

In accordance with  
Section 637 of the  
Companies Act 2006.

SH10

Notice of particulars of variation of rights  
attached to shares



Companies House

☒ **What this form is for**  
You may use this form to give notice  
of particulars of variation of rights  
attached to shares.

☒ **What this form is NOT for**  
You cannot use this form to give  
notice of particulars of variation  
of class rights of members of a  
company without share capital. To  
do this, please use form SH12.

For further information, please  
refer to our guidance at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**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** Date of variation of rights

Date of variation  
of rights 2 2 0 8 2 0 2 1

**3** Details of variation of rights

	Please give details of the variation of rights attached to shares.
Variation	SEE CONTINUATION PAGE

**Continuation pages**  
Please use a continuation page if  
you need to enter more details.

**4** Signature

	I am signing this form on behalf of the company.
Signature	<div><div>Signature</div><div><input checked="" type="checkbox"/> DocuSigned by: KrisTo KÄÄRMÄN 98D57D1FC175412...</div></div> <div><input checked="" type="checkbox"/> This form may be signed by: Director ❶, Secretary, Person authorised ❷, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager.</div>

**❶ 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.  
  
**❷ Person authorised**  
Under either Section 270 or 274 of  
the Companies Act 2006.

SH10

## Notice of particulars of variation of rights attached to 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 Linklaters LLP

Address One Silk Street

Post town London

County/Region

Postcode EC2Y 8HQ

Country United Kingdom

DX 10 Chancery Lane

Telephone 020 7456 2000

**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 entered the date of variation of rights in section 2.
- ☐ You have provided details of the variation of rights in section 3.
- ☐ 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](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

# SH10 – continuation page

## Notice of particulars of variation of rights attached to shares

**3**

### Details of variation of rights

	Please give details of the variation of rights attached to shares.	
Variation	<p>The following classes of shares: Seed Preferred; Series A Preferred; Series B Preferred; Series C Preferred; Series D Preferred; Series E Preferred; and Ordinary, have each been re-designated as A Ordinary shares with the following rights attached to them in replacement of their previous rights.</p> <p>A Ordinary Shares shall confer voting rights on each holder of A Ordinary Shares. On a show of hands, each holder of A Ordinary Shares shall have one vote and on a poll each holder of A Ordinary Shares shall have one vote for every A Ordinary Share they hold.</p> <p>Any Available Profits which the Company may determine, with Special Majority Consent, to distribute in respect of any Financial Year will be distributed among the holders of A Ordinary Shares pro rata to their respective holdings of A Ordinary Shares. Subject to the Companies Act 2006 and the Company's Articles of Association, the Board may, provided Special Majority Consent is given, pay interim dividends in respect of A Ordinary Shares if justified by the Available Profits in respect of the relevant period.</p> <p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of A Ordinary 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 B Ordinary Share holders the nominal value of their B Ordinary Shares (provided that, if there are insufficient surplus assets to pay the amounts per share equal to the nominal value, the remaining surplus assets shall be distributed to the B Ordinary Share holders pro rata to the aggregate amounts otherwise due to them under (a)); (b) second, in paying to each of the A Ordinary Share holders the nominal value of their A Ordinary Shares (provided that if there are insufficient surplus assets to pay the amounts per share equal to the nominal value, the remaining surplus assets shall be distributed to the A Ordinary Share holders pro rata to the aggregate amounts otherwise due to them under (b)); and (c) third, the balance of the surplus assets (if any) shall be distributed among the A Ordinary Share holders pro rata to the number of A Ordinary Shares held. No A Ordinary Shares shall be redeemable.</p>	