In accordance with Section 555 of the Companies Act 2006

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 notice of shares taken by su on formation of the compar for an allotment of a new cl shares by an unlimited com



03/06/2014 MPANIES HOUSE

| | | silates by an animited com | COM ANIES HOUSE |
|----------------------|---|----------------------------|---|
| 1 | Company details | | |
| Company number | 0 6 0 1 1 8 2 2 | - | → Filling in this form Please complete in typescript or in |
| Company name in full | Monitise Plc | | bold black capitals. All fields are mandatory unless specified or indicated by * |
| 2 | Allotment dates ® | | |
| From Date | ^d 0 ^d 8 ^m 0 ^m 5 ^y 2 ^y 0 |) 1 4 | ⊕ Allotment date |
| To Date | d m m y | у | 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 all | Shares allotted | | | | | | |
|-----------------|-------------|-------------------------|------------------------|------------------|-------------|--|--|--|
| | Please give | details of the shares a | llotted, including bor | nus shares | , | details are not we will assume currency I sterling | | |
| Class of shares | | Currency ② | Number of | Nominal value of | Amount paid | Amount (if any) | | |

| Class of shares (E g Ordinary/Preference etc.) | Currency 🤡 | Number of shares allotted | Nominal value of each share | Amount paid (including share premium) | Amount (if any) unpaid (including share premium) |
|---|------------|------------------------------|-----------------------------|---|--|
| Ordinary | £ | 22,900 | 0 01 | 0 33 | 0 00 |
| | | | | | |
| | | | | | |

If the allotted shares are fully or partly paid up otherwise than in cash, please

Details of non-cash consideration

If a PLC, please attach valuation report (if appropriate)

state the consideration for which the shares were allotted

| | SH01 Return of allotmer | nt of shares | | | | |
|--|---|---|--|--|------------------------------|----------------------------------|
| | Statement of ca | pital | | ···- | | |
| | | tion 5 and Section 6, i pital at the date of this | f appropriate) should refl return | ect the | | |
| 4 | Statement of capital (Share capital in pound sterling (£)) | | | | | |
| | | ch class of shares held ection 4 and then go to | in pound sterling If all yo Section 7 | our | | |
| Class of shares (E.g. Ordinary/Preference etc. |) | Amount paid up on each share 0 | Amount (if any) unpaid on each share ① | Number of share | × 0 | Aggregate nominal value |
| Ordinary | | 0 33 | 0 00 | 1,844,304 | ,630 | £ 18,443,046 30 |
| | | | | | | £ |
| | | | | | | £ |
| | | | | | | £ |
| | | | Totals | 1,844,304 | ,630 | £ 18,443,046 30 |
| Please complete a sepa Currency Class of shares (E g Ordinary / Preference et | | Amount paid up on each share ① | Amount (if any) unpaid on each share ① | Number of share | es 0 | Aggregate nominał value |
| Currona | Davinda Stadina / | ·C) | | | | |
| Currency Pounds Sterling (Class of shares (E g Ordinary/Preference etc.) | | Amount paid up on each share | Amount (if any) unpaid on each share ① | Number of share | :5 0 | Aggregate nominal value 3 |
| | - | | Totals | | | |
| 6 | Statement of ca | pital (Totals) | | | | |
| | Please give the total number of shares and total aggregate nominal value of issued share capital Ontail aggregate nominal value of Please list total aggregate values. | | | | st total aggregate values in | |
| Total number of shares | 1,844,304,630 different currencies separately For example £100 + \$10 etc | | | | | |
| Total aggregate nominal value © | 18,443,046 30 | | | | | |
| ● Including both the nomi share premium ● Total number of issued s | · | © E g Number of shares iss nominal value of each sh | are Plea | ntinuation Page ase use a Statem ie if necessary | | al continuation |

SH01

Return of allotment of shares

| 7 | Statement of capital (Prescribed particulars of rights attached to sh | nares) |
|------------------------|---|--|
| | 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 |
| Class of share | Ordinary | The particulars are a particulars of any voting rights, |
| Prescribed particulars | Each ordinary share (a) carries one vote, (b) ranks equally with any other ordinary shares as to rights to participate in distributions as to dividends and capital (including on a winding up) and in all other respects, and (c) is not redeemable | 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 |
| Class of share | | to redemption of these shares. A separate table must be used for |
| Prescribed particulars | | each class of share Continuation page Please use a Statement of Capital continuation page if necessary |
| Class of share | <u></u> | |
| Prescribed particulars | | |
| 8 | Signature | |
| | I am signing this form on behalf of the company | ⊘ Societas Europaea |
| Signature | Signature X | 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 |
| | This form may be signed by Director . Secretary, Person authorised . Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager | O Person authorised Under either section 270 or 274 of the Companies Act 2006 |

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 Co | mpany Secretary | |
|-----------------|-----------------|-------|
| Company name M | onitise Plc | |
| | | |
| Address 95 Gre | esham Street | |
| | | |
| | | |
| Post town Lond | on | |
| County/Region | | |
| Postcode | E C 2 V | 7 N A |
| Country | | |
| DX | | |
| Telephone 020 | 3657 0900 | |

✓ 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

7 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