

SH01

Return of allotment of shares

BLUEPRINT

2000

You can use the WebFiling service to file this form online
Please go to 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**
You cannot use this form
notice of shares taken by
on formation of the company
for an allotment of a new
shares by an unlimited company

THURSDAY



A17 *A14QGJ43* 15/03/2012 #321
COMPANIES HOUSE

1 Company details

Company number 04947027
Company name in full Advanced Payment Solutions 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 8 m 0 m 2 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

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 | GBP | 4,100 | 0.001 | 0.45 | 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

Details of non-cash
consideration
If a PLC, please attach
valuation report (if
appropriate)

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

Pounds Sterling

| 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 |
|--|-----------------------------------|---|--------------------|---------------------------|
| Ordinary | 0.001 | 0.00 | 361,000 | £361.00 |
| Ordinary | 0.053 | 0.00 | 469,000 | £469.00 |
| Ordinary | 0.45 | 0.00 | 117,795 | £117.795 |
| Ordinary | 0.751 | 0.00 | 20,000 | £20.00 |
| Ordinary | 0.95 | 0.00 | 1,688 | £1.688 |
| Series A Convertible Preferred | 0.049 | 0.00 | 2,040,000 | £2,040.00 |
| Series B Preferred | 0.58824 | 0.00 | 170,000 | £170.00 |
| Series C Convertible Preferred | 7.353 | 0.00 | 407,996 | £407.996 |
| Series D Convertible Preferred | 4.577 | 0.00 | 663,631 | £663.631 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Totals | | | 4,251,110 | £4,251.11 |

② Total number of issued shares in this class.

SH01

Return of allotment of shares

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 Section 4 and Section 5

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

Class of share

Prescribed particulars

1

Class of share

Prescribed particulars

1

Class of share

Prescribed particulars

1

8

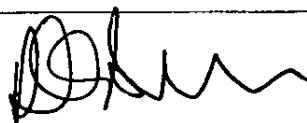
Signature

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by

Director 1, Secretary, Person authorised 1, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager

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.

Person authorised

Under either section 270 or 274 of the Companies Act 2006

Advanced Payment Solutions Limited

Company No. 04947027

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

£0.001 Ordinary

Voting

Upon a show of hands every holder of Ordinary Shares (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, shall have one vote and upon a poll, one vote for every share of which he is a registered holder

Income

The holders of the Ordinary Shares shall be entitled alongside all other classes of shares to such dividends as may be declared from time to time on such shares

Capital

On a return of capital on liquidation, capital reduction, exit or otherwise the proceeds shall be applied to the holders of the Ordinary Shares after the application of the proceeds to the holders of the Series D Convertible Preferred Shares who shall receive their subscription price plus a 0.18 x premium, then the Series C Convertible Preferred Shares who shall receive their subscription price plus a 0.18 x premium. Thereafter the proceeds are used to pay back to the holders of the Series A Convertible Preferred Shares, Series B Preferred Shares, Ordinary Shares and A Ordinary Shares any unpaid dividends and their subscription price. The balance of any monies remaining shall be shared between all the classes of shares in the Company as though they were a single class.

£0.001 Series A Convertible Preferred

Voting

Upon a show of hands every holder of Series A Convertible Preferred Shares (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, shall have one vote and upon a poll, one vote for every share of which he is a registered holder. Where Series A Convertible Preferred Shares are eligible for conversion but have yet to be converted, the number of votes upon a poll shall equal the number of votes had such conversion taken place.

Income

The holders of the Series A Convertible Preferred Shares shall be entitled, alongside all other classes of shares, to such dividends as may be declared from time to time on such shares, on an as converted basis for the A Convertible Preferred Shares as if a conversion had taken place.

Capital

On a return of capital on liquidation, capital reduction, exit or otherwise the proceeds shall be applied to the holders of the Series A Convertible Preferred Shares after the application of the proceeds to the holders of the Series D Convertible Preferred Shares who shall receive their subscription price plus a 0.18 x premium and then the Series C Convertible Preferred Shares who shall receive their subscription price plus a 0.18 x premium. Thereafter the proceeds are used to pay back to the holders of the Series A Convertible Preferred Shares, Series B Preferred Shares, Ordinary Shares and A Ordinary Shares any unpaid dividends and their subscription price. The balance of any monies remaining shall be shared between all the classes of shares in the Company as though they were a single class (and on an as converted basis for the Series A Convertible Preferred Shares).

