

SH01

Return of allotment of shares

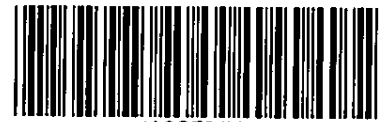


You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation

☐ **What this form is NOT for**
You cannot use this form to give
notice of shares taken by subscription
on formation of the company
for an allotment of a new class of
shares by an unlimited company

TUESDAY



A8CF9JII

A21

27/04/2010

129

COMPANIES HOUSE

1 Company details

Company number 06135586

Company name in full TRANSGLOBAL PAYMENT SOLUTIONS LIMITED

→ Filing 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 01/04/2010
To Date 01/04/2010

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

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

Class of shares (E.g. Ordinary/Preference etc)	Currency ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
ORDINARY		9544	0.01	1.75	
(See Continuation sheet)					

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

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LASERFORM

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for an allotment of a new class o
shares by an unlimited company

1 Company details

Company number 0 6 1 3 5 5 8 6

Company name in full TRANSGLOBAL PAYMENT SOLUTIONS LIMITED

→ **Filing 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 d0 d1 m0 m4 y2 y0 y1 y0
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

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

Class of shares (E g Ordinary/Preference etc)	Currency ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
A1		285738	0 01	0 01	
B1		49714262	0 01	0 01	
B		112224934	0.01	0.01	

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Details of non-cash consideration
If a PLC, please attach valuation report (if appropriate)

Payment on the allotment of B shares was satisfied by way of
capitalisation of £998,666.66 of loan notes (plus accrued interest)
issued by the Company pursuant to a loan note instrument dated 16
September 2008 in respect of £998,666 66 10% fixed rate secured loan
notes 2013

Return of allotment of shares

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

4

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete **Section 4** and then go to **Section 7**.

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	£1.75		9544	£ 95 44
A1	£0 01		285738	£ 2,857 38
B1	£0 01		49714262	£ 497,142 62
B	£0.01		112224934	£ 1,122,249 34
		Totals	162234478	£ 1,622,344.78

5

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

6

Please give the total number of shares and total aggregate nominal value of issued share capital

Total aggregate nominal value ④

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc

1 Including both the nominal value and any share premium

③ E.g. Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation
page if necessary

CHFP025
10/09 Version 2.0

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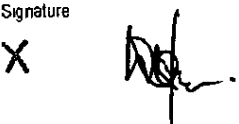
7

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 statement of capital share tables in Section 4 and Section 5	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 and any terms or conditions relating to redemption of these shares
Class of share	ORDINARY	
1 Prescribed particulars	(a) Each ordinary share is entitled to one vote in all circumstances, subject to the enhanced voting rights of the A1 and A shares (as set out below) (b) Each ordinary share is entitled pari passu with the A1 Shares and the A Shares to dividend payments, unless the shareholders' resolution to declare or directors' decision to pay a dividend specifies otherwise (Please see continuation sheet for further details)	
Class of share	A1	A separate table must be used for each class of share Continuation page Please use a Statement of Capital continuation page if necessary
1 Prescribed particulars	(a) Each A1 share is entitled to one vote in all circumstances, subject to the enhanced voting rights of the A shares (as set out below) The A1 shares have enhanced voting rights when certain events of default (as set out in an investment agreement dated 1 April 2010 between the Managers (as defined therein) (1) Gareth David Jones (2) the Company (3) and the Investors (as defined therein) (4)) occur which are not remedied to the satisfaction of the A1 shareholders, i.e. in such circumstances the A1 shares shall represent 95% of the voting rights attaching to all shares at any general meeting of the Company or on any written resolution of the Company (Please see Continuation Sheet for further details)	
Class of share	A	
1 Prescribed particulars	(a) Each A share is entitled to one vote in all circumstances, subject to the enhanced voting rights of the A1 shares (as set out above) The A shares have enhanced voting rights if the principal head office and function of the Company and its group and/or a significant proportion of its business activity ceases to be located within the Merseyside Objective 1 Area and a former coalfield area (as designated by the Department of Communities and Local Government), i.e. in such circumstances the A shares shall represent 95% of the voting rights attaching to all shares at any general meeting of the Company or on any written resolution of the Company (Please see continuation sheet for further details)	

8

Signature

	I am signing this form on behalf of the company	
Signature	Signature 	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
	This form may be signed by Director 2 , Secretary, Person authorised 3 , Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager	3 Person authorised Under either section 270 or 274 of the Companies Act 2006

CHFP025

10/09 Version 2.0

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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

DWF LLP

Address

Post town

County/Region

Postcode

L

2

4

X

E

Country

DX DX 14128 Liverpool

Telephone 0151 907 3000

**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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

**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 appropriate sections of the Statement of Capital
- ☐ You have signed the form

**Further information**

For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

[illegible]

② Total number of issued shares in this class

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY (continued)	
Prescribed particulars	<p>(c) The Ordinary share rights, as respects capital, to participate in a distribution are subject to the following provisions</p> <p>In the event of a liquidation or other return of capital (other than a redemption of shares or the purchase by the Company of its own shares) the surplus assets of the Company available for distribution to members remaining after payment of all other debts and liabilities of the Company (including payment of all outstanding principal and interest in respect of loan stock) and of the costs charges and expenses of such winding up, shall be applied in the following manner and order of priority</p> <ol style="list-style-type: none"> 1 first, in paying to the A1 Shareholders (in proportion to the number of A1 Shares held by them) pari passu as if the same constituted one class of share all unpaid arrears and accruals of any dividend due in respect of such shares, 2 secondly, in paying to the A1 Shareholders and B1 Shareholders (in proportion to the number of A1 Shares and B1 Shares held by them respectively) pari passu as if the same constituted one class of share the issue price of such shares, 3 thirdly, in paying to the A Shareholders (in proportion to the number of A Shares held by them) pari passu as if the same constituted one class of share all unpaid arrears and accruals of any dividend due in respect of such shares, 4 fourthly, in paying to the A Shareholders and B Shareholders (in proportion to the number of A Shares and B Shares held by them respectively) pari passu as if the same constituted one class of share the issue price of such shares, 5 fifthly, in paying to the Ordinary Shareholders (in proportion to the number of Ordinary Shares held by them respectively) all unpaid arrears and accruals of any dividend due in respect of the Ordinary Shares, 6 sixthly, in paying to the Ordinary Shareholders (in proportion to the numbers of Ordinary Shares held by them) the issue price of such shares, 7 lastly, in distributing the balance amongst the holders of the A1 Shares, the A Shares and the Ordinary Shares pari passu as if they were all shares of the same class in proportion to the amounts paid up or credited as paid up in respect of them 	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY (continued)	
Prescribed particulars	<p data-bbox="351 454 523 488">(c) (continued)</p> <p data-bbox="351 521 1109 678">On the occurrence of a sale of 90% of the shares in issue, or a listing or an asset sale of 50 % in the value of the assets of the Company ("Realisation"), then (unless all the members immediately prior to such Realisation have agreed to the contrary) the proceeds shall be distributed amongst such members in the following order of priority</p> <p data-bbox="351 712 1109 902">1 first, in paying to the A1 shareholders and the holders of ordinary shares (arising on a conversion of A1 Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of A1 Shares and Ordinary Shares held by them respectively) pari passu as if the same constituted one class of share all unpaid arrears and accruals of any dividend due in respect of such shares,</p> <p data-bbox="351 936 1109 1149">2 secondly, in paying to the B1 Shareholders (to the extent the B1 Shares shall not previously have been redeemed), the A1 Shareholders and the holders of Ordinary