

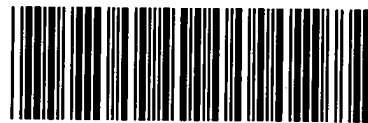
SH01

Return of allotment of shares



Companies House

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A3YIR2DM

A10 06/01/2015 #154

COMPANIES HOUSE

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A29 13/12/2014 #356

COMPANIES HOUSE

☒ **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 new
share by an unlimited company.

1 Company details

Company number 0 7 2 0 9 8 1 3

Company name in full TRANSFERWISE 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 0 d 6 m 1 m 0 y 2 y 0 y 1 y 4
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
ORDINARY	STERLING	27,271	£0.00001	£0.00369	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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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	57,271	£ 0.57271
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.

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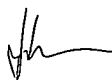
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Statement of capital (Prescribed particulars of rights attached to shares)

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.		<p>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	ORDINARY / SEED PREFERRED / SERIES A PREFERRED	
Prescribed particulars ①	See continuation page.	
Class of share	SERIES B PREFERRED	
Prescribed particulars ①	See continuation page.	
Class of share		
Prescribed particulars ①		

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Signature

I am signing this form on behalf of the company.		<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>
Signature	<p>Signature</p> <p>X  X</p> <p>This form may be signed by: Director ①, Secretary, Person authorised ①, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p>	

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Return of allotment of shares

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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 or on a sale, having paid the amounts in order set out in 5.1 (a) to (e), the balance of any surplus assets will be distributed among the holders of ordinary shares pro rata to the number of shares held.</p>	

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

Class of share	SEED PREFERRED	
Prescribed particulars	<p>Voting - the 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 or on a sale, thirdly paying to each of the Seed Preferred Shareholders, in priority to any other classes of Shares other than Series B Preferred Shares and Series A Preferred Shares, an amount per share held equal to the Seed Preference Amount (as defined in the articles of association of the Company)</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	SERIES A PREFERRED	
Prescribed particulars	<p>Voting - the 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 or on a sale, secondly by paying to each of the Series A Preferred Shareholders, in priority to any other classes of Shares other than Series B Preferred Shares, an amount per share held equal to the Series A Preference Amount (as defined in the articles of association of the Company)</p>	

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	SERIES B PREFERRED	
Prescribed particulars	<p>Voting - the 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 or on a sale, firstly by paying to each of the Series B Preferred Shareholders, in priority to any other classes of Shares, an amount per share held equal to the Series B Preference Amount (as defined in the articles of association of the Company)</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 Sarah McConville

Company name JAG Shaw Baker

Address Fourth Floor Woolverstone House

61 - 62 Berners Street

Post town London

County/Region

Postcode W 1 T 3 N J

Country UK

DX

Telephone 0203 598 3080



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 Linenhall, 32-38 Linenhall 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