

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

SATURDAY



A31 *A15DP8UG* 24/03/2012 #2
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

From Date 1 9 0 3 2 0 1 2
To Date

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	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	2,000	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

Continuation page
Please use a continuation page if
necessary

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

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 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

Total number of shares	
Total aggregate nominal value ❸	

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

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 ①
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	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			4,253,110	£4,253 11

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.

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

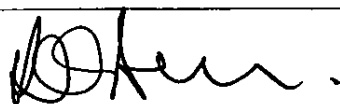
Signature

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by

Director , Secretary, Person authorised , 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

1818 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