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In accordance with  
Section 644 & 649 of the  
Companies Act 2006.

**SH19**

## Statement of capital for reduction supported by solvency statement or court order



Companies House

A fee is payable with this form.  
Please see 'How to pay' on the last page.

### ✓ What this form is for

You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order.

### ✗ What this form is not for

You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited.

WEDNESDAY



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06/01/2021

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COMPANIES HOUSE

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## 1 Company details

Company number 0 7 2 0 9 8 1 3

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 Share capital

Complete the table(s) below to show the issued share capital as reduced by the resolution.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

### Currency table A

SEE CONTINUATION PAGE			
<b>Totals</b>			

### Currency table B

<b>Totals</b>			

**Totals (including continuation pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
36,094,349	£360.94349	£0.00

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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**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 2**.

Class of share

Ordinary

Prescribed particulars  
①

See continuation page

**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.

A separate table must be used for each class of share.

Please use a statement of capital continuation page if necessary.

Class of share

Seed Preferred

Prescribed particulars  
①

See continuation page

Class of share

Series A Preferred

Prescribed particulars  
①

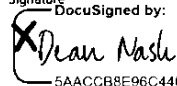
See continuation page

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**Signature**

I am signing this form on behalf of the company.

Signature

Signature  
DocuSigned by:  
  
5AACC8E96C446C

X

This form may be signed by:  
Director ②, Secretary, Person authorised ②, CIC manager.

**① Societas Europaea.**

If this 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.

**① Person authorised**

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

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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

Ben Kingsley

Company name

Slaughter and May

Address

One Bunhill Row

Post town

London

County/Region

Postcode

E C 1 Y 8 Y Y

Country

United Kingdom

DX

11

Telephone

+44 (0)20 7090 3169

**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 have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.

**Important information**

**Please note that all information on this form will appear on the public record.**

**How to pay**

**A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.**

Make cheques or postal orders payable to 'Companies House.'

**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.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

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Complete the table below to show the issued share capital as reduced by the resolution.

**Complete a separate table for each currency.**

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3 Prescribed particulars of rights attached to shares

Class of share	Ordinary
Prescribed particulars	<p>The Ordinary Shares confer on each holder of Ordinary Shares 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 proposed written resolutions of the Company. Any Available Profits distributed by the Company in respect of any Financial Year, with prior Preferred Special Majority Consent, will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares. Subject to Article 5.2, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption, or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so): (a) first in paying to each of the Preferred Shareholders, in priority to any other classes of Shares, an amount per share held equal to the relevant Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the relevant Preference Amount, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the aggregate amounts otherwise due to them under the Articles of Association); (b) second in paying to Seedcamp in priority to the holders of Ordinary Shares, 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, and (c) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. The Ordinary Shares are not redeemable.</p>

- 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.
- A separate table must be used for each class of share.

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### 3 Prescribed particulars of rights attached to shares

Class of share	Seed Preferred	
Prescribed particulars 1	<p>The Seed Preferred Shares confer on each holder of Seed Preferred Shares 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 proposed written resolutions of the Company. Any Available Profits distributed by the Company in respect of any Financial Year, with prior Preferred Special Majority Consent, will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares. Subject to Article 5.2, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption, or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so): (a) first in paying to each of the Preferred Shareholders, in priority to any other classes of Shares, an amount per share held equal to the relevant Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the relevant Preference Amount, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the aggregate amounts otherwise due to them under the Articles of Association); (b) second in paying to Seedcamp in priority to the holders of Ordinary Shares, 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, and (c) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. The Seed Preferred Shares are not redeemable.</p>	<p><b>1 Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

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### 3 Prescribed particulars of rights attached to shares

Class of share	Series A Preferred	
Prescribed particulars 1	<p>The Series A Preferred Shares confer on each holder of Series A Preferred Shares 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 proposed written resolutions of the Company. Any Available Profits distributed by the Company in respect of any Financial Year, with prior Preferred Special Majority Consent, will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares. Subject to Article 5.2, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption, or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so): (a) first in paying to each of the Preferred Shareholders, in priority to any other classes of Shares, an amount per share held equal to the relevant Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the relevant Preference Amount, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the aggregate amounts otherwise due to them under the Articles of Association); (b) second in paying to Seedcamp in priority to the holders of Ordinary Shares, 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, and (c) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. The Series A Preferred Shares are not redeemable.</p>	<p><b>1 Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

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### 3 Prescribed particulars of rights attached to shares

Class of share	Series B Preferred	
Prescribed particulars 1	<p>The Series B Preferred Shares confer on each holder of Series B Preferred Shares 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 proposed written resolutions of the Company. Any Available Profits distributed by the Company in respect of any Financial Year, with prior Preferred Special Majority Consent, will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares. Subject to Article 5.2, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption, or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so): (a) first in paying to each of the Preferred Shareholders, in priority to any other classes of Shares, an amount per share held equal to the relevant Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the relevant Preference Amount, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the aggregate amounts otherwise due to them under the Articles of Association); (b) second in paying to Seedcamp in priority to the holders of Ordinary Shares, 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, and (c) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. The Series B Preferred Shares are not redeemable.</p>	<p><b>1 Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>



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### 3 Prescribed particulars of rights attached to shares

Class of share	Series C Preferred	
Prescribed particulars 1	<p>The Series C Preferred Shares confer on each holder of Series C Preferred Shares 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 proposed written resolutions of the Company. Any Available Profits distributed by the Company in respect of any Financial Year, with prior Preferred Special Majority Consent, will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares. Subject to Article 5.2, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption, or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so): (a) first in paying to each of the Preferred Shareholders, in priority to any other classes of Shares, an amount per share held equal to the relevant Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the relevant Preference Amount, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the aggregate amounts otherwise due to them under the Articles of Association); (b) second in paying to Seedcamp in priority to the holders of Ordinary Shares, 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, and (c) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. The Series C Preferred Shares are not redeemable.</p>	<p><b>1 Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

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### 3 Prescribed particulars of rights attached to shares

Class of share	Series D Preferred	
Prescribed particulars ①	<p>The Series D Preferred Shares confer on each holder of Series D Preferred Shares 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 proposed written resolutions of the Company. Any Available Profits distributed by the Company in respect of any Financial Year, with prior Preferred Special Majority Consent, will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares. Subject to Article 5.2, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption, or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so): (a) first in paying to each of the Preferred Shareholders, in priority to any other classes of Shares, an amount per share held equal to the relevant Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the relevant Preference Amount, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the aggregate amounts otherwise due to them under the Articles of Association); (b) second in paying to Seedcamp in priority to the holders of Ordinary Shares, 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, and (c) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. The Series D Preferred Shares are not redeemable.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>

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### 3 Prescribed particulars of rights attached to shares

Class of share	Series E Preferred	
Prescribed particulars 1	<p>The Series E Preferred Shares confer on each holder of Series E Preferred Shares 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 proposed written resolutions of the Company. Any Available Profits distributed by the Company in respect of any Financial Year, with prior Preferred Special Majority Consent, will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares. Subject to Article 5.2, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption, or purchase of Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so): (a) first in paying to each of the Preferred Shareholders, in priority to any other classes of Shares, an amount per share held equal to the relevant Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the relevant Preference Amount, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the aggregate amounts otherwise due to them under the Articles of Association); (b) second in paying to Seedcamp in priority to the holders of Ordinary Shares, 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, and (c) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. The Series E Preferred Shares are not redeemable.</p>	<p><b>1 Prescribed particulars of rights attached to shares</b>            The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>