



Companies House

AR01 (ef)

Annual Return



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X4690TC9

Company Name: **TRANSFERWISE LTD**

Company Number: **07209813**

Date of this return: **31/03/2015**

SIC codes: **64999**

Company Type: **Private company limited by shares**

Situation of Registered Office: **2ND FLOOR 186-188 CITY ROAD
LONDON
EC1V 2NT**

Officers of the company

Company Director **1**

Type: **Person**

Full forename(s): **MR. ROGER**

Surname: **EHRENBURG**

Former names:

Service Address: **75 ARLINGTON AVENUE
LONDON
UNITED KINGDOM
N1 7BA**

Country/State Usually Resident: **USA**

Date of Birth: **08/12/1965** *Nationality:* **USA**

Occupation: **MANAGING PARTNER AT IA
VENTURES**

Company Director 2

Type: **Person**

Full forename(s): **TAAVET**

Surname: **HINRIKUS**

Former names:

Service Address: **75 ARLINGTON AVENUE
LONDON
N1 7BA**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **02/06/1981**

Nationality: **ESTONIAN**

Occupation: **DIRECTOR**

Company Director **3**

Type: **Person**

Full forename(s): **BENJAMIN ABRAHAM**

Surname: **HOROWITZ**

Former names:

Service Address: **2ND FLOOR 186-188 CITY ROAD
LONDON
UNITED KINGDOM
EC1V 2NT**

Country/State Usually Resident: **USA**

Date of Birth: **13/06/1966** *Nationality:* **AMERICAN**

Occupation: **VENTURE CAPITAL CO-
FOUNDER AND GENERAL
PARTNER**

Company Director 4

Type: **Person**

Full forename(s): **KRISTO**

Surname: **KAARMANN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **03/08/1980**

Nationality: **ESTONIAN**

Occupation: **CONSULTANT**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	65071
		<i>Aggregate nominal value</i>	0.651
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.00369
		<i>Amount unpaid per share</i>	0

Prescribed particulars

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCE. ON A SHOW OF HANDS, EACH HOLDER OF ORDINARY SHARES HAS ONE VOTE. ON A POLL, EACH HOLDER OF ORDINARY SHARES HAS ONE VOTE PER ORDINARY SHARE HELD. EACH SHARE HAS EQUAL RIGHTS TO DIVIDENDS. EACH SHARE IS ENTITLED TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY FOLLOWING PRIORITY PAYMENTS MADE TO SEED PREFERRED SHARES AND ORDINARY SHARES HELD BY SEEDCAMP.

Class of shares	ORDINARY	<i>Number allotted</i>	4065000
		<i>Aggregate nominal value</i>	40.65
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.00369
		<i>Amount unpaid per share</i>	0

Prescribed particulars

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCE. ON A SHOW OF HANDS, EACH HOLDER OF ORDINARY SHARES HAS ONE VOTE. ON A POLL, EACH HOLDER OF ORDINARY SHARES HAS ONE VOTE PER ORDINARY SHARE HELD. EACH SHARE HAS EQUAL RIGHTS TO DIVIDENDS. EACH SHARE IS ENTITLED TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY FOLLOWING PRIORITY PAYMENTS MADE TO SEED PREFERRED SHARES AND ORDINARY SHARES HELD BY SEEDCAMP.

Class of shares	ORDINARY	<i>Number allotted</i>	10000000
		<i>Aggregate nominal value</i>	100
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.00001
		<i>Amount unpaid per share</i>	0

Prescribed particulars

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCE. ON A SHOW OF HANDS, EACH HOLDER OF ORDINARY SHARES HAS ONE VOTE. ON A POLL, EACH HOLDER OF ORDINARY SHARES HAS ONE VOTE PER ORDINARY SHARE HELD. EACH SHARE HAS EQUAL RIGHTS TO DIVIDENDS. EACH SHARE IS ENTITLED TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY FOLLOWING PRIORITY PAYMENTS MADE TO SEED PREFERRED SHARES AND ORDINARY SHARES HELD BY SEEDCAMP.

