

SH01

Return of allotment of shares

BLUEPRINT

2000



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☒ **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 on
formation of the company
for an allotment of a limited
number of shares by an unlimited
company.

WEDNESDAY



A6K7VVYI
A08 29/11/2017 #130
COMPANIES HOUSE

1 Company details

Company number 0 4 9 4 7 0 2 7

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 3 m 1 m 1 y 2 y 0 y 1 y 7
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.
(Please use a continuation page if necessary.)

② **Currency**
If currency details are not
completed we will assume currency
is in pound sterling.

Currency ²	Class of shares (E.g.: Ordinary/Preference etc.)	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
GBP	Ordinary	400	0.001	0.45	0.00
GBP	Ordinary	10,000	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)

SH01

Return of allotment of shares

4

Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GB-GBP	See attached schedule			
Totals				

Currency table B				
Totals				

Currency table C				
Totals				

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	4,368,108	£4,368.108	£0.00

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

Complete the table below to show the issued share capital. Complete a separate table for each currency.

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06/16 Version 6.0

SH01

Return of allotment of shares

5	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 share capital tables in Section 4.	
Class of share	Ordinary	
Prescribed particulars ①	See attached schedule	
Class of share	Series A Convertible Preferred	
Prescribed particulars ①	See attached schedule	
Class of share	Series B Preferred	
Prescribed particulars ①	See attached schedule	

① Prescribed particulars of rights attached to shares

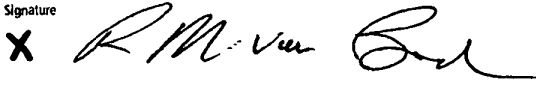
The particulars are:

- 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.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

6	Signature	
	I am signing this form on behalf of the company.	
Signature	Signature 	
	This form may be signed by: Director ②, Secretary, Person authorised ②, 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.

② Person authorised

Under either section 270 or 274 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary	
Prescribed particulars	<p>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.</p>	

SH01 - continuation page
Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series A Convertible Preferred	
Prescribed particulars	<p>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).</p>	

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Series B Preferred	
Prescribed particulars	<p>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.</p>	

SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series C Convertible Preferred
Prescribed particulars	<p>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).</p>

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Series D Convertible Preferred	
Prescribed particulars	<p>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).</p>	

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 LLP

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

**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.

**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 relevant sections of the statement of capital.
- ☐ You have signed the form.

**Further information**

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse