In accordance with Section 555 of the Companies Act 2006.

SH01

Return of allotment of shares

BLUEPRINT OneWorld

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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 notice of shares taken by on formation of the com for an allotment of a ne shares by an unlimited c

WEDNESDAY

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20/06/2018
COMPANIES HOUSE
#101

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 Allotment dates ❶

From Date	d 0 6	m 0 3	y 2 0 1 8
To Date	d d	m m	y y y y

❶ 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.)

❷ Currency
If currency details are not completed we will assume currency is in pound sterling.

Currency ❷	Class of shares (E.g. Ordinary/Preference etc.)	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
GBP	Ordinary	13,416	0.00001	0.10	0.00

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

4 Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	34,967,307	£349.67307	£0.00

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

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page
Return of allotment of shares

4 Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, $, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, $, etc) Including both the nominal value and any share premium
GBP	Ordinary	15,431,341	£154.31341	
GBP	Seed Preferred	5,014,000	£50.14	
GBP	Series A Preferred	6,785,000	£67.85	
GBP	Series B Preferred	2,828,975	£28.28975	
GBP	Series C Preferred	2,501,286	£25.01286	
GBP	Series D Preferred	871,648	£8.71648	
GBP	Series E Preferred	1,535,057	£15.35057	
	Totals	34,967,307	£349.67307	£0.00

SH01
Return of allotment of shares

5 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 share capital tables in **Section 4**.

Class of share	Ordinary
Prescribed particulars ❶	See attached schedule
Class of share	Seed Preferred
Prescribed particulars ❶	See attached schedule
Class of share	Series A Preferred
Prescribed particulars ❶	See attached schedule

❶ 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.

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

6 Signature

I am signing this form on behalf of the company.

Signature

Signature
X P. Weaver X

This form may be signed by:
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ 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.

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

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Ordinary
Prescribed particulars	The Ordinary Shares shall 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 which the Company may determine, with Preferred Special Majority Consent, to distribute in respect of any Financial Year 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 this Article); (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.

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page
Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Seed Preferred
Prescribed particulars	The Seed Preferred Shares shall 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 which the Company may determine, with Preferred Special Majority Consent, to distribute in respect of any Financial Year 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 this Article); (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.

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series A Preferred
Prescribed particulars	The Series A Preferred Shares shall 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 which the Company may determine, with Preferred Special Majority Consent, to distribute in respect of any Financial Year 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 this Article); (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.

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page
Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series B Preferred
Prescribed particulars	The Series B Preferred Shares shall 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 which the Company may determine, with Preferred Special Majority Consent, to distribute in respect of any Financial Year 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 this Article); (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.

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series C Preferred
Prescribed particulars	The Series C Preferred Shares shall 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 which the Company may determine, with Preferred Special Majority Consent, to distribute in respect of any Financial Year 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 this Article); (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.

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page
Return of allotment of shares

5 **Statement of capital (prescribed particulars of rights attached to shares)**

Class of share	Series D Preferred
Prescribed particulars	The Series D Preferred Shares shall 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 which the Company may determine, with Preferred Special Majority Consent, to distribute in respect of any Financial Year 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 this Article); (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.

In accordance with Section 555 of the Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series E Preferred
Prescribed particulars	The Series E Preferred Shares shall 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 which the Company may determine, with Preferred Special Majority Consent, to distribute in respect of any Financial Year 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 this Article; (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.

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

Company name

Address

Post town

County/Region

Postcode

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 relevant 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.gov.uk/companieshouse or email 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