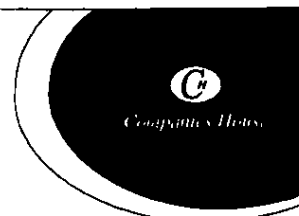


SH01

Return of allotment of shares

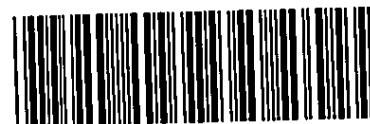


You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

✓ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

✗ **What this form is NOT for**
You cannot use this form to give
notice of shares taken by subscribers
on formation of the company or
for an allotment of a new class of
shares by an unlimited company.

TUESDAY



A17 15/12/2009 78
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

From Date d2 d9 m1 m1 y2 y0 y0 y9
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)	Amount (if any) unpaid (including share premium)
Ordinary	GBP	25,350	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)

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.

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.

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

Currency

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.

SH01

Return of allotment of shares

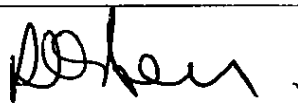
7

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	£0.001 Ordinary	
Prescribed particulars ①	See attached schedule	
Class of share	£0.001 Series A Convertible Preferred	
Prescribed particulars ①	See attached schedule	
Class of share	£0.001 Series B Preferred	
Prescribed particulars ①	See attached schedule	

8

Signature

I am signing this form on behalf of the company.		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.
Signature	Signature X  X	
This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.		

SH01 - continuation page

Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)		
Class of share	£0.001 Series C Convertible Preferred	
Prescribed particulars	See attached schedule	

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 C Convertible Preferred Shares who shall receive their subscription price plus a 0.18 x premium in priority to any other class of shares. 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 holders of the Series C Convertible Preferred Shares who shall receive their subscription price plus a 0.18 x premium in priority to any other class of shares. 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 C Convertible Preferred Shares who shall receive their subscription price plus a 0.18 x premium in priority to any other class of shares. 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 $0.18 \times$ 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).

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	REF:VAG
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	Bristol 7818
Telephone	0117 917 3000



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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
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