

RP04

Second filing of a document previously delivered



☒ **What this form is for**
You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register

☒ **What this form is NOT for**
You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 regardless of when it was delivered

A second filing of a document cannot be filed where it is corrected information that was originally properly delivered. Form RP01 must be used in these circumstances

For further information, please refer to our guidance at www.companieshouse.gov.uk



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A22

25/06/2016

#182

COMPANIES HOUSE

SATURDAY

1 Company details

Company number **07209813**
Company name in full **TRANSFERWISE LTD**

→ **Filing in this form**
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

2 Description of the original document

Document type **1** **FORM SH01 - RETURN OF ALLOTMENT OF SHARES**

1 Description of the original document
Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day

Date of registration of the original document **14 08 2015**

3 Applicable documents

This form **only** applies to the following forms
AP01 Appointment of director
AP02 Appointment of corporate director
AP03 Appointment of secretary
AP04 Appointment of corporate secretary
CH01 Change of director's details
CH02 Change of corporate director's details
CH03 Change of secretary's details
CH04 Change of corporate secretary's details
TM01 Termination of appointment of director
TM02 Termination of appointment of secretary
SH01 Return of allotment of shares
AR01 Annual Return

4 Section 243 Exemption²

If you are applying for, or have been granted, exemption under section 243 of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below

The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE

2 If you are currently in the process of applying for or have been granted a Section 243 exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. AP01 or CH01)

RP04

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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 **CATHELINE HARGREAVES**

Company name **JAG SHAW BAKER**

Address **BERNERS HOUSE**

47-48 BERNERS ST

Post town **LONDON**

County/Region

Postcode **W1T 1BK**

Country

DX

Telephone



Checklist

We may return 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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form
- ☐ You have enclosed the second filed document(s)
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing'



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

Section 243 exemption

If you are applying for or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



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

SH01

Return of allotment of shares



Companies House

You can use the WebFiling service to file this form on
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 for**
You cannot use this form to give
notice of shares allotted following
formation of the company or for an allotment
of shares by an unincorporated body

THU SAT

A59X1FG2
A22 25/06/2016 #183
COMPANIES HOUSE
A58S1RWY
A19 09/06/2016 #75
COMPANIES HOUSE

1 Company details

Company number 0 7 2 0 9 8 1 3

Company name in full TRANSFERWISE LTD

→ **Filing 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 d 1 d 9 m 0 m 5 y 2 y 0 y 1 y 5
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

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
SERIES C PREFERRED	STERLING	17,104	£0 00001	\$23 38727	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)

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
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	133,230	£ 1 3323
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

Total aggregate
nominal value ❹

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.

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.

Class of shares (E.g Ordinary/preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❷	Number of shares ❸	Aggregate nominal value ❹
SEED PREFERRED	\$0 26551	0	5,014,000	£50 14
SERIES A PREFERRED	\$0 8842515	0	6,785,000	£67 85
SERIES B PREFERRED	\$5 44162	0	2,825,300	£28 253
SERIES C PREFERRED	\$23 38727	0	2,501,286	£25 01286
Totals	£31,643,816 ✓		✓	£316 43816 ✓

⑦ Total number of issued shares in this class.

SH01

Return of allotment of shares

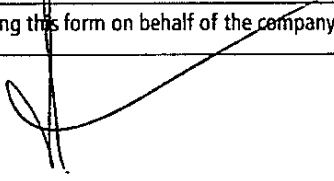
7

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	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p>
Class of share		
Prescribed particulars 1	Please see continuation pages	
Class of share		
Prescribed particulars 1		
Class of share		
Prescribed particulars 1		

8

Signature

	I am signing this form on behalf of the company	
Signature	<p>Signature</p> <p>X  X</p>	<p>1 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</p> <p>1 Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
	<p>This form may be signed by Director 1, Secretary, Person authorised 1, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p>	

SH01 - continuation page
Return of allotment of shares

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 and to receive and vote on written resolutions</p> <p>Dividends- every dividend shall be distributed to the Shareholders pro rata according to the numbers 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 any surplus assets remaining, following distributions to the Preferred Shareholders and Seedcamp, will be distributed among the holders of ordinary shares pro rata to the number of shares held</p> <p>(2) The right of the Preferred Shareholders to receive a priority payment of an amount equal to the relevant Preference Amount per Preferred share held and for Seedcamp to receive a priority payment of an amount equal to the Issue Price of the Ordinary Shares, provided that Seedcamp held such Shares at 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 C Preferred Shareholders receiving at least an amount equal to the Series C Preference Amount per share held, (b) the Series B Preferred Shareholders receiving at least an amount equal to the Series B Preference Amount, (c) the Series A Preferred Shareholders receiving at least an amount equal to the Series A Preference Amount, (d) the Seed Preferred Shareholders receiving at least an amount equal to the Seed Preference Amount, and (e) 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 the surplus assets of the Company remaining after payment of its liability shall be distributed among holders of the Share 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 shares basis assuming all Shares (other than Ordinary) are converted to Ordinary Shares at the Conversion Ratio application to any such Shares at such time</p> <p>Redemption- the shares are not redeemable</p>

