



# METRO BRANDS LIMITED

Metro Brands Limited (“**Company**” or “**Issuer**”) was originally incorporated as “Metro Shoes Private Limited”, a private limited company under the Companies Act, 1956 on January 19, 1977, at Mumbai, Maharashtra. The name of our Company was subsequently changed to “*Metro Shoes Limited*” on May 18, 1992 upon conversion into a deemed public company. Thereafter, our Company was converted into a private limited company and the name was changed to “*Metro Shoes Private Limited*” with effect from October 16, 2002. Subsequently, the name of our Company was again changed to “*Metro Shoes Limited*” pursuant to a special resolution passed by the shareholders of our Company on March 21, 2007. A fresh certificate of incorporation consequent to change of name was issued by the RoC on May 14, 2007. Thereafter, the name of our Company was further changed to “*Metro Brands Limited*” pursuant to a special resolution passed by the shareholders of our Company on August 3, 2018. A fresh certificate of incorporation pursuant to change of name was issued by the RoC on September 6, 2018. For further details in relation to change in name and Registered Office of our Company, see “*History and Certain Corporate Matters*” on page 161 of the Prospectus.

**Registered and Corporate Office:** 401, Zillion, 4th Floor, LBS Marg & CST Road Junction, Kurla (West), Mumbai- 400 070, Maharashtra, India; **Tel:** + (91) 22 2654 7700; **Contact Person:** Tarannum Yasinhusein Bhanpurwala, Company Secretary and Compliance Officer; **Tel:** + (91) 22 2654 7700; **E-mail:** investor.relations@metrobrands.com; **Website:** www.metrobrands.com; Corporate Identity Number: U19200MH1977PLC019449

## OUR PROMOTERS: RAFIQUE A. MALIK, FARAH MALIK BHANJI, ALISHA RAFIQUE MALIK, RAFIQUE MALIK FAMILY TRUST AND AZIZA MALIK FAMILY TRUST

Our Company has filed the Prospectus dated December 15, 2021 with the Registrar of Companies, (the “**Prospectus**”) and the Equity Shares are proposed to be listed on the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) and the trading will commence on December 22, 2021.

## BASIS OF ALLOTMENT

INITIAL PUBLIC OFFERING OF 27,350,100 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH (“**EQUITY SHARES**”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 500 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 495 PER EQUITY SHARE) (“**OFFER PRICE**”) AGGREGATING TO ₹ 13,675.05 MILLION (THE “**OFFER**”) COMPRISING A FRESH ISSUE OF 5,900,000 EQUITY SHARES AGGREGATING TO ₹ 2,950 MILLION BY OUR COMPANY (THE “**FRESH ISSUE**”) AND AN OFFER FOR SALE OF 21,450,100 EQUITY SHARES AGGREGATING TO ₹ 10,725.05 MILLION BY THE SELLING SHAREHOLDERS COMPRISING 13,015,000 EQUITY SHARES AGGREGATING TO ₹ 6,507.50 MILLION BY THE PROMOTER SELLING SHAREHOLDERS, 8,427,000 EQUITY SHARES AGGREGATING TO ₹ 4,213.50 MILLION BY THE PROMOTER GROUP SELLING SHAREHOLDERS AND 8,100 EQUITY SHARES AGGREGATING TO ₹ 4.05 MILLION BY THE OTHER SELLING SHAREHOLDER (TOGETHER THE “**OFFER FOR SALE**”). THE OFFER WOULD CONSTITUTE 10.07 % OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL.

