and series B and B1 shares and the holders of deferred shares, the holders of F ordinary shares shall be entitled to an amount per share pursuant to article 5 in priority to the holders of incentive shares and the holders of ordinary shares. Redeemable shares - the shares are not redeemable.</p> | |

4

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

[illegible]

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Return of allotment of shares



5 Statement of capital (prescribed particulars of rights attached to shares)

| | | |
|------------------------|---|--|
| Class of share | Series A1 Shares | |
| Prescribed particulars | <p>Voting rights - the series A1 shares confer on each holder of a series A1 share 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 - holders have a right to a fixed cumulative preferential dividend at the rate of 5% of the nominal value per share which shall be paid on an Exit or, if earlier a Liquidation together with the right to dividends on an as converted pro-rata basis with all other equity shareholders (being all shares other than deferred shares). Distribution rights on a winding up - the holders of series A1 share shall be entitled to an amount per share pursuant to article 5 in priority to the holders of deferred shares (if any), holders of ordinary shares and incentive shares. The shares are not redeemable.</p> | |

4

Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

[illegible]

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Return of allotment of shares



5 Statement of capital (prescribed particulars of rights attached to shares)

| | | |
|------------------------|--|--|
| Class of share | SERIES B1 SHARES | |
| Prescribed particulars | <p>Voting rights - the series B1 shares confer on each holder 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.</p> <p>Dividend rights -holders have a right to a fixed cumulative preferential dividend at the rate of 5% of the nominal value which shall be paid on an Exit or, if earlier, a Liquidation together with a right to dividends on an as converted pro-rata basis with all other equity shares (being all shares other than deferred shares).</p> <p>Distribution rights on a winding up - the holders of series B1 share 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 and incentive shares. The shares are not redeemable.</p> | |

4

Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

[illegible]

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Return of allotment of shares



| 5 | Statement of capital (prescribed particulars of rights attached to shares) | |
|------------------------|---|--|
| Class of share | SERIES B SHARES | |
| Prescribed particulars | <p>Voting rights - the series B shares confer on each holder of series B 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 have a right to dividends on an as converted pro-rata basis with all other equity shareholders (being all shares other than deferred shares) after payment of the preference dividend on the series A1 and B1 shares. Distribution rights in a winding up - the holders 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 and incentive shares. The shares are not redeemable.</p> | |