

**Return of Allotment of Shares**Company Name: **WORLDPAY GROUP LIMITED**Company Number: **08762327**Received for filing in Electronic Format on the: **28/04/2020**

X93XVYE2

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
24/04/2020

Class of Shares: ORDINARY**Currency: GBP**

Number allotted

1

Nominal value of each share

0.03

Amount paid:

996175675.22

Amount unpaid:

0

Non-cash consideration

**CONSIDERATION HAS BEEN SATISFIED BY THE TRANSFER TO THE COMPANY OF
ALL RIGHTS UNDER TWO EXISTING INTERCOMPANY LOAN AGREEMENTS WITH AN
AGGREGATE AMOUNT OF OUTSTANDING PRINCIPAL AND INTEREST OF £996,175,675.22.**

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	2085345121
Currency:	GBP	Aggregate nominal value:	62560353.63

Prescribed particulars

VOTING RIGHTS: ORDINARY SHARES RANKING EQUALLY FOR VOTING PURPOSES. ON A SHOW OF HANDS EACH MEMBER SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER SHALL HAVE ONE VOTE PER ORDINARY SHARE HELD. DIVIDEND RIGHTS: EACH ORDINARY SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. DISTRIBUTION RIGHTS ON A WINDING UP OR OTHERWISE: EACH ORDINARY SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON A WINDING UP. THE ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	CVR	Number allotted	1000000
Currency:	GBP	Aggregate nominal value:	1847500.01

Prescribed particulars

VOTING RIGHTS: NON-VOTING UNLESS THE BUSINESS OF THE MEETING INCLUDES THE WINDING UP OF THE COMPANY, IN WHICH CASE THE HOLDERS OF THE CVR SHARES HAVE THE RIGHT TO VOTE ONLY ON THE WINDING UP OF THE COMPANY. DIVIDEND RIGHTS: THE HOLDERS OF THE CVR SHARES HAVE THE RIGHT TO DIVIDENDS OF AN AMOUNT EQUAL TO 90% OF THE NET PROCEEDS RESULTING FROM THE REDEMPTION, SALE, TRANSFER OR OTHER DISPOSAL OF, THE CVR SHARES. DISTRIBUTION RIGHTS ON WINDING UP OR OTHERWISE: PRIORITY OVER HOLDERS OF ORDINARY SHARES. EQUAL TO AMOUNT PAID UP ON THEIR CVR SHARES. REDEEMABLE SHARES: THE CVR SHARES ARE REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	2086345121
		Total aggregate nominal value:	64407853.64
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.