OFFER PRICE: ₹500 PER EQUITY SHARE OF FACE VALUE OF ₹5 EACH  
ANCHOR INVESTOR OFFER PRICE: ₹500 PER EQUITY SHARE  
THE OFFER PRICE IS 100 TIMES THE FACE VALUE

### Risks to Investors:

- Our revenue from operations and restated profit after tax for the period / year for Fiscal 2021 was ₹ 8,000.57 million and ₹ 646.19 million and for the six months ended September 30, 2021 was ₹ 4,560.02 million and ₹ 430.74 million, respectively and our market capitalization to revenue from operations (Fiscal 2021) multiple is 16.60 times and our price to earnings ratio (based on Fiscal 2021 restated profit / (loss) after tax for the period / year) is 205.76 at the upper end of the price band as compared to NIFTY 50 Price/Earnings ratio of 24.01 as on December 2, 2021. The Offer Price of the Equity Shares is determined on the basis of assessment of market demand for the Equity Shares offered through a book-building process, and certain quantitative and qualitative factors as set out in the section titled “Basis for Offer Price” on page 113 of the Prospectus and the Offer Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter.
- The cumulative cost of the total number of stores opened/operated by our Company across regions may not be indicative of the market capitalization of our Company after the Offer as the basis are independent of each other.
- The 6 BRLMs associated with the Offer have handled 61 public issues in the past 3 years, out of which 36 issues closed below the offer price on the listing date.
- Average cost of acquisition of Equity Shares held by the Selling Shareholders ranges from ₹ Nil to ₹ 14.16 per Equity Share and Offer Price is ₹ 500 per Equity Share.
- Weighted Average Return on Net Worth for Fiscals 2021, 2020, 2019 is 14.38 %.
- The weighted average cost of acquisition of all Equity Shares transacted in the last three years and one year from the date of RHP is as given below:

| Period       | Weighted Average Cost of Acquisition (in ₹)* | Upper end of the Price band (₹500) is 'X' times the weighted average cost of Acquisition | Range of acquisition price: Lowest Price - Highest Price (in ₹) <sup>®</sup> |
|--------------|----------------------------------------------|------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| Last 1 year  | 383.96                                       | 1.30                                                                                     | 300-610                                                                      |
| Last 3 years | 290.06                                       | 1.72                                                                                     | 18.06-610                                                                    |

\* Weighted average cost of acquisition has been calculated by adjusting for split of equity shares.  
® acquisition price range has been presented excluding the Nil cost of acquisition for equity shares acquired through gift.

BID/ OFFER PERIOD: OPENED ON: FRIDAY, DECEMBER 10, 2021

CLOSED ON: TUESDAY, DECEMBER 14, 2021

ANCHOR INVESTOR BIDDING DATE WAS: THURSDAY, DECEMBER 9, 2021

The Offer was made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“**SCRR**”), read with Regulation 31 of the SEBI ICDR Regulations. The Offer was made through the Book Building Process in terms of Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer was available for allocation on a proportionate basis to Qualified Institutional Buyers (“**QIBs**” and such portion, the “**QIB Portion**”). Our Company and the Promoter Selling Shareholders, in consultation with the BRLMs, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis (“**Anchor Investor Portion**”), out of which one-third was reserved for domestic Mutual Funds only, subject to valid Bids received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors (“**Anchor Investor Allocation Price**”), in accordance with the SEBI ICDR Regulations. Further, 5% of the balance Equity Shares shall be added to the QIB Portion (excluding the Anchor Investor Portion) (“**Net QIB Portion**”) was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion was available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Offer was available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer was available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All potential Bidders (except Anchor Investors) were mandatorily required to utilise the Application Supported by Blocked Amount (“**ASBA**”) process by providing details of their respective ASBA accounts and UPI ID in case of RIBs using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amount was blocked by the Self Certified Syndicate Banks (“**SCSBs**”) or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors were not permitted to participate in the Offer through the ASBA Process. For further details, see “*Offer Procedure*” on page 369 of the Prospectus.

