

In accordance with Section 555 of the Companies Act 2006.



SH01

Return of allotment of shares

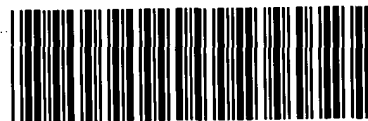


Companies House



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TUESDAY



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20/07/2021

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COMPANIES HOUSE

✓ 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 to
give notice of shares taken into
account for the formation of the company
for an allotment of a new class of
shares by an unlimited company.

1 Company details

Company number S C 5 6 2 5 2 9

Company name in full PAYSEND GROUP LIMITED

→ 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 1 6 0 6 2 0 2 1
To Date

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	SERIES B PREFERRED	2,158,446	£0.0001	\$21.08	0

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 Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	ORDINARY	18,363,513	1836.3513	
GBP	SERIES A PREFERRED	4,855,552	485.5552	
GBP	DEFERRED	64,287	642.87	
Totals		CONTINUATION	CONTINUATION	NIL
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares 28,819,791	Total aggregate nominal value ❶ £3,518.4204	Total aggregate amount unpaid ❶ NIL

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

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5	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	<p>ALL ORDINARY SHARES CARRY THE SAME RIGHTS AND ARE SUBJECT TO THE SAME RESTRICTIONS. THE HOLDER OF AN ORDINARY SHARE IS ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL TO ONE VOTE FOR EVERY SHARE THEY HOLD. ALL ORDINARY SHARES ARE ENTITLED TO PARTICIPATE EQUALLY IN DIVIDENDS AND DISTRIBUTIONS. ORDINARY SHARES ARE NOT SUBJECT TO REDEMPTION.</p>	
Class of share	DEFERRED	
Prescribed particulars ①	<p>THE DEFERRED SHARES CARRY NO VOTING RIGHTS OR RIGHTS TO RECEIVE DIVIDENDS. THERE ARE NO RIGHTS OF REDEMPTION. THE DEFERRED SHARES ARE ENTITLED TO A FIXED PAYMENT ON A RETURN OF CAPITAL BY WAY OF SALE OR WINDING UP.</p>	
Class of share	SERIES A PREFERRED	
Prescribed particulars ①	<p>EACH SERIES A PREFERRED SHARE IS ENTITLED TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT AN ANNUAL RATE OF 10% OF THE ISSUE PRICE PER SERIES A PREFERRED SHARES, WHICH ACCRUES DAILY AND IS PAYABLE IN ACCORDANCE WITH CIRCUMSTANCES SET OUT IN THE ARTICLES OF ASSOCIATION.</p> <p>ALL SERIES A PREFERRED SHARES HAVE FULL VOTING RIGHTS AND RIGHT TO RETURN OF CAPITAL, AND CARRY THE SAME RIGHTS AND ARE SUBJECT TO THE SAME RESTRICTIONS.</p>	
6	Signature	
	I am signing this form on behalf of the company.	
Signature	<p>Signature</p> <p>X <i>Ronald Millar</i> X</p>	
	<p>This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p>	
	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary.</p>	

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Complete the table below to show the issued share capital.
Complete a separate table for each currency.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium	
GBP	GROWTH ORDINARY SHARES	301,439	30.1439		
GBP	SERIES B PREFERRED	5,235,000	523.50		
Totals		5,536,439	553.6439		NIL

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	GROWTH ORDINARY SHARES	
Prescribed particulars	THE GROWTH ORDINARY SHARES CARRY NO VOTING RIGHTS OR RIGHTS TO RECEIVE DIVIDENDS. THE SHARES ARE NOT LIABLE TO BE REDEEMED. THE GROWTH ORDINARY SHARES ARE ENTITLED TO A FIXED PAYMENT ON A RETURN OF CAPITAL PAYABLE IN ACCORDANCE WITH THE CIRCUMSTANCES SET OUT IN THE ARTICLES OF ASSOCIATION. THE SHARES ARE NOT TRANSFERABLE OTHER THAN ON A SHARE SALE, DISTRESSED SHARE SALE OR WITH BOARD CONSENT. UNVESTED GROWTH SHARES ARE LIABLE TO CONVERT INTO DEFERRED SHARES. ON A LISTING THE SHARES ARE LIABLE TO CONVERT INTO ORDINARY SHARES.	

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5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	SERIES B PREFERRED	
Prescribed particulars	ALL SERIES B SHARES HAVE FULL VOTING RIGHTS AND RIGHT TO RETURN OF CAPITAL, AND CARRY THE SAME RIGHTS AND ARE SUBJECT TO THE SAME RESTRICTIONS. ON A RETURN OF ASSETS ON A LIQUIDATION, CAPITAL REDUCTION, A QUALIFYING FINANCING, AND CERTAIN EXIT EVENTS OR OTHERWISE THE SERIES B SHARES SHALL BE PAID AHEAD OF THE OTHER SHAREHOLDERS. IN THE EVENT OF A QUALIFYING ISSUE, THE B SHARES SHALL BE ENTITLED TO A FURTHER ALLOTMENT OF SHARES TO THEM. THE SHARES ARE NOT REDEEMABLE OR LIABLE TO BE REDEEMED.	

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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	BENJAMIN JONES
Company name	ROONEY NIMMO LIMITED
Address	8 WALKER STREET
Post town	EDINBURGH
County/Region	
Postcode	E H 3 7 L A
Country	UK
DX	
Telephone	07936 931 245

**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