

SH01

Return of allotment of shares



Companies House

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 to give
notice of shares taken
on formation of the company
for an allotment of a new
share by an unlimited



A59X19E1
A20 25/06/2016 #162
COMPANIES HOUSE

1 Company details

Company number 07209813

Company name in full TRANSFERWISE LTD

→ 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 ^d2 ^d5 ^m0 ^m2 ^y2 ^y0 ^y1 ^y6

To Date ^d0 ^d7 ^m0 ^m3 ^y2 ^y0 ^y1 ^y6

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.

| Class of shares (E.g. Ordinary/Preference etc.) | Currency ² | 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 | STERLING | 1,875 | £0.00001 | £0.10 | 0 |
| SERIES D PREFERRED | US DOLLARS | 671,170 | £0.00001 | \$29.7986968 | 0 |
| | | | | | |

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)

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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 |
|--|-----------------------------------|---|--------------------|---------------------------|
| ORDINARY | £0.00001 | 0 | 10,000,000 | £ 100.00 |
| ORDINARY | £0.0033900639 | 0 | 4,065,000 | £ 40.65 |
| ORDINARY | €0.06250 | 0 | 320,000 | £ 3.20 |
| ORDINARY | £0.00369 | 0 | 191,167 | £ 1.91167 |
| Totals | | | See cont. page | £ See cont. page |

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 32,377,261

Total aggregate nominal value ❹ £323.77261

❹ 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.

❸ Total number of issued shares in this class.

Continuation Pages
Please use a Statement of Capital continuation
page if necessary.

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

- ❶ Including both the nominal value and any share premium.
- ❷ Total number of issued shares in this class.
- ❸ E.g. Number of shares issued multiplied by nominal value of each share.

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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.

Class of share

Prescribed particulars
①

Please see continuation pages.

Class of share

Prescribed particulars
①

Class of share

Prescribed particulars
①**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 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.

8

Signature

I am signing this form on behalf of the company.

Signature

Signature

X

X

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.

③ Person authorised

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

CHFP000

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| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|---|--|
| Class of share | Ordinary | |
| Prescribed particulars | <p>Voting – the Ordinary Shares confer on the holder the right to receive notice of and to attend, speak and vote at all general meetings of the company to receive and vote on written resolutions.</p> <p>Dividends – every dividend shall be distributed to the shareholders pro rata according to the number of shares held by them.</p> <p>Capital distribution – on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares), or on a Sale (1) subject to (2), the balance of the surplus assets following distributions to the Preferred Shareholders and Seedcamp, will be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. (2) The right of the Preferred Shareholders to receive a priority payment of an amount per share held equal to the relevant Preference Amount and for Seedcamp to receive a priority payment of an amount equal to the issue price of the Ordinary Shares held by Seedcamp, provided that Seedcamp held such shares on the date of adoption of the articles, shall cease in the event that a distribution of the surplus assets among the holders of Shares pro rata to the number of Shares held would result in (a) the Series D Preferred Shareholders receiving at least an amount equal to the Series D Preference Amount per Series D Preferred Share held, (b) the Series C Preferred Shareholders receiving at least an amount equal to the Series C Preference Amount per Series C Preferred Share held, (c) the Series B Preferred Shareholders receiving at least an amount equal to the Series B Preference Amount per Series B Preferred Share held, (d) the Series A Preferred Shareholders receiving at least an amount equal to the Series A Preference Amount per Series A Preferred Share held, (e) the Seed Preferred Shareholders receiving at least an amount equal to the Seed Preference Amount per Seed Preferred Share held and (f) Seedcamp receiving an amount equal to the Issue Price of the Ordinary Shares held by Seedcamp (provided that Seedcamp held such shares on the Date of Adoption of the articles). In such circumstances, all of the surplus assets of the Company remaining after payment of its liabilities shall be distributed among the holders of Shares pro rata (as if the Shares constituted one and the same class) to the number of Shares held (to the extent that the Company is lawfully permitted to do so) on an as converted to Ordinary Share basis assuming all Shares (other than Ordinary Shares) are converted to Ordinary Shares at the Conversion Ratio applicable to any such Shares at such time.</p> <p>Redemption – the shares are not redeemable.</p> | |

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| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|---|--|
| Class of share | Seed Preferred | |
| Prescribed particulars | <p>Voting – the Seed Preferred Shares confer on the holder the right to receive notice of and to attend, speak and vote at all general meetings of the company to receive and vote on written resolutions.</p> <p>Dividends – every dividend shall be distributed to the shareholders pro rata according to the number of shares held by them.</p> <p>Capital distribution – on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares), or on a Sale (1) subject to (2), the balance of the surplus assets following distributions to the Preferred Shareholders and Seedcamp, will be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. (2) The right of the Preferred Shareholders to receive a priority payment of an amount per share held equal to the relevant Preference Amount and for Seedcamp to receive a priority payment of an amount equal to the issue price of the Ordinary Shares held by Seedcamp, provided that Seedcamp held such shares on the date of adoption of the articles, shall cease in the event that a distribution of the surplus assets among the holders of Shares pro rata to the number of Shares held would result in (a) the Series D Preferred Shareholders receiving at least an amount equal to the Series D Preference Amount per Series D Preferred Share held, (b) the Series C Preferred Shareholders receiving at least an amount equal to the Series C Preference Amount per Series C Preferred Share held, (c) the Series B Preferred Shareholders receiving at least an amount equal to the Series B Preference Amount per Series B Preferred Share held, (d) the Series A Preferred Shareholders receiving at least an amount equal to the Series A Preference Amount per Series A Preferred Share held, (e) the Seed Preferred Shareholders receiving at least an amount equal to the Seed Preference Amount per Seed Preferred Share held and (f) Seedcamp receiving an amount equal to the Issue Price of the Ordinary Shares held by Seedcamp (provided that Seedcamp held such shares on the Date of Adoption of the articles). In such circumstances, all of the surplus assets of the Company remaining after payment of its liabilities shall be distributed among the holders of Shares pro rata (as if the Shares constituted one and the same class) to the number of Shares held (to the extent that the Company is lawfully permitted to do so) on an as converted to Ordinary Share basis assuming all Shares (other than Ordinary Shares) are converted to Ordinary Shares at the Conversion Ratio applicable to any such Shares at such time.</p> <p>Redemption – the shares are not redeemable.</p> | |

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Statement of capital (Prescribed particulars of rights attached to shares)

| | | |
|------------------------|---|--|
| Class of share | Series A Preferred | |
| Prescribed particulars | <p>Voting – the Series A Preferred Shares confer on the holder the right to receive notice of and to attend, speak and vote at all general meetings of the company to receive and vote on written resolutions.</p> <p>Dividends – every dividend shall be distributed to the shareholders pro rata according to the number of shares held by them.</p> <p>Capital distribution – on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares), or on a Sale (1) subject to (2), the balance of the surplus assets following distributions to the Preferred Shareholders and Seedcamp, will be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. (2) The right of the Preferred Shareholders to receive a priority payment of an amount per share held equal to the relevant Preference Amount and for Seedcamp to receive a priority payment of an amount equal to the issue price of the Ordinary Shares held by Seedcamp, provided that Seedcamp held such shares on the date of adoption of the articles, shall cease in the event that a distribution of the surplus assets among the holders of Shares pro rata to the number of Shares held would result in (a) the Series D Preferred Shareholders receiving at least an amount equal to the Series D Preference Amount per Series D Preferred Share held, (b) the Series C Preferred Shareholders receiving at least an amount equal to the Series C Preference Amount per Series C Preferred Share held, (c) the Series B Preferred Shareholders receiving at least an amount equal to the Series B Preference Amount per Series B Preferred Share held, (d) the Series A Preferred Shareholders receiving at least an amount equal to the Series A Preference Amount per Series A Preferred Share held, (e) the Seed Preferred Shareholders receiving at least an amount equal to the Seed Preference Amount per Seed Preferred Share held and (f) Seedcamp receiving an amount equal to the Issue Price of the Ordinary Shares held by Seedcamp (provided that Seedcamp held such shares on the Date of Adoption of the articles). In such circumstances, all of the surplus assets of the Company remaining after payment of its liabilities shall be distributed among the holders of Shares pro rata (as if the Shares constituted one and the same class) to the number of Shares held (to the extent that the Company is lawfully permitted to do so) on an as converted to Ordinary Share basis assuming all Shares (other than Ordinary Shares) are converted to Ordinary Shares at the Conversion Ratio applicable to any such Shares at such time.</p> <p>Redemption – the shares are not redeemable.</p> | |