SH01 - continuation page

Return of allotment of shares

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 and to receive and vote on written resolutions</p> <p>Dividends- every dividend shall be distributed to the Shareholders pro rata according to the numbers 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 any surplus assets remaining, following distributions to the Preferred Shareholders and Seedcamp, will be distributed among the holders of ordinary shares pro rata to the number of shares held (2) The right of the Preferred Shareholders to receive a priority payment of an amount equal to the relevant Preference Amount per Preferred share held and for Seedcamp to receive a priority payment of an amount equal to the Issue Price of the Ordinary Shares, provided that Seedcamp held such Shares at 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 C Preferred Shareholders receiving at least an amount equal to the Series C Preference Amount per share held, (b) the Series B Preferred Shareholders receiving at least an amount equal to the Series B Preference Amount, (c) the Series A Preferred Shareholders receiving at least an amount equal to the Series A Preference Amount, (d) the Seed Preferred Shareholders receiving at least an amount equal to the Seed Preference Amount, and (e) 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 the surplus assets of the Company remaining after payment of its liability shall be distributed among holders of the Share 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 shares basis assuming all Shares (other than Ordinary) are converted to Ordinary Shares at the Conversion Ratio application to any such Shares at such time</p> <p>Redemption- the shares are not redeemable</p>

SH01 - continuation page

Return of allotment of shares

7 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 and to receive and vote on written resolutions</p> <p>Dividends- every dividend shall be distributed to the Shareholders pro rata according to the numbers 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 any surplus assets remaining, following distributions to the Preferred Shareholders and Seedcamp, will be distributed among the holders of ordinary shares pro rata to the number of shares held (2) The right of the Preferred Shareholders to receive a priority payment of an amount equal to the relevant Preference Amount per Preferred share held and for Seedcamp to receive a priority payment of an amount equal to the Issue Price of the Ordinary Shares, provided that Seedcamp held such Shares at 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 C Preferred Shareholders receiving at least an amount equal to the Series C Preference Amount per share held, (b) the Series B Preferred Shareholders receiving at least an amount equal to the Series B Preference Amount, (c) the Series A Preferred Shareholders receiving at least an amount equal to the Series A Preference Amount, (d) the Seed Preferred Shareholders receiving at least an amount equal to the Seed Preference Amount, and (e) 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 the surplus assets of the Company remaining after payment of its liability shall be distributed among holders of the Share 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 shares basis assuming all Shares (other than Ordinary) are converted to Ordinary Shares at the Conversion Ratio application to any such Shares at such time</p> <p>Redemption- the shares are not redeemable</p>

SH01 - continuation page
Return of allotment of shares

7 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 and to receive and vote on written resolutions</p> <p>Dividends- every dividend shall be distributed to the Shareholders pro rata according to the numbers 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 any surplus assets remaining, following distributions to the Preferred Shareholders and Seedcamp, will be distributed among the holders of ordinary shares pro rata to the number of shares held (2) The right of the Preferred Shareholders to receive a priority payment of an amount equal to the relevant Preference Amount per Preferred share held and for Seedcamp to receive a priority payment of an amount equal to the Issue Price of the Ordinary Shares, provided that Seedcamp held such Shares at 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 C Preferred Shareholders receiving at least an amount equal to the Series C Preference Amount per share held, (b) the Series B Preferred Shareholders receiving at least an amount equal to the Series B Preference Amount, (c) the Series A Preferred Shareholders receiving at least an amount equal to the Series A Preference Amount (d) the Seed Preferred Shareholders receiving at least an amount equal to the Seed Preference Amount, and (e) 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 the surplus assets of the Company remaining after payment of its liability shall be distributed among holders of the Share 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 shares basis assuming all Shares (other than Ordinary) are converted to Ordinary Shares at the Conversion Ratio application to any such Shares at such time</p> <p>Redemption- the shares are not redeemable</p>

SH01 - continuation page
Return of allotment of shares

7	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 and to receive and vote on written resolutions</p> <p>Dividends- every dividend shall be distributed to the Shareholders pro rata according to the numbers 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 any surplus assets remaining, following distributions to the Preferred Shareholders and Seedcamp, will be distributed among the holders of ordinary shares pro rata to the number of shares held</p> <p>(2) The right of the Preferred Shareholders to receive a priority payment of an amount equal to the relevant Preference Amount per Preferred share held and for Seedcamp to receive a priority payment of an amount equal to the Issue Price of the Ordinary Shares, provided that Seedcamp held such Shares at 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 C Preferred Shareholders receiving at least an amount equal to the Series C Preference Amount per share held, (b) the Series B Preferred Shareholders receiving at least an amount equal to the Series B Preference Amount, (c) the Series A Preferred Shareholders receiving at least an amount equal to the Series A Preference Amount, (d) the Seed Preferred Shareholders receiving at least an amount equal to the Seed Preference Amount, and (e) 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 the surplus assets of the Company remaining after payment of its liability shall be distributed among holders of the Share 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 shares basis assuming all Shares (other than Ordinary) are converted to Ordinary Shares at the Conversion Ratio application to any such Shares at such time</p> <p>Redemption- the shares are not redeemable</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 Sarah McConville

Company name JAG Shaw Baker

Address Berners House

47-48 Berners Street

Post town

County/Region London

Postcode W 1 T 3 N F

Country

DX

Telephone

**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**

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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

**Further information**

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