

In accordance with
Section 708 of the
Companies Act 2006.

SH06

Notice of cancellation of shares



Companies House

What this form is for
You may use this form to give notice
of a cancellation of shares by a
limited company on purchase

What this form is NOT for
You cannot use this form to
give notice of a cancellation of
shares held by a public company
under section 663 of the
Companies Act 2006. To
please use form SH07.

WEDNESDAY



AA79SYOX

A17 23/06/2021 #61

COMPANIES HOUSE

1 Company details

Company number | 0 | 7 | 2 | 0 | 9 | 8 | 1 | 3

Company name in full | TRANSFERWISE LTD

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Date of cancellation

Date of cancellation | 2 | 2 | 0 | 8 | y2 | y0 | y2 | y1

3 Shares cancelled

Class of shares (E.g. Ordinary/Preference etc.)	Number of shares cancelled	Nominal value of each share
B Ordinary	398,889,814	£0.00000001

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Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

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	A Ordinary	994,589,856	£382.53456	
GBP	Redeemable Non-Voting Preference	50,001	£50,001.00	
Totals		994,639,857	£50,383.53456	NIL
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		994,639,857	£50,383.53456	NIL

❶ 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.

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 pages

Please use a Statement of Capital continuation page if necessary.

Class of share	A Ordinary
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Prescribed particulars 1	SEE CONTINUATION PAGE
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Class of share	Redeemable Non-Voting Preference
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Prescribed particulars 1	SEE CONTINUATION PAGE
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Class of share	
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Prescribed particulars 1	
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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.

Signature

Signature

X

 DocuSigned by:
Kristo K. Roman
 86D57D1FC175412...

X

This form may be signed by:
 Director **2**, Secretary, Person authorised **3**, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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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 **Linklaters LLP**

Address **One Silk Street**

Post town **London**

County/Region

Postcode **E C 2 Y 8 H Q**

Country **United Kingdom**

DX **10 Chancery Lane**

Telephone **020 7456 2000**

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 completed section 2.
- You have completed 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

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Statement of capital (prescribed particulars of rights attached to shares) ^①

Class of share	A Ordinary	① Prescribed particulars of rights attached to shares The particulars are:
Prescribed particulars	<p>A Ordinary Shares shall confer voting rights on each holder of A Ordinary Shares. On a show of hands, each holder of A Ordinary Shares shall have one vote and on a poll each holder of A Ordinary Shares shall have one vote for every A Ordinary Share they hold. Any Available Profits which the Company may determine, with Special Majority Consent, to distribute in respect of any Financial Year will be distributed among the holders of A Ordinary Shares pro rata to their respective holdings of A Ordinary Shares. Subject to the Companies Act 2006 and the Company's Articles of Association, the Board may, provided Special Majority Consent is given, pay interim dividends in respect of A Ordinary Shares if justified by the Available Profits in respect of the relevant period.</p> <p>On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of A Ordinary Shares) the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so): (a) first, in paying to each of the B Ordinary Share holders the nominal value of their B Ordinary Shares (provided that, if there are insufficient surplus assets to pay the amounts per share equal to the nominal value, the remaining surplus assets shall be distributed to the B Ordinary Share holders pro rata to the aggregate amounts otherwise due to them under (a)); (b) second, in paying to each of the A Ordinary Share holders the nominal value of their A Ordinary Shares (provided that if there are insufficient surplus assets to pay the amounts per share equal to the nominal value, the remaining surplus assets shall be distributed to the A Ordinary Share holders pro rata to the aggregate amounts otherwise due to them under (b)); and (c) third, the balance of the surplus assets (if any) shall be distributed among the A Ordinary Share holders pro rata to the number of A Ordinary Shares held. No A Ordinary Shares shall be redeemable.</p>	
		A separate table must be used for each class of share.

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5 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Redeemable Non-Voting Preference
Prescribed particulars	<p>(a) The redeemable non-voting preference shares shall carry no rights to receive any of the profits of the company available for distribution by way of dividend or otherwise; (b) If there is a return of capital on winding-up or otherwise, the assets of the company available for distribution among the members shall be applied first in repaying in full the holder of the redeemable non-voting preference shares the amount paid up on such shares; (c) Except as provided above the redeemable non-voting preference shares shall not carry any right to participate in profits or assets of the company; (d) Subject to the provisions of the Companies Acts, the company may redeem the redeemable non-voting preference shares at their nominal amount at any time specified by either the directors or the holders of the redeemable non-voting preference shares, provided always that if the company shall at any time be unable in compliance with the provisions of the Companies Acts to redeem the redeemable non-voting preference shares on the date specified by the directors of the company or by the holders of the redeemable non-voting preference shares then the company shall redeem such shares as soon as it is able to comply with such provisions of the Companies Acts; (e) On the redemption of any redeemable non-voting preference shares such redeemable non-voting preference share shall be cancelled; (f) Subject to the provisions of the Companies Acts, any notice of redemption served shall specify the date fixed for redemption and upon such date the holders of the redeemable non-voting preference shares shall be bound to present the certificate in respect thereof in order that the same may be cancelled. Upon such delivery the company shall pay to such holders the amount due to them in respect of such redemption; and (g) The holders of the redeemable non-voting preference shares shall not be entitled to receive notice of or attend and vote at any general meeting of the company unless a resolution is to be proposed: (i) to wind up the company; or (ii) which varies, modifies, alters or abrogates any of the rights attaching to the redeemable non-voting preference shares.</p>

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.