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Statement of capital (Prescribed particulars of rights attached to shares)

| | | |
|------------------------|---|--|
| Class of share | Series B Preferred | |
| Prescribed particulars | <p>Voting – the Series B Preferred Shares confer on the holder the right to receive notice of and to attend, speak and vote at all general meetings of the company to receive and vote on written resolutions.</p> <p>Dividends – every dividend shall be distributed to the shareholders pro rata according to the number of shares held by them.</p> <p>Capital distribution – on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares), or on a Sale (1) subject to (2), the balance of the surplus assets following distributions to the Preferred Shareholders and Seedcamp, will be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. (2) The right of the Preferred Shareholders to receive a priority payment of an amount per share held equal to the relevant Preference Amount and for Seedcamp to receive a priority payment of an amount equal to the issue price of the Ordinary Shares held by Seedcamp, provided that Seedcamp held such shares on the date of adoption of the articles, shall cease in the event that a distribution of the surplus assets among the holders of Shares pro rata to the number of Shares held would result in (a) the Series D Preferred Shareholders receiving at least an amount equal to the Series D Preference Amount per Series D Preferred Share held, (b) the Series C Preferred Shareholders receiving at least an amount equal to the Series C Preference Amount per Series C Preferred Share held, (c) the Series B Preferred Shareholders receiving at least an amount equal to the Series B Preference Amount per Series B Preferred Share held, (d) the Series A Preferred Shareholders receiving at least an amount equal to the Series A Preference Amount per Series A Preferred Share held, (e) the Seed Preferred Shareholders receiving at least an amount equal to the Seed Preference Amount per Seed Preferred Share held and (f) Seedcamp receiving an amount equal to the Issue Price of the Ordinary Shares held by Seedcamp (provided that Seedcamp held such shares on the Date of Adoption of the articles). In such circumstances, all of the surplus assets of the Company remaining after payment of its liabilities shall be distributed among the holders of Shares pro rata (as if the Shares constituted one and the same class) to the number of Shares held (to the extent that the Company is lawfully permitted to do so) on an as converted to Ordinary Share basis assuming all Shares (other than Ordinary Shares) are converted to Ordinary Shares at the Conversion Ratio applicable to any such Shares at such time.</p> <p>Redemption – the shares are not redeemable.</p> | |

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Statement of capital (Prescribed particulars of rights attached to shares)

