



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **Advanced Payment Solutions Limited**

Company Number: **04947027**



Received for filing in Electronic Format on the: **16/11/2017**

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Company Name: **Advanced Payment Solutions Limited**

Company Number: **04947027**

Confirmation **29/10/2017**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	1019047
Currency:	GBP	Aggregate nominal value:	1019.047

Prescribed particulars

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.

Class of Shares:	SERIES	Number allotted	2097034
	A	Aggregate nominal value:	2097.034
	CONVERTIBLE		
	PREFERRED		

Currency: **GBP**

Prescribed particulars

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).

Class of Shares:	SERIES	Number allotted	170000
	B	Aggregate nominal value:	170
	PREFERRED		

Currency: **GBP**

Prescribed particulars

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.

Class of Shares:	SERIES	Number allotted	407996
	C	Aggregate nominal value:	407.996
	CONVERTIBLE		
	PREFERRED		

Currency: **GBP**

Prescribed particulars

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 PRIORY, 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).

Class of Shares:	SERIES	Number allotted	663631
	D	Aggregate nominal value:	663.631
	CONVERTIBLE		
	PREFERRED		

Currency: GBP

Prescribed particulars

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).

Statement of Capital (Totals)

Currency: **GBP**

Total number of shares: **4357708**

Total aggregate nominal
value: **4357.708**

Total aggregate amount **0**

unpaid:

Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1: **1938 ORDINARY shares held as at the date of this confirmation statement**

Name: **MIRANDA JANE BALL**

Shareholding 2: **840 ORDINARY shares held as at the date of this confirmation statement**

Name: **DUNCAN BATCHELOR**

Shareholding 3: **12918 ORDINARY shares held as at the date of this confirmation statement**

Name: **GARY CHASE**

Shareholding 4: **11090 ORDINARY shares held as at the date of this confirmation statement**

Name: **STEVE COX**

Shareholding 5: **125 ORDINARY shares held as at the date of this confirmation statement**

Name: **AIMEE CURTIS**

Shareholding 6: **188520 ORDINARY shares held as at the date of this confirmation statement**

Name: **WILLIAM PAUL DARNELL**

Shareholding 7: **118000 ORDINARY shares held as at the date of this confirmation statement**

Name: **ROBIN DEAR**

Shareholding 8: **1088 ORDINARY shares held as at the date of this confirmation statement**

Name: **ANDREW FANNER**

Shareholding 9: **9000 ORDINARY shares held as at the date of this confirmation statement**

Name: **ANTHONY MAURICE FARRINGTON**

Shareholding 10: **878 ORDINARY shares held as at the date of this confirmation statement**

Name: **REBECCA FREEBODY**

Shareholding 11: **35084 ORDINARY shares held as at the date of this confirmation statement**

Name: **PHILIP HARRISON**

Shareholding 12:	2517 ORDINARY shares held as at the date of this confirmation statement
Name:	SIMON HUGHSON
Shareholding 13:	2100 ORDINARY shares held as at the date of this confirmation statement
Name:	MARK LIGHT
Shareholding 14:	3725 ORDINARY shares held as at the date of this confirmation statement
Name:	SARAH MAYALL
Shareholding 15:	100 ORDINARY shares held as at the date of this confirmation statement
Name:	CANDICE MCCURRACH
Shareholding 16:	900 ORDINARY shares held as at the date of this confirmation statement
Name:	STEVEN MEACHER
Shareholding 17:	900 ORDINARY shares held as at the date of this confirmation statement
Name:	STEVEN MOORE
Shareholding 18:	14000 ORDINARY shares held as at the date of this confirmation statement
Name:	ROBERT PAYNE
Shareholding 19:	3021 ORDINARY shares held as at the date of this confirmation statement
Name:	DAVID CHARLES PUSINELLI
Shareholding 20:	10960 ORDINARY shares held as at the date of this confirmation statement
Name:	LINCOLN ROBERTS
Shareholding 21:	25000 ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL SCHOOLEY
Shareholding 22:	467 ORDINARY shares held as at the date of this confirmation statement
Name:	JONATHAN SECKER
Shareholding 23:	45500 ORDINARY shares held as at the date of this confirmation statement
Name:	STEPHEN AND LINDA GALASSO TRUST

Shareholding 24: **30750 ORDINARY shares held as at the date of this confirmation statement**
Name: **THE JAMES G & MARIA F JONES REVOCABLE TRUST**

Shareholding 25: **426 ORDINARY shares held as at the date of this confirmation statement**
Name: **JASON VINE**

Shareholding 26: **494000 ORDINARY shares held as at the date of this confirmation statement**
Name: **RICHARD THOMAS WAGNER**

Shareholding 27: **1100 ORDINARY shares held as at the date of this confirmation statement**
Name: **CHANTELLE WIRTH**

Shareholding 28: **4100 ORDINARY shares held as at the date of this confirmation statement**
Name: **STUART WOOLLEY**

Shareholding 29: **13783 SERIES A CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **CHRIS CALLERO**

Shareholding 30: **17229 SERIES A CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **DAVID CUST**

Shareholding 31: **17229 SERIES A CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **RICHARD GORDON**

Shareholding 32: **57034 SERIES A CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **KREOS CAPITAL III LIMITED**

Shareholding 33: **20676 SERIES A CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **THE JAMES G & MARIA F JONES REVOCABLE TRUST**

Shareholding 34: **1877589 SERIES A CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **TRIDENT CAPITAL FUND VI LP**

Shareholding 35: **72818 SERIES A CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **TRIDENT CAPITAL FUND VI PRINCIPALS FUND LLC**

Shareholding 36: **20676 SERIES A CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **HATIM TYABJI**

Shareholding 37: **170000 SERIES B PREFERRED shares held as at the date of this confirmation statement**
Name: **THE JAMES G & MARIA F JONES REVOCABLE TRUST**

Shareholding 38: **1654 SERIES C CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **CHRIS CALLERO**

Shareholding 39: **2067 SERIES C CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **DAVID CUST**

Shareholding 40: **2067 SERIES C CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **RICHARD GORDON**

Shareholding 41: **26571 SERIES C CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **THE JAMES G & MARIA F JONES REVOCABLE TRUST**

Shareholding 42: **346132 SERIES C CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **TRIDENT CAPITAL FUND VI LP**

Shareholding 43: **13424 SERIES C CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **TRIDENT CAPITAL FUND VI PRINCIPALS FUND LLC**

Shareholding 44: **2481 SERIES C CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **HATIM TYABJI**

Shareholding 45: **13600 SERIES C CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **RICHARD THOMAS WAGNER**

Shareholding 46: **1648 SERIES D CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **PAUL SCHOOLEY**

Shareholding 47: **44956 SERIES D CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **THE JAMES G & MARIA F JONES REVOCABLE TRUST**

Shareholding 48: **585561 SERIES D CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **TRIDENT CAPITAL FUND VI LP**

Shareholding 49: **22709 SERIES D CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **TRIDENT CAPITAL FUND VI PRINCIPALS FUND LLC**

Shareholding 50: **8757 SERIES D CONVERTIBLE PREFERRED shares held as at the date of this confirmation statement**
Name: **RICHARD THOMAS WAGNER**

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor