

**Return of Allotment of Shares**Company Name: **TransferWise Ltd**Company Number: **07209813**Received for filing in Electronic Format on the: **12/02/2019**

X7Z4DFWY

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	13/09/2018	09/11/2018

Class of Shares: ORDINARY**Currency: GBP****Number allotted 33197****Nominal value of each share 0.00001****Amount paid: 0.1****Amount unpaid: 0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	15471740
Currency:	GBP	Aggregate nominal value:	154.7174

Prescribed particulars

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 THIS ARTICLE); (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.

Class of Shares:	SEED	Number allotted	5014000
	PREFERRED	Aggregate nominal value:	50.14
Currency:	GBP		

Prescribed particulars

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 THIS ARTICLE); (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.

Class of Shares:	SERIES	Number allotted	6785000
	A	Aggregate nominal value:	67.85
	PREFERRED		

Currency: GBP

Prescribed particulars

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 THIS ARTICLE); (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.

Class of Shares:	SERIES	Number allotted	2828975
	B	Aggregate nominal value:	28.28975
	PREFERRED		

Currency: **GBP**

Prescribed particulars

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 THIS ARTICLE); (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.

Class of Shares:	SERIES	Number allotted	2501286
	C	Aggregate nominal value:	25.01286
	PREFERRED		

Currency: **GBP**

Prescribed particulars

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 THIS ARTICLE); (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.

Class of Shares:	SERIES	Number allotted	871648
	D	Aggregate nominal value:	8.71648
	PREFERRED		

Currency: **GBP**

Prescribed particulars

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 THIS ARTICLE); (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.

Class of Shares:	SERIES	Number allotted	1535057
	E	Aggregate nominal value:	15.35057
	PREFERRED		

Currency: GBP

Prescribed particulars

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 THIS ARTICLE); (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.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	35007706
		Total aggregate nominal value:	350.07706
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.