

# SH01

## Return of allotment of shares

BLUEPRINT

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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 by su  
on formation of the compar  
for an allotment of a new cl  
shares by an unlimited comp

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A31 24/03/2012 #3  
COMPANIES HOUSE

### 1 Company details

Company number 0 4 9 4 7 0 2 7

Company name in full Advanced Payment Solutions Limited

**Filing in this form**  
Please complete in typescript or in  
bold black capitals.  
All fields are mandatory unless  
specified or indicated by \*

### 2 Allotment dates <sup>1</sup>

From Date d 1 d 9 m 0 m 3 y 2 y 0 y 1 y 2  
To Date d d m m y y y y

**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)

**Currency**  
If currency details are not  
completed we will assume currency  
is in pound sterling.

Class of shares (E.g. Ordinary/Preference etc.)	Currency <sup>2</sup>	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	2,900	0.001	0.95	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)

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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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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 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

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

Total number of shares

Total aggregate  
nominal value ❸

❶ Including both the nominal value and any  
share premium.

❷ 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

❸ Total number of issued shares in this class

# SH01 - continuation page

## Return of allotment of shares

### Statement of capital

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

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	119,795	£119 795
Ordinary	0 751	0 00	20,000	£20 00
Ordinary	0 95	0 00	4,588	£4 588
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
<b>Totals</b>			4,256,010	£4,256 01

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

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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 statement of capital share tables in Section 4 and Section 5	
Class of share	
Prescribed particulars ①	
Class of share	
Prescribed particulars ①	
Class of share	
Prescribed particulars ①	

## 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 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.

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## Signature

I am signing this form on behalf of the company	
Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="text-align: center;">  </div> <div style="margin-left: 20px;">X</div> </div>
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

**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)

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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

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](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)