Class of shares	ORDINARY	<i>Number allotted</i>	320000
		<i>Aggregate nominal value</i>	3.2
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.05359
		<i>Amount unpaid per share</i>	0

Prescribed particulars

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCE. ON A SHOW OF HANDS, EACH HOLDER OF ORDINARY SHARES HAS ONE VOTE. ON A POLL, EACH HOLDER OF ORDINARY SHARES HAS ONE VOTE PER ORDINARY SHARE HELD. EACH SHARE HAS EQUAL RIGHTS TO DIVIDENDS. EACH SHARE IS ENTITLED TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY FOLLOWING PRIORITY PAYMENTS MADE TO SEED PREFERRED SHARES AND ORDINARY SHARES HELD BY SEEDCAMP.

Class of shares	SEED PREFERRED	<i>Number allotted</i>	5014000
		<i>Aggregate nominal value</i>	50.14
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.17048
		<i>Amount unpaid per share</i>	0

Prescribed particulars

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCE. ON A SHOW OF HANDS, EACH HOLDER OF SEED PREFERRED SHARES HAS ONE VOTE. ON A POLL, EACH HOLDER OF SEED PREFERRED SHARES HAS ONE VOTE PER SEED PREFERRED SHARE HELD. EACH SHARE HAS EQUAL RIGHTS TO DIVIDENDS. EACH SHARE IS ENTITLED TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY AND EACH SHARE SHALL RANK IN PRIORITY ANY OTHER CLASSES OF SHARES.

Class of shares	SERIES A PREFERRED	<i>Number allotted</i>	6785000
		<i>Aggregate nominal value</i>	67.85
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.55731
		<i>Amount unpaid per share</i>	0

Prescribed particulars

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCE. ON A SHOW OF HANDS, EACH HOLDER OF SERIES A PREFERRED SHARES HAS ONE VOTE. ON A POLL, EACH HOLDER OF SERIES A PREFERRED SHARES HAS ONE VOTE PER ORDINARY SHARE HELD.

Class of shares	SERIES B PREFERRED	<i>Number allotted</i>	2825300
		<i>Aggregate nominal value</i>	28.253
<i>Currency</i>	GBP	<i>Amount paid per share</i>	3.27007
		<i>Amount unpaid per share</i>	0

Prescribed particulars

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCE. ON A SHOW OF HANDS, EACH HOLDER OF SERIES B PREFERRED SHARES HAS ONE VOTE. ON A POLL, EACH HOLDER OF SERIES B PREFERRED SHARES HAS ONE VOTE PER ORDINARY SHARE HELD.

Class of shares	SERIES C PREFERRED	<i>Number allotted</i>	2484182
		<i>Aggregate nominal value</i>	24.842
<i>Currency</i>	GBP	<i>Amount paid per share</i>	15.07408
		<i>Amount unpaid per share</i>	0

Prescribed particulars

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCE. ON A SHOW OF HANDS, EACH HOLDER OF SERIES C PREFERRED SHARES HAS ONE VOTE. ON A POLL, EACH HOLDER OF SERIES C PREFERRED SHARES HAS ONE VOTE PER ORDINARY SHARE HELD.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	31558553
		<i>Total aggregate nominal value</i>	315.586

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 31/03/2015 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

Shareholding 1 : **7384000 ORDINARY shares held as at the date of this return**
Name: **KRISTO KÄÄRMANN**

Shareholding 2 : **4065000 ORDINARY shares held as at the date of this return**
Name: **NOTORIUS OÜ**

Shareholding 3 : **2616000 ORDINARY shares held as at the date of this return**
Name: **NOTORIUS OÜ**

Shareholding 4 : **320000 ORDINARY shares held as at the date of this return**
Name: **SEEDCAMP INVESTMENTS II LP**

