



Companies House

AR01 (ef)

Annual Return



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Company Name: Flypay Limited

Company Number: 08419148

Date of this return: 26/02/2015

SIC codes: 82990

Company Type: Private company limited by shares

Situation of Registered Office: 4TH FLOOR 7/10 CHANDOS STREET
LONDON
UNITED KINGDOM
W1G 9DQ

Officers of the company

Company Director **1**

Type: **Person**

Full forename(s): **MR KEVIN JOHN**

Surname: **BACON**

Former names:

Service Address: **7-10 CHANDOS STREET
LONDON
UNITED KINGDOM
W1G 9DQ**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **08/12/1959** *Nationality:* **BRITISH**

Occupation: **CHAIRMAN**

Company Director 2

Type: **Person**
Full forename(s): **MR CHRISTOPHER THOMAS**

Surname: **EVANS**

Former names:

Service Address: **7-10 CHANDOS STREET
LONDON
UNITED KINGDOM
W1G 9DQ**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **10/07/1980** *Nationality:* **AUSTRALIA**
Occupation: **DIRECTOR**

Company Director **3**

Type: **Person**

Full forename(s): **MR AVIAD**

Surname: **EYAL**

Former names:

Service Address: **24 HATAMAR ST
RAANANA
ISRAEL
4357124**

Country/State Usually Resident: **ISRAEL**

Date of Birth: **25/07/1970** *Nationality:* **ISRAELI**

Occupation: **VENTURE CAPITALIST**

Company Director 4

Type: **Person**
Full forename(s): **MR PAUL**

Surname: **NORRIS**

Former names:

Service Address: **7-10 CHANDOS STREET
LONDON
UNITED KINGDOM
W1G 9DQ**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **21/10/1963** *Nationality:* **BRITISH**
Occupation: **INVESTOR**

Company Director **5**

Type: **Person**
Full forename(s): **MR ASHLEY**

Surname: **SHEPPARD**

Former names:

Service Address: **7-10 CHANDOS STREET**
 LONDON
 UNITED KINGDOM
 W1G 9DQ

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **02/11/1967** *Nationality:* **BRITISH**
Occupation: **COMMERCIAL DIRECTOR**

Company Director **6**

Type: **Person**

Full forename(s): **MR THOMAS RICHARD**

Surname: **WEAVER**

Former names:

Service Address: **7-10 CHANDOS STREET
LONDON
UNITED KINGDOM
W1G 9DQ**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **13/09/1980**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	63336
		<i>Aggregate nominal value</i>	6333.6
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

VOTING ON A SHOW OF HANDS EACH ORDINARY SHAREHOLDER IS ENTITLED TO ONE VOTE ON A POLL EACH ORDINARY SHAREHOLDER IS ENTITLED TO ONE VOTE PER ORDINARY SHARE THAT THEY OWN DIVIDENDS DIVIDENDS SHALL BE DISTRIBUTED, SUBJECT TO THE CONSENT OF THE MAJORITY OF CERTAIN SHAREHOLDERS, IN PROPORTION TO THE NUMBER OF ORDINARY SHARES EACH SHAREHOLDER IN THE CAPITAL OF THE COMPANY RETURN OF CAPITAL SUBJECT TO THEIR BEING SUFFICIENT FUNDS LEFTOVER FOLLOWING THE REPAYMENT OF ALL OUTSTANDING LIABILITIES, EACH ORDINARY SHAREHOLDER SHALL BE ENTITLED TO RECEIVE AT LEAST THE SUBSCRIPTION PRICE (INCLUDING PREMIUM) PAID PER ORDINARY SHARE BY THE SHAREHOLDER. IN THE EVENT THAT THERE ARE INSUFFICIENT FUNDS AVAILABLE FOR A FULL REPAYMENT OF THE SUBSCRIPTION PRICE (INCLUDING PREMIUM) PAID PER ORDINARY SHARE, THEN THE FUNDS AVAILABLE SHALL BE DISTRIBUTED BETWEEN THE SHAREHOLDERS PRO RATA TO THE AGGREGATE SUBSCRIPTION PRICE (INCLUDING PREMIUM) PAID BY EACH OF THEM REDEMPTION THE ORDINARY SHARES ARE NOT REDEEMABLE