The Offer received 1,61,690 applications for 7,21,33,950 Equity Shares (prior to technical rejections) resulting in 2.6374 times subscription. The details of the applications received in the Offer from various categories are as under: (before technical rejections):

| Sr. No. | Category                                                     | No. of Applications Applied | No. of Equity Shares | Equity Shares Reserved as per Prospectus | No. of times Subscribed | Amount (₹)                |
|---------|--------------------------------------------------------------|-----------------------------|----------------------|------------------------------------------|-------------------------|---------------------------|
| A.      | Retail Individual Investors                                  | 1,60,944                    | 62,83,770            | 95,72,535                                | 0.6564                  | 3,14,31,52,080.00         |
| B.      | Non-Institutional Investors                                  | 672                         | 1,10,29,800          | 41,02,515                                | 2.6885                  | 5,51,42,40,060.00         |
| C.      | Qualified Institutional Bidders (excluding Anchor Investors) | 46                          | 4,64,00,130          | 54,70,020                                | 8.4826                  | 23,20,00,65,000.00        |
| D.      | Anchor Investors                                             | 28                          | 84,20,250            | 82,05,030                                | 1.0262                  | 4,21,01,25,000.00         |
|         | <b>Total</b>                                                 | <b>1,61,690</b>             | <b>7,21,33,950</b>   | <b>2,73,50,100</b>                       | <b>2.6374</b>           | <b>36,06,75,82,140.00</b> |

### Final Demand

A summary of the final demand as at different Bid prices is as under:

| Sr. No. | Bid price    | No. of Equity Shares | % to Total    | Cumulative Total | Cumulative % of Total |
|---------|--------------|----------------------|---------------|------------------|-----------------------|
| 1       | 485          | 1,84,980             | 0.26          | 1,84,980         | 0.26                  |
| 2       | 486          | 11,460               | 0.02          | 1,96,440         | 0.28                  |
| 3       | 487          | 4,440                | 0.01          | 2,00,880         | 0.29                  |
| 4       | 488          | 3,030                | 0.00          | 2,03,910         | 0.29                  |
| 5       | 489          | 2,910                | 0.00          | 2,06,820         | 0.30                  |
| 6       | 490          | 67,170               | 0.10          | 2,73,990         | 0.39                  |
| 7       | 491          | 2,280                | 0.00          | 2,76,270         | 0.40                  |
| 8       | 492          | 4,830                | 0.01          | 2,81,100         | 0.40                  |
| 9       | 493          | 4,770                | 0.01          | 2,85,870         | 0.41                  |
| 10      | 494          | 1,200                | 0.00          | 2,87,070         | 0.41                  |
| 11      | 495          | 33,330               | 0.05          | 3,20,400         | 0.46                  |
| 12      | 496          | 1,350                | 0.00          | 3,21,750         | 0.46                  |
| 13      | 497          | 2,040                | 0.00          | 3,23,790         | 0.46                  |
| 14      | 498          | 9,330                | 0.01          | 3,33,120         | 0.48                  |
| 15      | 499          | 12,990               | 0.02          | 3,46,110         | 0.50                  |
| 16      | 500          | 6,08,66,880          | 87.17         | 6,12,12,990      | 87.67                 |
| 17      | 9999         | 86,08,740            | 12.33         | 6,98,21,730      | 100.00                |
|         | <b>TOTAL</b> | <b>6,98,21,730</b>   | <b>100.00</b> |                  |                       |

The Basis of Allotment was finalized in consultation with the Designated Stock Exchange, being the BSE on December 17, 2021.

### A. Allotment to Retail Individual Bidders (after technical rejections) (including ASBA Applications)

The Basis of Allotment to the Retail Individual Bidders, who have bid at the Cut-Off Price or at the Offer Price of ₹ 500 per Equity Share, was finalized in consultation with the BSE. This category has been subscribed to the extent of 0.6257 times. The total number of Equity Shares Allotted in Retail Portion is 59,89,440 Equity Shares to 1,53,545 successful Retail Individual Bidder. The category-wise details of the Basis of Allotment are as under:

| Category     | No. of Applications Received | % of Total    | Total No. of Equity Shares Applied | % to Total    | No. of Equity Shares Allotted per Bidder | Ratio | Total No. of Equity Shares Allotted |
|--------------|------------------------------|---------------|------------------------------------|---------------|------------------------------------------|-------|-------------------------------------|
| 30           | 1,38,119                     | 89.95         | 41,43,570                          | 69.18         | 30                                       | 1:1   | 41,43,570                           |
| 60           | 8,188                        | 5.33          | 4,91,280                           | 8.20          | 60                                       | 1:1   | 4,91,280                            |
| 90           | 2,623                        | 1.71          | 2,36,070                           | 3.94          | 90                                       | 1:1   | 2,36,070                            |
| 120          | 1,054                        | 0.69          | 1,26,480                           | 2.11          | 120                                      | 1:1   | 1,26,480                            |
| 150          | 758                          | 0.49          | 1,13,700                           | 1.90          | 150                                      | 1:1   | 1,13,700                            |
| 180          | 441                          | 0.29          | 79,380                             | 1.33          | 180                                      | 1:1   | 79,380                              |
| 210          | 367                          | 0.24          | 77,070                             | 1.29          | 210                                      | 1:1   | 77,070                              |
| 240          | 90                           | 0.06          | 21,600                             | 0.36          | 240                                      | 1:1   | 21,600                              |
| 270          | 63                           | 0.04          | 17,010                             | 0.28          | 270                                      | 1:1   | 17,010                              |
| 300          | 342                          | 0.22          | 1,02,600                           | 1.71          | 300                                      | 1:1   | 1,02,600                            |
| 330          | 29                           | 0.02          | 9,570                              | 0.16          | 330                                      | 1:1   | 9,570                               |
| 360          | 86                           | 0.06          | 30,960                             | 0.52          | 360                                      | 1:1   | 30,960                              |
| 390          | 1,385                        | 0.90          | 5,40,150                           | 9.02          | 390                                      | 1:1   | 5,40,150                            |
| <b>TOTAL</b> | <b>1,53,545</b>              | <b>100.00</b> | <b>59,89,440</b>                   | <b>100.00</b> |                                          |       | <b>59,89,440</b>                    |

### B. Allotment to Non-Institutional Bidders (After Technical Rejections)

The Basis of Allotment to the Non-Institutional Bidders, who have bid at the Offer Price of ₹ 500 per Equity Share or above, was finalized in consultation with the BSE. The Non-Institutional Portion has been subscribed to the extent of 2.2235 times. The total number of Equity Shares Allotted in this category is 49,29,384 Equity Shares (including 826,869 Equity Shares spilled over from Retail Category) to 650 successful Non-Institutional Bidder. The category-wise details of the Basis of Allotment are as under: (Sample)