| Class of share | Series C Preferred |
|------------------------|---|
| Prescribed particulars | <p>Voting – the Series C Preferred Shares confer on the holder the right to receive notice of and to attend, speak and vote at all general meetings of the company to receive and vote on written resolutions.</p> <p>Dividends – every dividend shall be distributed to the shareholders pro rata according to the number of shares held by them.</p> <p>Capital distribution – on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares), or on a Sale (1) subject to (2), the balance of the surplus assets following distributions to the Preferred Shareholders and Seedcamp, will be distributed among the holders of Ordinary Shares pro rate to the number of Ordinary Shares held. (2) The right of the Preferred Shareholders to receive a priority payment of an amount per share held equal to the relevant Preference Amount and for Seedcamp to receive a priority payment of an amount equal to the issue price of the Ordinary Shares held by Seedcamp, provided that Seedcamp held such shares on the date of adoption of the articles, shall cease in the event that a distribution of the surplus assets among the holders of Shares pro rata to the number of Shares held would result in (a) the Series D Preferred Shareholders receiving at least an amount equal to the Series D Preference Amount per Series D Preferred Share held, (b) the Series C Preferred Shareholders receiving at least an amount equal to the Series C Preference Amount per Series C Preferred Share held, (c) the Series B Preferred Shareholders receiving at least an amount equal to the Series B Preference Amount per Series B Preferred Share held, (d) the Series A Preferred Shareholders receiving at least an amount equal to the Series A Preference Amount per Series A Preferred Share held, (e) the Seed Preferred Shareholders receiving at least an amount equal to the Seed Preference Amount per Seed Preferred Share held and (f) Seedcamp receiving an amount equal to the Issue Price of the Ordinary Shares held by Seedcamp (provided that Seedcamp held such shares on the Date of Adoption of the articles). In such circumstances, all of the surplus assets of the Company remaining after payment of its liabilities shall be distributed among the holders of Shares pro rata (as if the Shares constituted one and the same class) to the number of Shares held (to the extent that the Company is lawfully permitted to do so) on an as converted to Ordinary Share basis assuming all Shares (other than Ordinary Shares) are converted to Ordinary Shares at the Conversion Ratio applicable to any such Shares at such time.</p> <p>Redemption – the shares are not redeemable.</p> |

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| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|---|--|
| Class of share | Series D Preferred | |
| Prescribed particulars | <p>Voting – the Series D Preferred Shares confer on the holder the right to receive notice of and to attend, speak and vote at all general meetings of the company to receive and vote on written resolutions.</p> <p>Dividends – every dividend shall be distributed to the shareholders pro rata according to the number of shares held by them.</p> <p>Capital distribution – on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares), or on a Sale (1) subject to (2), the balance of the surplus assets following distributions to the Preferred Shareholders and Seedcamp, will be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. (2) The right of the Preferred Shareholders to receive a priority payment of an amount per share held equal to the relevant Preference Amount and for Seedcamp to receive a priority payment of an amount equal to the issue price of the Ordinary Shares held by Seedcamp, provided that Seedcamp held such shares on the date of adoption of the articles, shall cease in the event that a distribution of the surplus assets among the holders of Shares pro rata to the number of Shares held would result in (a) the Series D Preferred Shareholders receiving at least an amount equal to the Series D Preference Amount per Series D Preferred Share held, (b) the Series C Preferred Shareholders receiving at least an amount equal to the Series C Preference Amount per Series C Preferred Share held, (c) the Series B Preferred Shareholders receiving at least an amount equal to the Series B Preference Amount per Series B Preferred Share held, (d) the Series A Preferred Shareholders receiving at least an amount equal to the Series A Preference Amount per Series A Preferred Share held, (e) the Seed Preferred Shareholders receiving at least an amount equal to the Seed Preference Amount per Seed Preferred Share held and (f) Seedcamp receiving an amount equal to the Issue Price of the Ordinary Shares held by Seedcamp (provided that Seedcamp held such shares on the Date of Adoption of the articles). In such circumstances, all of the surplus assets of the Company remaining after payment of its liabilities shall be distributed among the holders of Shares pro rata (as if the Shares constituted one and the same class) to the number of Shares held (to the extent that the Company is lawfully permitted to do so) on an as converted to Ordinary Share basis assuming all Shares (other than Ordinary Shares) are converted to Ordinary Shares at the Conversion Ratio applicable to any such Shares at such time.</p> <p>Redemption – the shares are not redeemable.</p> | |

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**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 Catherine Hargreaves

Company name JAG Shaw Baker

Address Berners House

47-48 Berners Street

Post town London

County/Region

Postcode W 1 T 3 N F

Country UK

DX

Telephone 020 3598 6458

**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 Lincenall, 32-38 Lincenall 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