Shares (arising on a conversion of A1 Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of B1 Shares (if any), A1 Shares and Ordinary Shares held by them) pari passu as if the same constituted one class of share the issue price of such shares,</p> <p data-bbox="351 1182 1109 1373">3 thirdly, in paying to the A Shareholders and the holders of Ordinary Shares (arising on a conversion of A Shares to ordinary Shares as a result of such Realisation) (in proportion to the number of A Shares and Ordinary Shares held by them respectively) pari passu as if the same constituted one class of share all unpaid arrears and accruals of any dividend due in respect of such shares,</p> <p data-bbox="351 1406 1109 1619">4 fourthly, in paying to the B Shareholders (to the extent the B Shares shall not previously have been redeemed), the A Shareholders and the holders of Ordinary Shares (arising on a conversion of A Shares to ordinary Shares as a result of such Realisation) (in proportion to the number of B Shares (if any), A Shares and Ordinary Shares held by them) pari passu as if the same constituted one class of share the issue price of such shares,</p> <p data-bbox="351 1653 1109 1865">5 lastly, in distributing the balance ("the Balance") amongst the holders of the A1 Shares, B1 Shares (to the extent the B1 Shares shall not previously have been redeemed), A Shares, B Shares (to the extent the B Shares shall not previously have been redeemed) and the Ordinary Shares (which for the avoidance of doubt shall include Ordinary Shares arising on a conversion of A1 Shares and/or A Shares) as follows</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	ORDINARY (continued)	
Prescribed particulars	<p data-bbox="360 465 520 499">(c) (continued)</p> <p data-bbox="360 528 1070 712">5 1 50% of the Balance to the B1 Shareholders (if any), the A1 Shareholders and the holders of Ordinary Shares (arising on a conversion of A1 Shares to ordinary Shares as a result of such Realisation) (in proportion to the number of B1 Shares, A1 Shares and Ordinary Shares held by them) pari passu as if the same constituted one class of share, and</p> <p data-bbox="360 748 1106 931">5 2 50% of the Balance to the B Shareholders (if any), the A Shareholders and the holders of Ordinary Shares (including those arising on a conversion of A Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of B Shares, A Shares and Ordinary Shares held by them) pari passu as if the same constituted one class of share</p> <p data-bbox="360 969 464 1003">(d) None</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A1	
Prescribed particulars	<p>(b) Each A1 Share is entitled <i>pari passu</i> with the A Shares and the Ordinary Shares to dividend payments, unless the shareholders' resolution to declare or directors' decision to pay a dividend specifies otherwise</p> <p>(c) The A1 share rights, as respects capital, to participate in a distribution are subject to the following provisions</p> <p>In the event of a liquidation or other return of capital (other than a redemption of shares or the purchase by the Company of its own shares) the surplus assets of the Company available for distribution to members remaining after payment of all other debts and liabilities of the Company (including payment of all outstanding principal and interest in respect of loan stock) and of the costs charges and expenses of such winding up, shall be applied in the following manner and order of priority</p> <ol style="list-style-type: none"> 1 first, in paying to the A1 Shareholders (in proportion to the number of A1 Shares held by them) <i>pari passu</i> as if the same constituted one class of share all unpaid arrears and accruals of any dividend due in respect of such shares, 2 secondly, in paying to the A1 Shareholders and B1 Shareholders (in proportion to the number of A1 Shares and B1 Shares held by them respectively) <i>pari passu</i> as if the same constituted one class of share the issue price of such shares, 3 thirdly, in paying to the A Shareholders (in proportion to the number of A Shares held by them) <i>pari passu</i> as if the same constituted one class of share all unpaid arrears and accruals of any dividend due in respect of such shares, 4 fourthly, in paying to the A Shareholders and B Shareholders (in proportion to the number of A Shares and B Shares held by them respectively) <i>pari passu</i> as if the same constituted one class of share the Issue Price of such shares, 5 fifthly, in paying to the Ordinary Shareholders (in proportion to the number of Ordinary Shares held by them respectively) all unpaid arrears and accruals of any dividend due in respect of the Ordinary Shares, 6 sixthly, in paying to the Ordinary Shareholders (in proportion to the numbers of Ordinary Shares held by them) the issue price of such shares, 7 lastly, in distributing the balance amongst the holders of the A1 Shares, the A Shares and the Ordinary Shares <i>pari passu</i> as if they were all shares of the same class in proportion to the amounts paid up or credited as paid up in respect of them 	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A1	
Prescribed particulars	<p>(c) (continued)</p> <p>On the occurrence of a sale of 90% of the shares in issue, or a listing or an asset sale of 50 % in the value of the assets of the Company ("Realisation"), then (unless all the members immediately prior to such Realisation have agreed to the contrary) the proceeds shall be distributed amongst such members in the following order of priority</p> <p>1 first, in paying to the A1 shareholders and the holders of ordinary shares (arising on a conversion of A1 Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of A1 Shares and Ordinary Shares held by them respectively) <i>pari passu</i> as if the same constituted one class of share all unpaid arrears and accruals of any dividend due in respect of such shares,</p> <p>2 secondly, in paying to the B1 Shareholders (to the extent the B1 Shares shall not previously have been redeemed), the A1 Shareholders and the holders of Ordinary Shares (arising on a conversion of A1 Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of B1 Shares (if any), A1 Shares and Ordinary Shares held by them) <i>pari passu</i> as if the same constituted one class of share the issue price of such shares,</p> <p>3 thirdly, in paying to the A Shareholders and the holders of Ordinary Shares (arising on a conversion of A Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of A Shares and Ordinary Shares held by them respectively) <i>pari passu</i> as if the same constituted one class of share all unpaid arrears and accruals of any dividend due in respect of such shares,</p> <p>4 fourthly, in paying to the B Shareholders (to the extent the B Shares shall not previously have been redeemed), the A Shareholders and the holders of Ordinary Shares (arising on a conversion of A Shares to ordinary Shares as a result of such Realisation) (in proportion to the number of B Shares (if any), A Shares and Ordinary Shares held by them) <i>pari passu</i> as if the same constituted one class of share the issue price of such shares,</p> <p>5 lastly, in distributing the balance ("the Balance") amongst the holders of the A1 Shares, B1 Shares (to the extent the B1 Shares shall not previously have been redeemed), A Shares, B Shares (to the extent the B Shares shall not previously have been redeemed) and the Ordinary Shares (which for the avoidance of doubt shall include Ordinary Shares arising on a conversion of A1 Shares and/or A Shares) as follows</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A1	
Prescribed particulars	<p>(c) (continued)</p> <p>5 1 50% of the Balance to the B1 Shareholders (if any), the A1 Shareholders and the holders of Ordinary Shares (arising on a conversion of A1 Shares to ordinary Shares as a result of such Realisation) (in proportion to the number of B1 Shares, A1 Shares and Ordinary Shares held by them) pari passu as if the same constituted one class of share, and</p> <p>5 2 50% of the Balance to the B Shareholders (if any), the A Shareholders and the holders of Ordinary Shares (including those arising on a conversion of A Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of B Shares, A Shares and Ordinary Shares held by them) pari passu as if the same constituted one class of share</p> <p>(d) None</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B1	
Prescribed particulars	<p>(a) The B1 shares shall not carry any rights to attend or to vote at a general meeting</p> <p>(b) The B1 shares shall have no right to participate in the profits of the Company by way of a cash dividend</p> <p>(c) The B1 share rights, as respects capital, to participate in a distribution are subject to the following provisions</p> <p>In the event of a liquidation or other return of capital (other than a redemption of shares or the purchase by the Company of its own shares) the surplus assets of the Company available for distribution to members remaining after payment of all other debts and liabilities of the Company (including payment of all outstanding principal and interest in respect of loan stock) and of the costs charges and expenses of such winding up, shall be applied in the following manner and order of priority</p> <p>1 first, in paying to the A1 Shareholders all unpaid arrears and accruals of any dividend due in respect of such shares,</p> <p>2 secondly, in paying to the A1 Shareholders and B1 Shareholders (in proportion to the number of A1 Shares and B1 Shares held by them respectively) pari passu as if the same constituted one class of share the issue price of such shares,</p> <p>3 thirdly, in paying to the A Shareholders all unpaid arrears and accruals of any dividend due in respect of such shares,</p> <p>4 fourthly, in paying to the A Shareholders and B Shareholders (in proportion to the number of A Shares and B Shares held by them respectively) pari passu as if the same constituted one class of share the issue price of such shares,</p> <p>5 fifthly, in paying to the Ordinary Shareholders all unpaid arrears and accruals of any dividend due in respect of the Ordinary Shares,</p> <p>6 sixthly, in paying to the Ordinary Shareholders (in proportion to the numbers of Ordinary Shares held by them) the issue price of such shares,</p> <p>7 lastly, in distributing the balance amongst the holders of the A1 Shares, the A Shares and the Ordinary Shares pari passu as if they were all shares of the same class</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B1 (continued)	
Prescribed particulars	<p data-bbox="359 459 518 492">(c) (continued)</p> <p data-bbox="359 526 1101 683">On the occurrence of a sale of 90% of the shares in issue, or a listing or an asset sale of 50 % in the value of the assets of the Company ("Realisation"), then (unless all the members immediately prior to such Realisation have agreed to the contrary) the proceeds shall be distributed amongst such members in the following order of priority</p> <p data-bbox="359 716 1101 907">1 first, in paying to the A1 shareholders and the holders of ordinary shares (arising on a conversion of A1 Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of A1 Shares and Ordinary Shares held by them respectively) pari passu as if the same constituted one class of share all unpaid arrears and accruals of any dividend due in respect of such shares,</p> <p data-bbox="359 940 1101 1153">2 secondly, in paying to the B1 Shareholders (to the extent the B1 Shares shall not previously have been redeemed), the A1 Shareholders and the holders of Ordinary Shares (arising on a conversion of A1 Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of B1 Shares (if any), A1 Shares and Ordinary Shares held by them) pari passu as if the same constituted one class of share the issue price of such shares,</p> <p data-bbox="359 1187 1101 1377">3 thirdly, in paying to the A Shareholders and the holders of Ordinary Shares (arising on a conversion of A Shares to ordinary Shares as a result of such Realisation) (in proportion to the number of A Shares and Ordinary Shares held by them respectively) pari passu as if the same constituted one class of share all unpaid arrears and accruals of any dividend due in respect of such shares,</p> <p data-bbox="359 1411 1101 1624">4 fourthly, in paying to the B Shareholders (to the extent the B Shares shall not previously have been redeemed), the A Shareholders and the holders of Ordinary Shares (arising on a conversion of A Shares to ordinary Shares as a result of such Realisation) (in proportion to the number of B Shares (if any), A Shares and Ordinary Shares held by them) pari passu as if the same constituted one class of share the issue price of such shares,</p> <p data-bbox="359 1657 1101 1870">5 lastly, in distributing the balance ("the Balance") amongst the holders of the A1 Shares, B1 Shares (to the extent the B1 Shares shall not previously have been redeemed), A Shares, B Shares (to the extent the B Shares shall not previously have been redeemed) and the Ordinary Shares (which for the avoidance of doubt shall include Ordinary Shares arising on a conversion of A1 Shares and/or A Shares) as follows</p>	

SH01 - continuation page

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7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B1 (continued)	
Prescribed particulars	(c) (continued)	
	<p>5.1 50% of the Balance to the B1 Shareholders (if any), the A1 Shareholders and the holders of Ordinary Shares (arising on a conversion of A1 Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of B1 Shares, A1 Shares and Ordinary Shares held by them) pari passu as if the same constituted one class of share, and</p>	
	<p>5.2 50% of the Balance to the B Shareholders (if any), the A Shareholders and the holders of Ordinary Shares (including those arising on a conversion of A Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of B Shares, A Shares and Ordinary Shares held by them) pari passu as if the same constituted one class of share</p>	
	<p>(d) On a sale of 90% of all the equity shares in issue, or a listing or an asset sale of 50 % in the value of the assets of the Company , the B1 shares then in issue shall be redeemed in full or an amount equal to the issue price together with all unpaid arrears and accruals of any dividend due in respect of shares (subject to in the case of an asset sale, (i) the Board having obtained prior consent from the FSA or other applicable regulatory body that the proposed distribution will not cause the Company to breach its ongoing capital requirements under The Payment Services Regulations 2009 and (ii) the Company, if necessary for its continuing business, being able to continue to meet its ongoing capital requirement under The Payment Services Regulations 2009) There shall be paid on the redemption of each B1 Share an amount equal to the issue price thereof together with all unpaid arrears and accruals of any dividend due in respect of such shares Where the B1 Shares are to be redeemed on a listing each B1 Shareholder may elect by notice in writing to be given to the Company not less than 14 days prior to the expected date of redemption to have all or some of his B1 Shares redeemed at the issue price out of the proceeds of a new issue of ordinary shares to be subscribed for by him</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A	
Prescribed particulars	<p>(b) Each A Share is entitled pari passu with the A1 Shares and the Ordinary Shares to dividend payments, unless the shareholders' resolution to declare or directors' decision to pay a dividend specifies otherwise</p> <p>(c) The A share rights, as respects capital, to participate in a distribution are subject to the following provisions</p> <p>In the event of a liquidation or other return of capital (other than a redemption of shares or the purchase by the Company of its own shares) the surplus assets of the Company available for distribution to members remaining after payment of all other debts and liabilities of the Company (including payment of all outstanding principal and interest in respect of loan stock) and of the costs charges and expenses of such winding up, shall be applied in the following manner and order of priority</p> <ol style="list-style-type: none"> 1 first, in paying to the A1 Shareholders (in proportion to the number of A1 Shares held by them) pari passu as if the same constituted one class of share all unpaid arrears and accruals of any dividend due in respect of such shares, 2 secondly, in paying to the A1 Shareholders and B1 Shareholders (in proportion to the number of A1 Shares and B1 Shares held by them respectively) pari passu as if the same constituted one class of share the issue price of such shares, 3 thirdly, in paying to the A Shareholders (in proportion to the number of A Shares held by them) pari passu as if the same constituted one class of share all unpaid arrears and accruals of any dividend due in respect of such shares, 4 fourthly, in paying to the A Shareholders and B Shareholders (in proportion to the number of A Shares and B Shares held by them respectively) pari passu as if the same constituted one class of share the Issue Price of such shares, 5 fifthly, in paying to the Ordinary Shareholders (in proportion to the number of Ordinary Shares held by them respectively) all unpaid arrears and accruals of any dividend due in respect of the Ordinary Shares, 6 sixthly, in paying to the Ordinary Shareholders (in proportion to the numbers of Ordinary Shares held by them) the issue price of such shares, 7 lastly, in distributing the balance amongst the holders of the A1 Shares, the A Shares and the Ordinary Shares pari passu as if they were all shares of the same class in proportion to the amounts paid up or credited as paid up in respect of them 	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A	
Prescribed particulars	<p>(c) (continued)</p> <p>On the occurrence of a sale of 90% of the shares in issue, or a listing or an asset sale of 50 % in the value of the assets of the Company ("Realisation"), then (unless all the members immediately prior to such Realisation have agreed to the contrary) the proceeds shall be distributed amongst such members in the following order of priority</p> <p>1 first, in paying to the A1 shareholders and the holders of ordinary shares (arising on a conversion of A1 Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of A1 Shares and Ordinary Shares held by them respectively) <i>pari passu</i> as if the same constituted one class of share all unpaid arrears and accruals of any dividend due in respect of such shares,</p> <p>2 secondly, in paying to the B1 Shareholders (to the extent the B1 Shares shall not previously have been redeemed), the A1 Shareholders and the holders of Ordinary Shares (arising on a conversion of A1 Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of B1 Shares (if any), A1 Shares and Ordinary Shares held by them) <i>pari passu</i> as if the same constituted one class of share the issue price of such shares,</p> <p>3 thirdly, in paying to the A Shareholders and the holders of Ordinary Shares (arising on a conversion of A Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of A Shares and Ordinary Shares held by them respectively) <i>pari passu</i> as if the same constituted one class of share all unpaid arrears and accruals of any dividend due in respect of such shares,</p> <p>4 fourthly, in paying to the B Shareholders (to the extent the B Shares shall not previously have been redeemed), the A Shareholders and the holders of Ordinary Shares (arising on a conversion of A Shares to ordinary Shares as a result of such Realisation) (in proportion to the number of B Shares (if any), A Shares and Ordinary Shares held by them) <i>pari passu</i> as if the same constituted one class of share the issue price of such shares,</p> <p>5 lastly, in distributing the balance ("the Balance") amongst the holders of the A1 Shares, B1 Shares (to the extent the B1 Shares shall not previously have been redeemed), A Shares, B Shares (to the extent the B Shares shall not previously have been redeemed) and the Ordinary Shares (which for the avoidance of doubt shall include Ordinary Shares arising on a conversion of A1 Shares and/or A Shares) as follows</p>	

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Return of allotment of shares

7

Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A	
Prescribed particulars	<p>(c) (continued)</p> <p>5 1 50% of the Balance to the B1 Shareholders (if any), the A1 Shareholders and the holders of Ordinary Shares (arising on a conversion of A1 Shares to ordinary Shares as a result of such Realisation) (in proportion to the number of B1 Shares, A1 Shares and Ordinary Shares held by them) pari passu as if the same constituted one class of share, and</p> <p>5 2 50% of the Balance to the B Shareholders (if any), the A Shareholders and the holders of Ordinary Shares (including those arising on a conversion of A Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of B Shares, A Shares and Ordinary Shares held by them) pari passu as if the same constituted one class of share</p> <p>(d) None</p>	

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Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	B
Prescribed particulars	<p>(a) The B shares shall not carry any rights to attend or to vote at a general meeting</p> <p>(b) The B shares shall have no right to participate in the profits of the Company by way of a cash dividend</p> <p>(c) The B share rights, as respects capital, to participate in a distribution are subject to the following provisions</p> <p>In the event of a liquidation or other return of capital (other than a redemption of shares or the purchase by the Company of its own shares) the surplus assets of the Company available for distribution to members remaining after payment of all other debts and liabilities of the Company (including payment of all outstanding principal and interest in respect of loan stock) and of the costs charges and expenses of such winding up, shall be applied in the following manner and order of priority</p> <ol style="list-style-type: none"> 1 first, in paying to the A1 Shareholders all unpaid arrears and accruals of any dividend due in respect of such shares, 2 secondly, in paying to the A1 Shareholders and B1 Shareholders (in proportion to the number of A1 Shares and B1 Shares held by them respectively) pari passu as if the same constituted one class of share the issue price of such shares, 3 thirdly, in paying to the A Shareholders all unpaid arrears and accruals of any dividend due in respect of such shares, 4 fourthly, in paying to the A Shareholders and B Shareholders (in proportion to the number of A Shares and B Shares held by them respectively) pari passu as if the same constituted one class of share the issue price of such shares, 5 fifthly, in paying to the Ordinary Shareholders all unpaid arrears and accruals of any dividend due in respect of the Ordinary Shares, 6 sixthly, in paying to the Ordinary Shareholders (in proportion to the numbers of Ordinary Shares held by them) the issue price of such shares, 7 lastly, in distributing the balance amongst the holders of the A1 Shares, the A Shares and the Ordinary Shares pari passu as if they were all shares of the same class

