

SH01

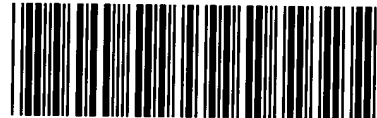
Return of allotment of shares



Go online to file this information
www.gov.uk/companieshouse

☒ **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



LD3 15/02/2017 #113
COMPANIES HOUSE

1 Company details

Company number: 1 0 4 7 4 0 8 3
Company name in full: Visa International Holdings 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 ①

From Date: d 1 d 3 m 0 m 2 y 2 y 0 y 1 y 7
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.

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 (\$)	A ordinary	1495341500	1.00	1.00	0.00
					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)

The A ordinary shares are issued for consideration consisting of US
\$1,070,685,800 in cash and a promissory note in the principal amount of
€399,000,000 and bearing interest at the higher of 0% and one month Euro
LIBOR to be issued by Visa International Holdings, Inc., the company's
sole shareholder.

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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 (\$)	A, ordinary	1495341502	1,495,341,502.00	
Totals		1495341502	1,495,341,502.00	0
Currency table B				
Totals				
Currency table C				
Totals				
		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
Totals (including continuation pages)		1495341502	1,495,341,502	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

A ordinary

Prescribed particulars

①

Please see continuation page.

Class of share

Prescribed particulars

①

Class of share

Prescribed particulars

①

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X

NRB26

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 Alice Fuller

Company name Macfarlanes LLP

Address 20 Cursitor Street

Post town

County/Region London

Postcode

E C 4 A 1 L T

Country UK

DX DX No: 138 Chancery Lane

Telephone +44 (0)20 7831 9222

**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 relevant 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.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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Statement of capital (prescribed particulars of rights attached to shares)

Class of share	A ordinary	
Prescribed particulars	<p>Income: Amounts distributed (in cash or in specie) by the company in respect of any financial year shall be apportioned amongst the A Shareholders and B Shareholders in proportion to the numbers of A Shares or B Shares held by them respectively.</p> <p>Capital: On a return of capital on liquidation or otherwise, the surplus assets of the company remaining after payment of its liabilities shall be distributed amongst the A Shareholders and the B Shareholders in proportion to the number of A Shares and B Shares held by them respectively.</p> <p>Voting: On any resolution, whether at a meeting, on a poll or by written resolution, if there is at least one A Share in issue, the A Shareholders shall be entitled to cast 10% of the votes exercisable and if there is at least one B Share in issue, the B Shareholders shall be entitled to cast 90% of the votes exercisable. If there is only one class of share in issue, the holders of the class of share in issue shall, on any resolution, whether at a meeting, on a poll or by written resolution, be entitled to cast 100% of the votes exercisable. The votes shall be shared amongst the holders of the relevant class who are present in person or by proxy and entitled to vote in proportion to the number of shares held by them. In the case of any share held jointly by more than one shareholder, only the shareholder whose name appears first in the register of shareholders in respect of the share shall be entitled to cast the vote attributable to that share.</p> 