Shareholding 5 : **30000 ORDINARY shares held as at the date of this return**
Name: **ERVIN STRNISNIK**

Shareholding 6 : **27271 ORDINARY shares held as at the date of this return**
Name: **RAIN JOHANSON**

Shareholding 7 : **7800 ORDINARY shares held as at the date of this return**
Name: **GEORGE PALLIS**

Shareholding 8 : **2673000 SEED PREFERRED shares held as at the date of this return**
Name: **IA VENTURES STRATEGIES FUND II, LP**

Shareholding 9 : **1489000 SERIES A PREFERRED shares held as at the date of this return**
Name: **IA VENTURES STRATEGIES FUND II, LP**

Shareholding 10 : **1037712 SERIES B PREFERRED shares held as at the date of this return**
Name: **IA VENTURES STRATEGIES FUND II, LP**

Shareholding 11 : **8367 SERIES C PREFERRED shares held as at the date of this return**
Name: **IA VENTURES STRATEGIES FUND II, LP**

Shareholding 12 : **641375 SERIES C PREFERRED shares held as at the date of this return**
Name: **ANDREESSEN HOROWITZ FUND IV, L.P.**

Shareholding 13 : **1154473 SERIES C PREFERRED shares held as at the date of this return**
Name: **AH PARALLEL FUND IV, L.P.**

Shareholding 14 : **119000 SEED PREFERRED shares held as at the date of this return**
Name: **SEEDCAMP INVESTMENTS II LP**

Shareholding 15 : **13783 SERIES B PREFERRED shares held as at the date of this return**
Name: **SEEDCAMP INVESTMENTS II LP**

Shareholding 16 : **110000 SERIES A PREFERRED shares held as at the date of this return**
Name: **SEEDCAMP INVESTMENTS II LP**

Shareholding 17 : **58000 SEED PREFERRED shares held as at the date of this return**
Name: **IA VENTURES STRATEGIES II SIDE FUND, LP**

Shareholding 18 : **33000 SERIES A PREFERRED shares held as at the date of this return**
Name: **IA VENTURES STRATEGIES II SIDE FUND, LP**

Shareholding 19 : **22634 SERIES B PREFERRED shares held as at the date of this return**
Name: **IA VENTURES STRATEGIES II SIDE FUND, LP**

Shareholding 20 : **183 SERIES C PREFERRED shares held as at the date of this return**
Name: **IA VENTURES STRATEGIES II SIDE FUND, LP**

Shareholding 21 : **490000 SEED PREFERRED shares held as at the date of this return**
Name: **INDEX VENTURES V (JERSEY), LP**

Shareholding 22 : **147000 SERIES A PREFERRED shares held as at the date of this return**
Name: **INDEX VENTURES V (JERSEY), LP**

Shareholding 23 : 134168 SERIES B PREFERRED shares held as at the date of this return
Name: INDEX VENTURES V (JERSEY), LP

Shareholding 24 : 109312 SERIES C PREFERRED shares held as at the date of this return
Name: INDEX VENTURES V (JERSEY), LP

Shareholding 25 : 4000 SEED PREFERRED shares held as at the date of this return
Name: INDEX VENTURES V PARALLEL ENTREPRENEUR FUND (JERSEY), LP

Shareholding 26 : 1000 SERIES A PREFERRED shares held as at the date of this return
Name: INDEX VENTURES V PARALLEL ENTREPRENEUR FUND (JERSEY), LP

Shareholding 27 : 1070 SERIES B PREFERRED shares held as at the date of this return
Name: INDEX VENTURES V PARALLEL ENTREPRENEUR FUND (JERSEY), LP

Shareholding 28 : 885 SERIES C PREFERRED shares held as at the date of this return
Name: INDEX VENTURES V PARALLEL ENTREPRENEUR FUND (JERSEY), LP

Shareholding 29 : 26000 SEED PREFERRED shares held as at the date of this return
Name: YUCCA (JERSEY) SLP (AS ADMINISTRATOR OF INDEX V SEED CO-INVESTMENT SCHEME)

Shareholding 30 : 8000 SERIES A PREFERRED shares held as at the date of this return
Name: YUCCA (JERSEY) SLP (AS ADMINISTRATOR OF INDEX V SEED CO-INVESTMENT SCHEME)

Shareholding 31 : 7140 SERIES B PREFERRED shares held as at the date of this return
Name: YUCCA (JERSEY) SLP (AS ADMINISTRATOR OF INDEX V SEED CO-INVESTMENT SCHEME)

Shareholding 32 : 7000 SEED PREFERRED shares held as at the date of this return
Name: YUCCA (JERSEY) SLP (AS ADMINISTRATOR OF INDEX CO-INVESTMENT SCHEME)

Shareholding 33 : 2000 SERIES A PREFERRED shares held as at the date of this return
Name: YUCCA (JERSEY) SLP (AS ADMINISTRATOR OF INDEX CO-INVESTMENT SCHEME)

Shareholding 34 : 1848 SERIES B PREFERRED shares held as at the date of this return
Name: YUCCA (JERSEY) SLP (AS ADMINISTRATOR OF INDEX CO-INVESTMENT SCHEME)

Shareholding 35 : 1395 SERIES C PREFERRED shares held as at the date of this return
Name: YUCCA (JERSEY) SLP (AS ADMINISTRATOR OF INDEX CO-INVESTMENT SCHEME)

Shareholding 36 : 527000 SEED PREFERRED shares held as at the date of this return
Name: LGV LP

Shareholding 37 : 158000 SERIES A PREFERRED shares held as at the date of this return
Name: LGV LP

Shareholding 38 : 94000 SEED PREFERRED shares held as at the date of this return
Name: AMERICA GRAU VICENTE

Shareholding 39 : 28000 SERIES A PREFERRED shares held as at the date of this return
Name: AMERICA GRAU VICENTE

Shareholding 40 : 12844 SERIES B PREFERRED shares held as at the date of this return
Name: AMERICA GRAU VICENTE

Shareholding 41 : 9937 SERIES C PREFERRED shares held as at the date of this return
Name: AMERICA GRAU VICENTE

Shareholding 42 : 188000 SEED PREFERRED shares held as at the date of this return
Name: KIMA VENTURES

Shareholding 43 : 56000 SERIES A PREFERRED shares held as at the date of this return
Name: KIMA VENTURES

Shareholding 44 : 25687 SERIES B PREFERRED shares held as at the date of this return
Name: KIMA VENTURES

Shareholding 45 : 94000 SEED PREFERRED shares held as at the date of this return
Name: DENISE APTEKAR

Shareholding 46 : 6927 SERIES C PREFERRED shares held as at the date of this return
Name: DENISE APTEKAR

Shareholding 47 : 188000 SEED PREFERRED shares held as at the date of this return
Name: RHYTHM VENTURES LTD

Shareholding 48 : 13855 SERIES C PREFERRED shares held as at the date of this return
Name: RHYTHM VENTURES LTD

Shareholding 49 : 38000 SEED PREFERRED shares held as at the date of this return
Name: OU SEIKATSU

Shareholding 50 : 11000 SERIES A PREFERRED shares held as at the date of this return
Name: OU SEIKATSU

Shareholding 51 : 5158 SERIES B PREFERRED shares held as at the date of this return
Name: OU SEIKATSU

Shareholding 52 : 3991 SERIES C PREFERRED shares held as at the date of this return
Name: OU SEIKATSU

Shareholding 53 : **75000 SEED PREFERRED shares held as at the date of this return**
Name: PHILANA YU

Shareholding 54 : **282000 SEED PREFERRED shares held as at the date of this return**
Name: MAX LEVCHIN