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B (continued)	
Prescribed particulars	(c) (continued)	
	<p>On the occurrence of a sale of 90% of the shares in issue, or a listing or an asset sale of 50 % in the value of the assets of the Company ("Realisation"), then (unless all the members immediately prior to such Realisation have agreed to the contrary) the proceeds shall be distributed amongst such members in the following order of priority</p> <p>1 first, in paying to the A1 shareholders and the holders of ordinary shares (arising on a conversion of A1 Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of A1 Shares and Ordinary Shares held by them respectively) <i>pari passu</i> as if the same constituted one class of share all unpaid arrears and accruals of any dividend due in respect of such shares,</p> <p>2 secondly, in paying to the B1 Shareholders (to the extent the B1 Shares shall not previously have been redeemed), the A1 Shareholders and the holders of Ordinary Shares (arising on a conversion of A1 Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of B1 Shares (if any), A1 Shares and Ordinary Shares held by them) <i>pari passu</i> as if the same constituted one class of share the issue price of such shares,</p> <p>3 thirdly, in paying to the A Shareholders and the holders of Ordinary Shares (arising on a conversion of A Shares to ordinary Shares as a result of such Realisation) (in proportion to the number of A Shares and Ordinary Shares held by them respectively) <i>pari passu</i> as if the same constituted one class of share all unpaid arrears and accruals of any dividend due in respect of such shares,</p> <p>4 fourthly, in paying to the B Shareholders (to the extent the B Shares shall not previously have been redeemed), the A Shareholders and the holders of Ordinary Shares (arising on a conversion of A Shares to ordinary Shares as a result of such Realisation) (in proportion to the number of B Shares (if any), A Shares and Ordinary Shares held by them) <i>pari passu</i> as if the same constituted one class of share the issue price of such shares,</p> <p>5 lastly, in distributing the balance ("the Balance") amongst the holders of the A1 Shares, B1 Shares (to the extent the B1 Shares shall not previously have been redeemed), A Shares, B Shares (to the extent the B Shares shall not previously have been redeemed) and the Ordinary Shares (which for the avoidance of doubt shall include Ordinary Shares arising on a conversion of A1 Shares and/or A Shares) as follows</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B (continued)	
Prescribed particulars	<p data-bbox="360 465 517 501">(c) (continued)</p> <p data-bbox="360 528 1066 712">5.1 50% of the Balance to the B1 Shareholders (if any), the A1 Shareholders and the holders of Ordinary Shares (arising on a conversion of A1 Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of B1 Shares, A1 Shares and Ordinary Shares held by them) pari passu as if the same constituted one class of share, and</p> <p data-bbox="360 748 1102 931">5.2 50% of the Balance to the B Shareholders (if any), the A Shareholders and the holders of Ordinary Shares (including those arising on a conversion of A Shares to Ordinary Shares as a result of such Realisation) (in proportion to the number of B Shares, A Shares and Ordinary Shares held by them) pari passu as if the same constituted one class of share</p> <p data-bbox="360 967 1102 1590">(d) On a sale of 90% of all the equity shares in issue, or a listing or an asset sale of 50 % in the value of the assets of the Company, the B shares then in issue shall be redeemed in full or an amount equal to the issue price together with all unpaid arrears and accruals of any dividend due in respect of shares (subject to in the case of an asset sale, (i) the Board having obtained prior consent from the FSA or other applicable regulatory body that the proposed distribution will not cause the Company to breach its ongoing capital requirements under The Payment Services Regulations 2009 and (ii) the Company, if necessary for its continuing business, being able to continue to meet its ongoing capital requirement under The Payment Services Regulations 2009) There shall be paid on the redemption of each B Share an amount equal to the issue price thereof together with all unpaid arrears and accruals of any dividend due in respect of such shares. Where the B Shares are to be redeemed on a listing each B Shareholder may elect by notice in writing to be given to the Company not less than 14 days prior to the expected date of redemption to have all or some of his B Shares redeemed at the issue price out of the proceeds of a new issue of ordinary shares to be subscribed for by him</p>	