

# SH01

## Return of allotment of shares



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  
on formation of the company  
for an allotment of a new  
share by an unlimited  
company

THURSDAY



A28 \*A1EXLF02\* 09/08/2012 #167  
COMPANIES HOUSE

### 1 Company details

Company number 0 2 7 4 4 8 9 2

Company name in full VISA UK 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 2 d 7 m 0 m 7 y 2 y 0 y 1 y 2  
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 (E.g. Ordinary/Preference etc.)	Currency	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
Redeemable	Pound Sterling	2	£1	£1	

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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## 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 (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Redeemable	£1		28	£ 28
Special	£100		1	£ 100
				£
				£
<b>Totals</b>			29	£ 128

**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 (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				

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.

Total number of shares

Total aggregate  
nominal value ④

④ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately. For  
example £100 + €100 + \$10 etc

① Including both the nominal value and any  
share premium

② Total number of issued shares in this class

③ E.g. Number of shares issued multiplied by  
nominal value of each share

**Continuation Pages**  
Please use a Statement of Capital continuation  
page if necessary

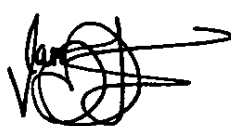
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**7 Statement of capital (Prescribed particulars of rights attached to shares)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section 4</b> and <b>Section 5</b>		<b>① Prescribed particulars of rights attached to shares</b>  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  <b>Continuation page</b> Please use a Statement of Capital continuation page if necessary
Class of share	Redeemable	
Prescribed particulars ①	See continuation page	
Class of share	Special	
Prescribed particulars ①	See continuation page	
Class of share		
Prescribed particulars ①		

**8 Signature**

I am signing this form on behalf of the company		<b>② Societas Europaea</b> 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  <b>③ Person authorised</b> 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, CIL manager		

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Redeemable	
Prescribed particulars	<p><b>Voting</b> The Redeemable Shares shall entitle the holders thereof to receive notice of and to attend and vote at every general meeting of the Company and every Member present in person or by a duly authorised representative at any general meeting of the Company shall have one vote on a show of hands and on a poll shall have one vote for every EURO1,000 (or fraction thereof) of aggregate Cardholder Voting Sales of that Member and one vote for every EURO1,000 (or fraction thereof) of aggregate Merchant Voting Sales of that Member</p> <p><b>Income</b> Any profits, which the Company may determine to distribute, shall be divided between the holders of the Redeemable Shares by way of dividend in such proportion as the amount of each Member's Individual Sales bears to the amount of the Total Sales</p> <p><b>Capital</b> On a return of capital on liquidation of the Company or otherwise (except on redemption) the assets of the Company, if any, remaining after the debts and liabilities of the Company and (if applicable) the costs of the winding up have been paid or allowed shall be applied in paying (i) the nominal amounts paid up on the Redeemable Shares and Special Share, (ii) a sum equal to any premium paid up on issue of the Redeemable Shares held by them, and (iii) the balance (if any), which shall be divided between the holders of the Redeemable Shares by way of distribution in such proportion as the amount of each Member's Individual Sales bears to the amount of the Total Sales</p> <p><b>Redemption</b> Each Redeemable share shall be redeemable in accordance with Article 3 3(d)(iii) if (A) the Member withdraws from the Company by giving to the Secretary not less than six months' written notice to that effect, (B) the Company becomes aware that the Member is not an Eligible Institution (as defined in the Company's articles of association), (C) the Company resolves by special resolution, upon recommendation of the Board, that the Member be removed from the Company for "good cause" (as further described in the Company's articles of association)</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	Special	
Prescribed particulars	<p><b>Voting</b> The holder of the Special Share shall be entitled to receive notice of, attend and speak at every general meeting of the Company but shall not be entitled to vote thereat</p> <p><b>Income</b> The holder of the Special Share shall not be entitled to receive any profits which the Company may determine to distribute by way of dividend</p> <p><b>Capital</b> On a return of capital on liquidation of the Company or otherwise the assets of the Company, if any, remaining after the debts and liabilities of the Company and (if applicable) the costs of the winding-up have been paid or allowed shall be applied in paying to the holder thereof the nominal amounts paid up on the Redeemable Shares and the Special Share and, thereafter, the holder of the Special Share shall not be entitled to receive by way of distribution any of the balance (if any) of such assets</p> <p><b>Redemption</b> The Special Share is non-redeemable</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 **Nick Lindsay**

Company name **Visa UK Limited**

Address **1 Sheldon Square**

Post town **London**

County/Region

Postcode

W

2

6

T

T

Country

**United Kingdom**

DX

Telephone

**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)

**This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**