

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



COMPANIES HOUSE

☒ **What this form is for**
You may use this form to give notice
of consolidation, sub-division,
redemption of shares or
re-conversion of stock into shares

☐ **What this form is NOT**
You cannot use this form
notice of a conversion of
stock

FRIDAY



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20/12/2013

#314

1 Company details

Company number 0 6 3 2 4 6 5 8
Company name in full The Currency Cloud Group Limited

→ **Filing in this form**
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2 Date of resolution

Date of resolution 11/6 11/12 12/12 13/12

3 Consolidation

Please show the amendments to each class of share

Class of shares (E g Ordinary/Preference etc)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
A Ordinary	18,229,010	0 0001	12,832,555	0 0001
B Ordinary	8,268,140	0 0001	7,357,340	0 0001
Unclassified Ordinary Share	0	N/A	1	630 7255

4 Sub-division

Please show the amendments to each class of share

Class of shares (E g Ordinary/Preference etc)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
Unclassified Ordinary Share	1	630 7255	0	N/A
B Preferred Shares	0	N/A	6,307,255	0 0001

5 Redemption

Please show the class number and nominal value of shares that have been redeemed
Only redeemable shares can be redeemed

Class of shares (E g Ordinary/Preference etc)	Number of issued shares	Nominal value of each share

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6**Re-conversion**

Please show the class number and nominal value of shares following re-conversion from stock

New share structure			
Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

Statement of capital

Section 7 (also **Section 8** and **Section 9** if appropriate) should reflect the company's issued capital following the changes made in this form

7**Statement of capital (Share capital in pound sterling (£))**

Please complete the table below to show each share classes held in pound sterling.
If all your issued capital is in sterling, only complete **Section 7** and then go to **Section 10**.

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
Please see continuation page				£
				£
				£
				£
Totals			0	£

8**Statement of capital (Share capital in other currencies)**

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				

- ① Including both the nominal value and any share premium
② Total number of issued shares in this class

- ③ Number of shares issued multiplied by nominal value of each share

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

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9**Statement of capital (Totals)**

	Please give the total number of shares and total aggregate nominal value of issued share capital	1 Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc
Total number of shares	60,202,020	
Total aggregate nominal value 1	£6,020,202	

10**Statement of capital (Prescribed particulars of rights attached to shares) **2****

	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 7 and Section 8 .	2 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 A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary
Class of share	A Ordinary Shares	
Prescribed particulars	Voting rights 1 vote per share Dividends all issued shares rank <i>pari passu</i> Capital/winding up rank behind A Preferred Shares, B Preferred Shares and B Ordinary Shares, which enjoy a respective preferred return of subscription monies Full participation thereafter Redemption not expressly redeemable	
Class of share	B Ordinary Shares	
Prescribed particulars	Voting rights 1 vote per share Dividends all issued shares rank <i>pari passu</i> Capital/winding up rank behind A Preferred Shares and B Preferred Shares, which enjoy a respective preferred return of subscription monies before the B Ordinary Shares enjoy a preferred return of subscription monies not participating beyond preferred return Full participation thereafter Redemption not expressly redeemable	
Class of share	A Preferred Shares	
Prescribed particulars	Voting rights 1 vote per share Dividends all issued shares rank <i>pari passu</i> . Capital/winding up enjoy a preferred return of subscription monies <i>pari passu</i> with the B Preferred Shares, in preference to all other classes of shares No participation thereafter Redemption not expressly redeemable	

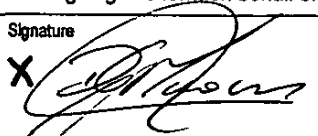
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05/10 Version 4.0

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Class of share	B Preferred Shares	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. A separate table must be used for each class of share Please use a Statement of capital continuation page if necessary
Prescribed particulars	Voting rights 1 vote per share Dividends all issued shares rank <i>pari passu</i> Capital/winding up enjoy a preferred return of subscription monies <i>pari passu</i> with the A Preferred Shares, in preference to all other classes of shares No participation thereafter Redemption not expressly redeemable	
Class of share		
Prescribed particulars		

11**Signature**

Signature	I am signing this form on behalf of the company.	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. 3 Person authorised Under either section 270 or 274 of the Companies Act 2006.
	<div>Signature</div> <div>X  X</div> <div>DAVID G. MASON</div> <div>This form may be signed by Director 2, Secretary, Person authorised 3, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager</div>	

SH02 - continuation page

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Statement of capital

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

Currency	GBP			
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
A Ordinary Shares	0 0001p	0 00	5454545	545 4545
A Ordinary Shares	0 3929p	0 00	7192290	719 229
A Ordinary Shares	5 4900p	0 00	145720	14 572
A Ordinary Shares	15 000p	0 00	40000	4 000
B Ordinary Shares	5 4900p	0 00	3788890	378 889
B Ordinary Shares	15 0000p	0 00	703740	70 374
B Ordinary Shares	17 0000p	0 00	1764710	176 471
B Ordinary Shares	0 0001p	0 00	1100000	110
A Preferred Shares	16 0000p	0 00	7028740	702 874
A Preferred Shares	16 0000p	0 00	15312500	1,531 250
A Preferred Shares	17 6000p	0 00	11363630	1,136 363
B Preferred Shares	26 4000p	0 00	6307255	630 73
Totals			60202020	6,020 202

¹ Including both the nominal value and any
share premium

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

² Total number of issued shares in
this class

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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 **Marco Toracca**

Company name **King & Wood Malletsons LLP**

Address **10 Queen Street Place**

Post town **London**

County/Region **Greater London**

Postcode **E C 4 R 1 B E**

Country **United Kingdom**

DX **255 Chancery Lane**

Telephone



Checklist

We may return 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 entered the date of resolution in Section 2
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6
- ☐ You have completed 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.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