

SH01

Return of allotment of shares

BLUEPRINT

OneWorld

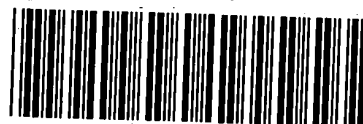


Go online to file this information
www.gov.uk/companieshouse

☒ **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 new
shares by an unlimited c

MONDAY



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04/12/2017

#109

COMPANIES HOUSE

1 Company details

Company number 0 8 8 0 4 4 1 1

Company name in full REVOLUT 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 ¹

From Date

d	3	d	1
m	0	m	5
y	2	y	0
y	1	y	7

To Date

d		d	
m		m	
y		y	
y		y	

1 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.)

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

Currency ²	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	741	0.0000001	0.029	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)

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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	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	ORDINARY	11,381,592	£1.1381592	
GBP	A PREFERRED	6,236,220	£0.6236220	
GBP	B PREFERRED	5,095,865	£0.5095865	
Totals		22,713,677	£2.2713677	£0.00

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation
pages)

Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
22,713,677	£2.2713677	£0.00

① Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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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 ①	SEE CONTINUATION PAGE

Class of share	A PREFERRED
Prescribed particulars ①	SEE CONTINUATION PAGE

Class of share	B PREFERRED
Prescribed particulars ①	SEE CONTINUATION PAGE

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.

Continuation page

Please use a Statement of Capital continuation page if necessary.

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Signature

I am signing this form on behalf of the company.

Signature

Signature



This form may be signed by:

Director ②, Secretary, Person authorised ①, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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.

① Person authorised

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

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	ORDINARY	
Prescribed particulars	<p>FULL VOTING AND DIVIDEND RIGHTS.</p> <p>"PREFERRED SHARES" MEANS THE A PREFERRED SHARES AND THE B PREFERRED SHARES.</p> <p>ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL, OR OTHERWISE THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ("NET PROCEEDS") SHALL BE DISTRIBUTED AS FOLLOWS:</p> <p>(A) FIRST, TO EACH HOLDER OF PREFERRED SHARES, IN PRIORITY TO ALL OTHER SHAREHOLDERS, AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR EACH PREFERRED SHARE HELD (AS IF THE PREFERRED SHARES CONSTITUTED THE SAME CLASS OF SHARES) (OR IN THE EVENT OF THE SUB-DIVISION AND/OR REDESIGNATION OF ANY OF THE PREFERRED SHARES, THE SUBSCRIPTION PRICE ORIGINALLY PAID FOR EACH PREFERRED SHARE FROM WHICH THE SHARES ARISING ON SUCH SUB-DIVISION AND/OR REDESIGNATION DERIVE) PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON THE PREFERRED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS TO PAY SUCH AMOUNTS TO ALL HOLDERS OF PREFERRED SHARES IN FULL, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF PREFERRED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE PREFERRED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY; AND</p> <p>(B) THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED TO EACH OF THE HOLDERS OF THE ORDINARY SHARES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY ORDINARY SHARES ARISING FROM CONVERSION OF PREFERRED SHARES) IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY.</p> <p>NON-REDEEMABLE.</p>	

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Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	A PREFERRED	
Prescribed particulars	<p>FULL VOTING AND DIVIDEND RIGHTS.</p> <p>"PREFERRED SHARES" MEANS THE A PREFERRED SHARES AND THE B PREFERRED SHARES.</p> <p>ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL, OR OTHERWISE THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ("NET PROCEEDS") SHALL BE DISTRIBUTED AS FOLLOWS:</p> <p>(A) FIRST, TO EACH HOLDER OF PREFERRED SHARES, IN PRIORITY TO ALL OTHER SHAREHOLDERS, AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR EACH PREFERRED SHARE HELD (AS IF THE PREFERRED SHARES CONSTITUTED THE SAME CLASS OF SHARES) (OR IN THE EVENT OF THE SUB-DIVISION AND/OR REDESIGNATION OF ANY OF THE PREFERRED SHARES, THE SUBSCRIPTION PRICE ORIGINALLY PAID FOR EACH PREFERRED SHARE FROM WHICH THE SHARES ARISING ON SUCH SUB-DIVISION AND/OR REDESIGNATION DERIVE) PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON THE PREFERRED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS TO PAY SUCH AMOUNTS TO ALL HOLDERS OF PREFERRED SHARES IN FULL, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF PREFERRED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE PREFERRED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY; AND</p> <p>(B) THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED TO EACH OF THE HOLDERS OF THE ORDINARY SHARES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY ORDINARY SHARES ARISING FROM CONVERSION OF PREFERRED SHARES) IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY.</p> <p>NON-REDEEMABLE.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	B PREFERRED	
Prescribed particulars	<p>FULL VOTING AND DIVIDEND RIGHTS.</p> <p>"PREFERRED SHARES" MEANS THE A PREFERRED SHARES AND THE B PREFERRED SHARES.</p> <p>ON A RETURN OF ASSETS ON A LIQUIDATION, REDUCTION OF CAPITAL, OR OTHERWISE THE ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES ("NET PROCEEDS") SHALL BE DISTRIBUTED AS FOLLOWS:</p> <p>(A) FIRST, TO EACH HOLDER OF PREFERRED SHARES, IN PRIORITY TO ALL OTHER SHAREHOLDERS, AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE FOR EACH PREFERRED SHARE HELD (AS IF THE PREFERRED SHARES CONSTITUTED THE SAME CLASS OF SHARES) (OR IN THE EVENT OF THE SUB-DIVISION AND/OR REDESIGNATION OF ANY OF THE PREFERRED SHARES, THE SUBSCRIPTION PRICE ORIGINALLY PAID FOR EACH PREFERRED SHARE FROM WHICH THE SHARES ARISING ON SUCH SUB-DIVISION AND/OR REDESIGNATION DERIVE) PLUS ANY ARREARS OR ACCRUALS OF DIVIDEND (IF ANY) ON THE PREFERRED SHARES (AS THE CASE MAY BE) DUE OR DECLARED BUT UNPAID DOWN TO THE DATE OF THE RETURN OF ASSETS, PROVIDED THAT IF THERE ARE INSUFFICIENT NET PROCEEDS TO PAY SUCH AMOUNTS TO ALL HOLDERS OF PREFERRED SHARES IN FULL, THE AVAILABLE NET PROCEEDS SHALL BE DISTRIBUTED TO THE HOLDERS OF PREFERRED SHARES IN PROPORTION TO THE SUBSCRIPTION PRICE OF THE PREFERRED SHARES HELD BY THEM AND ARREARS OR ACCRUALS OF DIVIDEND DUE TO THEM RESPECTIVELY; AND</p> <p>(B) THEREAFTER THE BALANCE OF THE NET PROCEEDS, IF ANY, SHALL BE DISTRIBUTED TO EACH OF THE HOLDERS OF THE ORDINARY SHARES (INCLUDING, FOR THE AVOIDANCE OF DOUBT, ANY ORDINARY SHARES ARISING FROM CONVERSION OF PREFERRED SHARES) IN PROPORTION TO THE NUMBER OF ORDINARY SHARES HELD BY THEM RESPECTIVELY.</p> <p>NON-REDEEMABLE.</p>	

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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 **JOANNA OLENIUK**

Company name **ORRICK, HERRINGTON &**

SUTCLIFFE

Address **107 CHEAPSIDE**

Post town **LONDON**

Country/Region

Postcode **E C 2 V 6 D N**

Country

DX

Telephone **020 7862 4600**



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