£0.001 Series B Preferred

Voting

Upon a show of hands every holder of Series B Preferred Shares (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, shall have one vote and upon a poll, one vote for every share of which he is a registered holder

Income

The holders of the Series B Preferred Shares shall be entitled alongside all other classes of shares to such dividends as may be declared from time to time on such shares

Capital

On a return of capital on liquidation, capital reduction, exit or otherwise the proceeds shall be applied to the holders of the Series B Preferred Shares after the application of the proceeds to the holders of the Series D Convertible Preferred Shares who shall receive their subscription price plus a 0.18 x premium, and then the holders of the Series C Convertible Preferred Shares who shall receive their subscription price plus a 0.18 x premium. Thereafter the proceeds are used to pay back to the holders of the Series A Convertible Preferred Shares, Series B Preferred Shares, Ordinary Shares and A Ordinary Shares any unpaid dividends and their subscription price. The balance of any monies remaining shall be shared between all the classes of shares in the Company as though they were a single class.

£0.001 Series C Convertible Preferred

Voting

Upon a show of hands every holder of Series C Convertible Preferred Shares (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, shall have one vote and upon a poll one vote for every share of which he is a registered holder. Where Series C Convertible Preferred Shares are eligible for conversion but have yet to be converted the number of votes upon a poll shall equal the number of votes had such conversion taken place.

Income

The holders of the Series C Convertible Preferred Shares shall be entitled alongside all other classes of shares, to such dividends as may be declared from time to time on such shares on an as converted basis for the Series C Convertible Preferred Shares as if a conversion had taken place.

Capital

On a return of capital on liquidation, capital reduction, exit or otherwise the proceeds shall be applied in the following priority, the holders of the C Convertible Preferred Shares shall be entitled to their subscription price plus 0.18 x premium after the D Convertible Preferred Shares have received their subscription price plus 0.18 x premium. Thereafter the proceeds are used to pay back to the holders of the Series A Convertible Preferred Shares, Series B Preferred Shares, Ordinary Shares, A Ordinary Shares and C Ordinary Shares, any unpaid dividends and their subscription price. The balance of any monies remaining shall be shared between all the classes of shares in the Company as though they were a single class (and on an as converted basis for the Series C Convertible Preferred Shares).

£0.001 Series D Convertible Preferred

Voting

Upon a show of hands every member (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative, shall have one vote and upon a poll one vote for every share of which he is a registered holder. Where Series D Convertible Preferred Shares are eligible for conversion but have yet to be converted, the number of votes upon a poll shall equal the number of votes had such conversion taken place.

Income

The holders of the Series D Convertible Preferred Shares shall be entitled alongside all other classes of shares to such dividends as may be declared from time to time on such shares on an as converted basis for the D Convertible Preferred Shares as if a conversion had taken place.

Capital

On a return of capital on liquidation, capital reduction, exit or otherwise the proceeds shall be applied in the following priority, firstly to the holders of the D Convertible Preferred Shares who shall receive their subscription price plus a 0.18 x premium. Thereafter the holders of the C Convertible Preferred Shares shall be entitled to their subscription price plus 0.18 x premium. Thereafter the proceeds are used to pay back to the holders of the Series A Convertible Preferred Shares, Series B Preferred Shares, Ordinary Shares, A Ordinary Shares and C Ordinary Shares any unpaid dividends and their subscription price. The balance of any monies remaining shall be shared between all the classes of shares in the Company as though they were a single class (and on an as converted basis for each of the Series D Convertible Preferred Shares)

SH01

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

Company name Osborne Clarke

Address 2 Temple Back East

Temple Quay

Post town Bristol

County/Region

Postcode

B S 1 6 E G

Country United Kingdom

DX 7818 Bristol

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 or email 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

SH01

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 |
|--|-----------------------------------|---|--------------------|---------------------------|
| See attached schedule | | | | £ |
| | | | | £ |
| | | | | £ |
| | | | | £ |
| Totals | | | | £ |

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 ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
| | | | | |
| | | | | |
| Totals | | | | |

| Currency | | | | |
|--|-----------------------------------|---|--------------------|---------------------------|
| 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 |
| | | | | |
| | | | | |
| 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 ③

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

③ Total number of issued shares in this class

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