



SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



Companies House

✓ What this form is for
You may use this form to give notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares.

✗ What this form is NOT for
You cannot use this form to give notice of a conversion of shares into stock.

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

Company number	0	7	2	0	9	8	1	3
Company name in full	WISE PAYMENTS LIMITED							

→ 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 resolution

Date of resolution	^d 2	^d 9	^m 1	^m 1	^y 2	^y 0	^y 2	^y 1
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3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

5 Redemption

Please show the class number and nominal value of shares that have been redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share
Redeemable Non-Voting Preference	50,001	£1.00

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Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

New share structure			
Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

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

GBP	A Ordinary	994,589,856	£382.53456	
Totals		994,589,856	£382.53456	NIL

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
994,589,856	£382.53456	NIL

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

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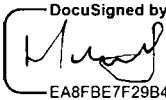
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Statement of capital (prescribed particulars of rights attached to shares)^①

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 7 .	<div>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.</div>
Class of share	A Ordinary	
Prescribed particulars ^①	SEE CONTINUATION PAGE	
Class of share		
Prescribed particulars ^①		
Class of share		
Prescribed particulars ^①		

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Signature

	I am signing this form on behalf of the company.	<div>② 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. ③ Person authorised Under either section 270 or 274 of the Companies Act 2006.</div>
Signature	<div>Signature</div> <div><div>X</div><div><div>DocuSigned by:</div><div></div><div>EA8FBE7F29B447F...</div></div><div>X</div></div>	
	This form may be signed by: Director ^② , Secretary, Person authorised ^③ , Administrator , Administrative Receiver, Receiver, Receiver manager, CIC manager.	

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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

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 resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed 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

In accordance with
Section 619, 621 & 689
of the Companies Act
2006.

SH02 - continuation page
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re-conversion of stock into shares

8 Statement of capital (prescribed particulars of rights attached to shares)①		
Class of share	A Ordinary	<div>① Prescribed particulars of rights attached to shares</div> <div>The particulars are:</div> <div><div>a. particulars of any voting rights, including rights that arise only in certain circumstances;</div><div>b. particulars of any rights, as respects dividends, to participate in a distribution;</div><div>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</div><div>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</div></div> <div>A separate table must be used for each class of share.</div>
Prescribed particulars	<div>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.</div> <div>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.</div> <div>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.</div>	