| Category  | No. of Applications Received | % of Total | Total No. of Equity Shares Applied | % to Total | No. of Equity Shares Allotted per Bidder | Ratio | Total No. of Equity Shares Allotted |
|-----------|------------------------------|------------|------------------------------------|------------|------------------------------------------|-------|-------------------------------------|
| 420       | 93                           | 14.31      | 39,060                             | 0.36       | 189                                      | 1:1   | 17,577                              |
| 450       | 31                           | 4.77       | 13,950                             | 0.13       | 202                                      | 1:1   | 6,262                               |
| 480       | 8                            | 1.23       | 3,840                              | 0.04       | 216                                      | 1:1   | 1,728                               |
| 510       | 10                           | 1.54       | 5,100                              | 0.05       | 229                                      | 1:1   | 2,290                               |
| 540       | 7                            | 1.08       | 3,780                              | 0.03       | 243                                      | 1:1   | 1,701                               |
| 2,730     | 1                            | 0.15       | 2,730                              | 0.02       | 1,228                                    | 1:1   | 1,228                               |
| 2,790     | 1                            | 0.15       | 2,790                              | 0.03       | 1,255                                    | 1:1   | 1,255                               |
| 2,970     | 2                            | 0.31       | 5,940                              | 0.05       | 1,336                                    | 1:1   | 2,672                               |
| 3,000     | 23                           | 3.54       | 69,000                             | 0.63       | 1,349                                    | 1:1   | 31,027                              |
| 3,300     | 1                            | 0.15       | 3,300                              | 0.03       | 1,484                                    | 1:1   | 1,484                               |
| 6,000     | 12                           | 1.85       | 72,000                             | 0.66       | 2,699                                    | 1:1   | 32,388                              |
| 6,960     | 1                            | 0.15       | 6,960                              | 0.06       | 3,130                                    | 1:1   | 3,130                               |
| 6,990     | 2                            | 0.31       | 13,980                             | 0.13       | 3,144                                    | 1:1   | 6,288                               |
| 7,020     | 1                            | 0.15       | 7,020                              | 0.06       | 3,157                                    | 1:1   | 3,157                               |
| 7,200     | 1                            | 0.15       | 7,200                              | 0.07       | 3,238                                    | 1:1   | 3,238                               |
| 9,810     | 1                            | 0.15       | 9,810                              | 0.09       | 4,412                                    | 1:1   | 4,412                               |
| 9,900     | 2                            | 0.31       | 19,800                             | 0.18       | 4,453                                    | 1:1   | 8,906                               |
| 9,990     | 22                           | 3.38       | 2,19,780                           | 2.01       | 4,493                                    | 1:1   | 98,846                              |
| 10,020    | 7                            | 1.08       | 70,140                             | 0.64       | 4,506                                    | 1:1   | 31,542                              |
| 10,050    | 1                            | 0.15       | 10,050                             | 0.09       | 4,520                                    | 1:1   | 4,520                               |
| 4,99,800  | 1                            | 0.15       | 4,99,800                           | 4.56       | 2,24,783                                 | 1:1   | 2,24,783                            |
| 4,99,980  | 1                            | 0.15       | 4,99,980                           | 4.56       | 2,24,864                                 | 1:1   | 2,24,864                            |
| 5,59,980  | 1                            | 0.15       | 5,59,980                           | 5.11       | 2,51,849                                 | 1:1   | 2,51,849                            |
| 9,99,990  | 1                            | 0.15       | 9,99,990                           | 9.12       | 4,49,743                                 | 1:1   | 4,49,743                            |
| 10,00,200 | 1                            | 0.15       | 10,00,200                          | 9.13       | 4,49,837                                 | 1:1   | 4,49,837                            |

### C. Allotment to QIBs

Allotment to QIBs, who have Bid at the Offer Price of ₹ 500 per Equity Share or above, has been done on a proportionate basis in consultation with the BSE. This category has been subscribed to the extent of 5.8847 times of QIB Portion. As per the SEBI Regulations, Mutual Funds were Allotted 5% of the Equity Shares of QIB Portion available i.e. 411,313 Equity Shares (including 137,812 Equity Shares spilled over from Retail Category) and other QIBs and unsatisfied demand of Mutual Funds were Allotted the remaining available Equity Shares i.e. 7,814,933 Equity Shares (including 2,618,414 Equity Shares spilled over from Retail Category) on a proportionate basis. The total number of Equity Shares Allotted in the QIB Portion is 8,226,246 Equity Shares, which were allotted to 15 successful QIB Bidders. The category-wise details of the Basis of Allotment are as under:

| Category | Fls/Banks | MF's      | IC's     | NBFC's | AIF      | FPC       | Others   | TOTAL            |
|----------|-----------|-----------|----------|--------|----------|-----------|----------|------------------|
| QIB      | 6,96,714  | 24,46,061 | 5,56,863 | -      | 5,77,764 | 37,44,962 | 2,03,882 | <b>82,26,246</b> |

### D. Allotment to Anchor Investors

The Company and the Selling Shareholders, in consultation with the BRLMs, have allocated 82,05,030 Equity Shares to 22 Anchor Investors (through 28 Applications) at the Anchor Investor Offer Price of ₹ 550 per Equity Share in accordance with the SEBI Regulations. This represents 60% of the QIB Portion.