Class of shares	PREFERRED SEED SHARES	<i>Number allotted</i>	24717
		<i>Aggregate nominal value</i>	2471.7
<i>Currency</i>	GBP	<i>Amount paid</i>	40.46
		<i>Amount unpaid</i>	0

Prescribed particulars

VOTING EACH HOLDER OF ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND SPEAK AT ANY GENERAL MEETINGS OF THE COMPANY. A HOLDER OF ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, HAVE ONE VOTE FOR EACH ORDINARY SHARE OF WHICH HE IS THE HOLDER. RETURN OF CAPITAL, DIVIDENDS HOLDERS OF ORDINARY SHARES RECEIVE A RETURN ON CAPITAL AFTER THE HOLDERS OF PREFERRED SEED SHARES HAVE RECEIVED THE ISSUE PRICE OF SUCH PREFERRED SEED SHARES. THE PREFERRED SEED SHARES AND THE ORDINARY SHARES SHALL RANK EQUALLY FOR DIVIDENDS DECLARED BY THE COMPANY AFTER THE DATE OF ADOPTION OF THE ARTICLES. UNLESS THE INVESTOR DIRECTOR AGREES OTHERWISE, ANY CONTINGENT DISTRIBUTIONS SHALL BE EXCLUDED FROM THE VALUE OF THE PROCEEDS DEEMED DISTRIBUTED UNDER ARTICLE 4.1 UNTIL SUCH TIME AS THE CONTINGENT DISTRIBUTIONS ARE ACTUALLY PAID TO THE SHAREHOLDERS OR THE COMPANY. "CONTINGENT DISTRIBUTIONS" ARE ANY DISTRIBUTIONS OR PAYMENTS IN RESPECT OF AN ACQUISITION THAT ARE NOT PAID TO THE SHAREHOLDERS AT THE CLOSING OF SUCH ACQUISITION (INCLUDING WITHOUT LIMITATION ANY DEFERRED PAYMENT, INSTALMENT PAYMENT, MILESTONE PAYMENT, EARN-OUT, DEPOSIT IN ESCROW, HOLDBACK OR SIMILAR ARRANGEMENT). IN THE EVENT OF (I) ANY BONUS ISSUE BY WAY OF CAPITALISATION OF PROFITS OR RESERVES, (II) ISSUE OF SHARES OR CREATION OF A NEW CLASS OF SHARES, (III) ANY CONVERSION, REDEMPTION OR SHARE BUY-BACK, (IV) ANY CONSOLIDATION OR SUB DIVISION OF SHARES OR (V) ANY DEEMED VARIATION IN THE ISSUE PRICE, THE TERMS OF SUCH VARIATION OF SHARE CAPITAL SHALL BE SUBJECT TO ADJUSTMENT ON SUCH BASIS AS MAY BE REASONABLY DETERMINED BY THE COMPANY, TO TAKE ACCOUNT OF THE RIGHTS SET OUT IN ARTICLE 4.1, IF APPROPRIATE. IF THE COMPANY ISSUES FURTHER SHARES WITH RIGHTS ON A RETURN OF CAPITAL ATTACHING TO SUCH FURTHER SHARES WHICH ARE MORE FAVOURABLE TO THE RIGHTS ATTACHING TO THE PREFERRED SEED SHARES ON A RETURN OF CAPITAL UNDER ARTICLE 4.3, THEN THE RIGHTS ATTACHING TO THE PREFERRED SEED SHARES SHALL BE AMENDED TO RESULT IN PARITY AS BETWEEN THE PREFERRED SEED SHARES AND THE FURTHER SHARES ON A RETURN OF CAPITAL. THE PREFERRED SEED SHARES AND THE ORDINARY SHARES SHALL RANK EQUALLY FOR DIVIDENDS DECLARED BY THE COMPANY AFTER THE DATE OF ADOPTION OF THESE ARTICLES. VOTING EACH HOLDER OF THE PREFERRED SEED SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND SPEAK AT ANY GENERAL MEETINGS OF THE COMPANY. A HOLDER OF PREFERRED SEED SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE SHALL AS AT THE DATE OF ADOPTION OF THESE ARTICLES, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, HAVE ONE VOTE FOR EACH PREFERRED SEED SHARE OF WHICH HE IS THE HOLDER PROVIDED THAT IN THE EVENT THAT THE CONVERSION RATE IS ADJUSTED, THE VOTING RIGHT OF EACH PREFERRED SEED SHARE SHALL BE ADJUSTED ACCORDINGLY AND WITH IMMEDIATE EFFECT WITH THE EFFECT THAT EACH PREFERRED SEED SHARE SHALL CARRY SUCH NUMBER OF VOTES AS ARE EQUAL TO THE NUMBER OF ORDINARY SHARES AS WOULD, IF A CONVERSION WAS TO OCCUR AT THAT TIME, BE ISSUED ON A CONVERSION OF THE PREFERRED SEED SHARES INTO ORDINARY SHARES. CONVERSION THE HOLDERS OF THE PREFERRED SEED SHARES SHALL HAVE THE RIGHT TO CONVERT ALL BUT NOT SOME ONLY OF THE PREFERRED SEED SHARES HELD BY THEM AT ANY TIME, INTO ORDINARY SHARES. THE CONVERSION RATE SHALL AT THE DATE OF ADOPTION OF THESE ARTICLES BE ONE ORDINARY SHARE FOR EVERY PREFERRED SEED SHARE (THE "CONVERSION RATE"). IN THE EVENT THAT THERE ARE ANY ADJUSTMENTS MADE TO THE ORDINARY SHARE CAPITAL (FOR EXAMPLE THE CONSOLIDATION OR SUB-DIVISION OF ORDINARY SHARES, RIGHTS ISSUE, PRE-EMPTIVE OFFER OR A BONUS ISSUE), THE

