

**Return of Allotment of Shares**Company Name: **WORLDPAY GROUP LIMITED**Company Number: **08762327**Received for filing in Electronic Format on the: **17/01/2018**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From
	16/01/2018

Class of Shares:	ORDINARY	Number allotted	85345120
Currency:	GBP	Nominal value of each share	0.03
		Amount paid:	4.3273
		Amount unpaid:	0

Non-cash consideration

CONSIDERATION HAS BEEN SATISFIED BY THE TRANSFER TO THE COMPANY OF ALL RIGHTS TO AN EXISTING INTERCOMPANY LOAN NOTE OF A PRINCIPAL AMOUNT OF THE US\$ EQUIVALENT OF £279,262,521 AND THE ASSIGNMENT TO THE COMPANY OF ALL RIGHTS TO THE PRINCIPAL AMOUNT OF THE US\$ EQUIVALENT OF £90,049,469 OUTSTANDING UNDER A CERTAIN FACILITY AGREEMENT.

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	2085345120
Currency:	GBP	Aggregate nominal value:	62560353.6

Prescribed particulars

VOTING RIGHTS: ORDINARY SHARES RANK EQUALLY FOR VOTING PURPOSES. ON A SHOWN OF HANDS EACH MEMBER SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER SHALL HAVE ONE VOTE PER ORDINARY SHARE HELD. DIVIDEND RIGHTS: EACH ORDINARY SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. DISTRIBUTION RIGHTS ON A WINDING UP OR OTHERWISE: EACH ORDINARY SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON A WINDING UP. REDEEMABLE SHARES: THE ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	CVR	Number allotted	1000000
	SHARES	Aggregate nominal value:	1847500.01
Currency:	GBP		

Prescribed particulars

VOTING RIGHTS: NON VOTING UNLESS THE BUSINESS OF THE MEETING INCLUDES THE WINDING UP OF THE COMPANY, IN WHICH CASE THE HOLDERS OF THE CVR SHARES HAVE THE RIGHT TO VOTE ONLY ON THE WINDING U OF THE COMPANY. DIVIDEND RIGHTS: THE HOLDERS OF THE CVR SHARES HAVE THE RIGHT TO DIVIDENDS OF AN AMOUNT EQUAL TO 90% OF THE NET PROCEEDS RESULTING FROM THE REDEMPTION, SALE, TRANSFER OR OTHER DISPOSAL OF, THE VE SHARES. DISTRIBUTION RIGHTS ON WINDING UP OR OTHERWISE: PRIORITY OVER HOLDERS OF ORDINARY SHARES. EQUAL TO AMOUNT PAID UP ON THEIR CVR SHARES. REDEEMABLE SHARES: THE CVR SHARES ARE REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	2086345120
		Total aggregate nominal value:	64407853.61
		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.