| Category | Fls/Banks | MF's      | IC's      | NBFC's | AIF      | FPC       | Others | TOTAL            |
|----------|-----------|-----------|-----------|--------|----------|-----------|--------|------------------|
| QIB      | -         | 27,40,050 | 10,00,050 | -      | 2,00,010 | 42,64,920 | -      | <b>82,05,030</b> |

The IPO Committee of our Company on December 17, 2021 has taken on record the Basis of Allotment of Equity Shares approved by the Designated Stock Exchange, being BSE and has allotted the Equity Shares to various successful Bidders. The Allotment Advice-cum-Intimations and/or notices will be dispatched to the address of the investors as registered with the depositories. Further, the instructions to the Self Certified Syndicate Banks for unblocking of funds, transfer to Public Offer Account have been issued on December 17, 2021 and payment to non-Syndicate brokers have been issued on December 18, 2021. In case the same is not received within ten days, investors may contact the Registrar to the Offer at the address given below. The Equity Shares Allotted to the successful Allottees have been uploaded on December 20, 2021 for credit into the respective beneficiary accounts subject to validation of the account details with the depositories concerned. The Company has filed the Listing application with BSE and NSE on December 21, 2021. The Company has received listing and trading approval from BSE and NSE and the trading will commence on December 22, 2021.

All capitalised terms used and not specifically defined herein shall have the same meaning as ascribed to them in the Prospectus.

### INVESTORS PLEASE NOTE

The details of the allotment made will be hosted on the website of the Registrar to the Offer, Link Intime India Private Limited at [www.linkintime.co.in](http://www.linkintime.co.in)

All future correspondence in this regard may kindly be addressed to the Registrar to the Offer quoting full name of the first/ sole Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of submission of Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and a copy of the Acknowledgment Slip received from the Designated Intermediary at the address given below:

## LinkIntime

### Link Intime India Private Limited

C-101, 1st Floor, 247 Park,  
L.B.S. Marg, Vikhroli (West),  
Mumbai - 400 083, Maharashtra, India  
**Telephone:** +91 22 4918 6200  
**E-mail:** metrobrands.ipo@linkintime.co.in  
**Investor grievance E-mail:** metrobrands.ipo@linkintime.co.in  
**Website:** www.linkintime.co.in  
**Contact Person:** Shanti Gopalkrishnan  
**SEBI Registration No.:** INR000004058

Place: Mumbai

Date: December 21, 2021

For **Metro Brands Limited**  
On behalf of the Board of Directors

Sd/-  
Company Secretary and Compliance Officer

### THE LEVEL OF SUBSCRIPTION SHOULD NOT BE TAKEN TO BE INDICATIVE OF EITHER THE MARKET PRICE OF THE EQUITY SHARES ON LISTING OR THE BUSINESS PROSPECTS OF METRO BRANDS LIMITED.

Metro Brands Limited has filed the Prospectus dated December 15, 2021 with RoC and thereafter with SEBI and the Stock Exchanges. The Prospectus is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and is available on the websites of the BRLMs, i.e. Axis Capital Limited, Ambit Private Limited, DAM Capital Advisors Limited (Formerly IDFC Securities Limited), Equirus Capital Private Limited, ICICI Securities Limited and Motilal Oswal Investment Advisors Limited at [www.axiscapital.co.in](http://www.axiscapital.co.in), [www.ambit.co](http://www.ambit.co), [www.damcapital.in](http://www.damcapital.in), [www.equirus.com](http://www.equirus.com), [www.icicisecurities.com](http://www.icicisecurities.com) and [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com), respectively. Investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section entitled “*Risk Factors*” on page 29 of the Prospectus.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the Securities Act, “**Rule 144A**”) in transactions exempt from, or not subject to, registration requirements of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and pursuant to the applicable laws of the jurisdictions where those offers and sales are made. There will be no public offering of the Equity Shares in the United States.