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	88053
		<i>Total aggregate nominal value</i>	8805.3

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 26/02/2015 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

<i>Shareholding 1</i>	: 22918 ORDINARY shares held as at the date of this return
<i>Name:</i>	CHRISTOPHER THOMAS EVANS
<i>Shareholding 2</i>	: 2500 ORDINARY shares held as at the date of this return
<i>Name:</i>	GPC FINANCIAL MANAGEMENT LIMITED
<i>Shareholding 3</i>	: 5000 ORDINARY shares held as at the date of this return
<i>Name:</i>	ADRIAN PETER HUTCHISON
<i>Shareholding 4</i>	: 2500 ORDINARY shares held as at the date of this return
<i>Name:</i>	CHRISTOPHER MAIRS
<i>Shareholding 5</i>	: 2500 ORDINARY shares held as at the date of this return
<i>Name:</i>	PAUL NORRIS
<i>Shareholding 6</i>	: 5000 ORDINARY shares held as at the date of this return
<i>Name:</i>	ASHLEY SHEPPARD
<i>Shareholding 7</i>	: 22918 ORDINARY shares held as at the date of this return
<i>Name:</i>	THOMAS RICHARD WEAVER
<i>Shareholding 8</i>	: 1236 PREFERRED SEED SHARES shares held as at the date of this return
<i>Name:</i>	ECAP 2 LIMITED
<i>Shareholding 9</i>	: 23481 PREFERRED SEED SHARES shares held as at the date of this return
<i>Name:</i>	ZENOO LIMITED

Authorisation

Authenticated

This form was authorised by one of the following:

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