Shareholding 55 : **85000 SERIES A PREFERRED shares held as at the date of this return**
Name: MAX LEVCHIN

Shareholding 56 : **151000 SEED PREFERRED shares held as at the date of this return**
Name: MECK INVESTMENT, LTD

Shareholding 57 : **56000 SERIES A PREFERRED shares held as at the date of this return**
Name: JSC SMARTEX

Shareholding 58 : **5895 SERIES B PREFERRED shares held as at the date of this return**
Name: JSC SMARTEX

Shareholding 59 : **56000 SERIES A PREFERRED shares held as at the date of this return**
Name: TOBY COPPEL

Shareholding 60 : **24272 SERIES B PREFERRED shares held as at the date of this return**
Name: TOBY COPPEL

Shareholding 61 : **4275 SERIES C PREFERRED shares held as at the date of this return**
Name: TOBY COPPEL

Shareholding 62 : **56000 SERIES A PREFERRED shares held as at the date of this return**
Name: PHILLIP MCGRISKIN

Shareholding 63 : **5895 SERIES B PREFERRED shares held as at the date of this return**
Name: PHILLIP MCGRISKIN

Shareholding 64 : **4561 SERIES C PREFERRED shares held as at the date of this return**
Name: PHILLIP MCGRISKIN

Shareholding 65 : **113000 SERIES A PREFERRED shares held as at the date of this return**
Name: SV ANGEL IV LP

Shareholding 66 : **11896 SERIES B PREFERRED shares held as at the date of this return**
Name: SV ANGEL IV LP

Shareholding 67 : **39000 SERIES A PREFERRED shares held as at the date of this return**
Name: JUMPTEN LLC

Shareholding 68 : **56000 SERIES A PREFERRED shares held as at the date of this return**
Name: **WAVEFOX OÜ**

Shareholding 69 : **5895 SERIES B PREFERRED shares held as at the date of this return**
Name: **WAVEFOX OÜ**

Shareholding 70 : **4561 SERIES C PREFERRED shares held as at the date of this return**
Name: **WAVEFOX OÜ**

Shareholding 71 : **257276 SERIES B PREFERRED shares held as at the date of this return**
Name: **VIECO 3 LIMITED**

Shareholding 72 : **18960 SERIES C PREFERRED shares held as at the date of this return**
Name: **VIECO 3 LIMITED**

Shareholding 73 : **15363 SERIES B PREFERRED shares held as at the date of this return**
Name: **CHRISTIAN WOOLFENDEN**

Shareholding 74 : **6841 SERIES C PREFERRED shares held as at the date of this return**
Name: **CHRISTIAN WOOLFENDEN**

Shareholding 75 : **3206 SERIES C PREFERRED shares held as at the date of this return**
Name: **OU NORDEKIVI**

Shareholding 76 : **41475 SERIES C PREFERRED shares held as at the date of this return**
Name: **TISE-FUND, A SERIES OF AL-SEEDCAMP-FUNDS, LLC**

Shareholding 77 : **3189000 SERIES A PREFERRED shares held as at the date of this return**
Name: **VV GLOBAL LP**

Shareholding 78 : **1064000 SERIES A PREFERRED shares held as at the date of this return**
Name: **VV GLOBAL PRINCIPALS LP**

Shareholding 79 : **144949 SERIES B PREFERRED shares held as at the date of this return**
Name: **VALAR GLOBAL FUND I LP**

Shareholding 80 : **1091815 SERIES B PREFERRED shares held as at the date of this return**
Name: **VALAR GLOBAL PRINCIPALS FUND I LP**

Shareholding 81 : **449603 SERIES C PREFERRED shares held as at the date of this return**
Name: **VALAR CO-INVEST 1 LP**

Shareholding 82 : **28000 SERIES A PREFERRED shares held as at the date of this return**
Name: **WASP ENTERPRISES OÜ**

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.