



SH01

Return of allotment of shares



Companies House

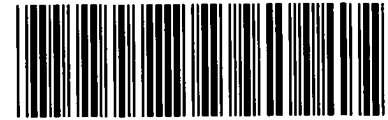


Go online to file this information
www.gov.uk/companieshouse

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

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

THURSDAY



AA7CCLUQ

A17

24/06/2021

#253

COMPANIES HOUSE

1 Company details

Company number

0	7	2	0	9	8	1	3
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Company name in full TRANSFERWISE LTD

→ **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

From Date

d	2	d	2	m	0	m	6	y	2	y	0	y	2	y	1
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

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	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	Redeemable Non-Voting Preference	50,001	£1.00	£1.00	NIL
GBP	Ordinary	1,878,947	£0.00001	£0.00001	NIL

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 <i>Complete a separate table for each currency</i>	Class of shares <i>E.g. Ordinary/Preference etc.</i>	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	SEE CONTINUATION PAGE			
Totals				

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
	38,162,707	£50,382.12706	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	SEE CONTINUATION PAGE
Prescribed particulars ①	SEE CONTINUATION PAGE
Class of share	SEE CONTINUATION PAGE
Prescribed particulars ①	SEE CONTINUATION PAGE
Class of share	SEE CONTINUATION PAGE
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.

6 Signature

I am signing this form on behalf of the company.

Signature	<p>Signature</p> <p style="text-align: center;">X DocuSigned by: Kunjo K. O. Omann 96D57D1FC175412... X</p> <p>This form may be signed by: Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p>
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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.

In accordance with
Section 555 of the
Companies Act 2006.

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

Class of share	Ordinary	
Prescribed particulars	<p>The Ordinary Shares shall confer on each holder of Ordinary Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. Any Available Profits which the Company may determine, with Preferred Special Majority Consent, to distribute in respect of any Financial Year will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares. Subject to Article 5.2, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of 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 Preferred Shareholders, in priority to any other classes of Shares, an amount per share held equal to the relevant Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the relevant Preference Amount, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the aggregate amounts otherwise due to them under the Articles of Association); (b) second in paying to Seedcamp in priority to the holders of Ordinary Shares, an amount equal to the Issue Price of the Ordinary Shares held by Seedcamp, provided that Seedcamp held such shares on the Date of Adoption; and (c) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. The Ordinary Shares are not redeemable.</p>	

In accordance with
Section 555 of the
Companies Act 2006.

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

Class of share	Seed Preferred	
Prescribed particulars	<p>The Seed Preferred Shares shall confer on each holder of Seed Preferred Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. Any Available Profits which the Company may determine, with Preferred Special Majority Consent, to distribute in respect of any Financial Year will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares. Subject to Article 5.2, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of 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 Preferred Shareholders, in priority to any other classes of Shares, an amount per share held equal to the relevant Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the relevant Preference Amount, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the aggregate amounts otherwise due to them under the Articles of Association); (b) second in paying to Seedcamp in priority to the holders of Ordinary Shares, an amount equal to the Issue Price of the Ordinary Shares held by Seedcamp, provided that Seedcamp held such shares on the Date of Adoption; and (c) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. The Seed Preferred Shares are not redeemable.</p>	

In accordance with
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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series A Preferred	
Prescribed particulars	<p>The Series A Preferred Shares shall confer on each holder of Series A Preferred Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. Any Available Profits which the Company may determine, with Preferred Special Majority Consent, to distribute in respect of any Financial Year will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares. Subject to Article 5.2, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of 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 Preferred Shareholders, in priority to any other classes of Shares, an amount per share held equal to the relevant Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the relevant Preference Amount, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the aggregate amounts otherwise due to them under the Articles of Association); (b) second in paying to Seedcamp in priority to the holders of Ordinary Shares, an amount equal to the Issue Price of the Ordinary Shares held by Seedcamp, provided that Seedcamp held such shares on the Date of Adoption; and (c) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. The Series A Preferred Shares are not redeemable.</p>	

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

Class of share	Series B Preferred	
Prescribed particulars	<p>The Series B Preferred Shares shall confer on each holder of Series B Preferred Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. Any Available Profits which the Company may determine, with Preferred Special Majority Consent, to distribute in respect of any Financial Year will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares. Subject to Article 5.2, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of 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 Preferred Shareholders, in priority to any other classes of Shares, an amount per share held equal to the relevant Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the relevant Preference Amount, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the aggregate amounts otherwise due to them under the Articles of Association); (b) second in paying to Seedcamp in priority to the holders of Ordinary Shares, an amount equal to the Issue Price of the Ordinary Shares held by Seedcamp, provided that Seedcamp held such shares on the Date of Adoption; and (c) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. The Series B Preferred Shares are not redeemable.</p>	

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

Class of share	Series C Preferred	
Prescribed particulars	<p>The Series C Preferred Shares shall confer on each holder of Series C Preferred Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. Any Available Profits which the Company may determine, with Preferred Special Majority Consent, to distribute in respect of any Financial Year will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares. Subject to Article 5.2, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of 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 Preferred Shareholders, in priority to any other classes of Shares, an amount per share held equal to the relevant Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the relevant Preference Amount, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the aggregate amounts otherwise due to them under the Articles of Association); (b) second in paying to Seedcamp in priority to the holders of Ordinary Shares, an amount equal to the Issue Price of the Ordinary Shares held by Seedcamp, provided that Seedcamp held such shares on the Date of Adoption; and (c) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. The Series C Preferred Shares are not redeemable.</p>	

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

Class of share	Series D Preferred	
Prescribed particulars	<p>The Series D Preferred Shares shall confer on each holder of Series D Preferred Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. Any Available Profits which the Company may determine, with Preferred Special Majority Consent, to distribute in respect of any Financial Year will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares. Subject to Article 5.2, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of 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 Preferred Shareholders, in priority to any other classes of Shares, an amount per share held equal to the relevant Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the relevant Preference Amount, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the aggregate amounts otherwise due to them under the Articles of Association); (b) second in paying to Seedcamp in priority to the holders of Ordinary Shares, an amount equal to the Issue Price of the Ordinary Shares held by Seedcamp, provided that Seedcamp held such shares on the Date of Adoption; and (c) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. The Series D Preferred Shares are not redeemable.</p>	

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

Class of share	Series E Preferred	
Prescribed particulars	<p>The Series E Preferred Shares shall confer on each holder of Series E Preferred Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company. Any Available Profits which the Company may determine, with Preferred Special Majority Consent, to distribute in respect of any Financial Year will be distributed among the holders of the Shares (pari passu as if the Shares constituted one class of share) pro rata to their respective holdings of Shares. Subject to Article 5.2, on a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of 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 Preferred Shareholders, in priority to any other classes of Shares, an amount per share held equal to the relevant Preference Amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the relevant Preference Amount, the remaining surplus assets shall be distributed to the Preferred Shareholders pro rata to the aggregate amounts otherwise due to them under the Articles of Association; (b) second in paying to Seedcamp in priority to the holders of Ordinary Shares, an amount equal to the Issue Price of the Ordinary Shares held by Seedcamp, provided that Seedcamp held such shares on the Date of Adoption; and (c) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares pro rata to the number of Ordinary Shares held. The Series E Preferred Shares are not redeemable.</p>	

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

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 Act, 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 Act 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 Act; (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 Act, 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>	

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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	PAUL DOE						
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 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