

**Return of Allotment of Shares**Company Name: **Zopa Group Limited**Company Number: **10624955**Received for filing in Electronic Format on the: **02/06/2017**

X67RN07Z

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	10/05/2017	10/05/2017

Class of Shares:	SERIES 2A	Number allotted	12256168
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	0.01
		Amount unpaid:	0.0

Non-cash consideration

**SHARES ALLOTTED AND ISSUED PURSUANT TO A MERGER AGREEMENT BETWEEN THE
COMPANY, ZOPA HOLDINGS INC. AND ZOPA MERGER SUB INC.**

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	10479559
Currency:	GBP	Aggregate nominal value:	104795.59

Prescribed particulars

THE ORDINARY SHARES HAVE ATTACHED TO THEM: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A LIQUIDATION EVENT, UPON COMPLETION OF THE DISTRIBUTIONS REQUIRED BY ARTICLES 5.1(A), 5.1(B) AND 5.1(C), THE REMAINING PROCEEDS AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES 2 SHARES, SERIES 1 SHARES AND (SUBJECT TO ARTICLE 4.3 IN RESPECT OF THE ORDINARY A SHARES) ORDINARY SHARES, ON A PARI PASSU BASIS, PRO RATA BASED ON THE NUMBER OF ORDINARY SHARES HELD BY EACH SUCH HOLDER; AND (D) THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ALL CAPITALISED TERMS ARE AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION.

Class of Shares:	ORDINARY	Number allotted	835000
	A	Aggregate nominal value:	8350
Currency:	GBP		

Prescribed particulars

THE ORDINARY A SHARES HAVE ATTACHED TO THEM: (A) FULL VOTING RIGHTS; (B) ON A DIVIDEND OR DISTRIBUTION, THE RIGHT TO RECEIVE AN AMOUNT EQUAL TO 0.0084% OF ANY DIVIDEND OR DISTRIBUTION PAYABLE PER ORDINARY SHARE, SUBJECT TO AN OVERALL CAP EQUAL TO A 5% ANNUAL YIELD (NON-COMPOUNDED) OF THE PAR VALUE OF ALL ISSUED ORDINARY A SHARES; (C) ON A LIQUIDATION EVENT, UPON COMPLETION OF THE DISTRIBUTIONS REQUIRED BY ARTICLES 5.1(A), 5.1(B) AND 5.1(C), THE REMAINING PROCEEDS AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES 2 SHARES, SERIES 1 SHARES AND (SUBJECT TO ARTICLE 4.3 IN RESPECT OF THE ORDINARY A SHARES) ORDINARY SHARES, ON A PARI PASSU BASIS, PRO RATA BASED ON THE NUMBER OF ORDINARY SHARES HELD BY EACH SUCH HOLDER; AND (D) THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ALL CAPITALISED TERMS ARE AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION.

Class of Shares:	SERIES	Number allotted	297491
	1	Aggregate nominal value:	2974.91

Currency: **GBP**

Prescribed particulars

THE SERIES 1 SHARES HAVE ATTACHED TO THEM: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A LIQUIDATION EVENT, THE RIGHT TO RECEIVE, PRIOR AND IN PREFERENCE TO ANY DISTRIBUTION OF THE PROCEEDS TO THE HOLDERS OF THE ORDINARY SHARES, AN AMOUNT PER SHARE EQUAL TO THE SUM OF THE APPLICABLE ORIGINAL ISSUE PRICE FOR THE SERIES 1 SHARES, PLUS DECLARED BUT UNPAID DIVIDENDS ON EACH SERIES 1 SHARE, AND UPON COMPLETION OF THE DISTRIBUTIONS REQUIRED BY ARTICLES 5.1(A), 5.1(B) AND 5.1(C), THE REMAINING PROCEEDS AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES 2 SHARES, SERIES 1 SHARES AND (SUBJECT TO ARTICLE 4.3 IN RESPECT OF THE ORDINARY A SHARES) ORDINARY SHARES, ON A PARI PASSU BASIS, PRO RATA BASED ON THE NUMBER OF ORDINARY SHARES HELD BY EACH SUCH HOLDER; AND (D) THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ALL CAPITALISED TERMS ARE AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION.

Class of Shares:	SERIES	Number allotted	12256168
	2A	Aggregate nominal value:	122561.68

Currency: **GBP**

Prescribed particulars

THE SERIES 2A SHARES HAVE ATTACHED TO THEM: (A) FULL VOTING RIGHTS; (B) FULL DIVIDEND RIGHTS; (C) ON A LIQUIDATION EVENT, THE RIGHT TO RECEIVE, PRIOR AND IN PREFERENCE TO ANY DISTRIBUTION OF THE PROCEEDS TO THE HOLDERS OF THE SERIES 1 SHARES AND ORDINARY SHARES, AN AMOUNT PER SHARE EQUAL TO THE SUM OF THE APPLICABLE ORIGINAL ISSUE PRICE FOR EACH SUBSERIES OF THE SERIES 2 SHARES, PLUS DECLARED BUT UNPAID DIVIDENDS ON EACH SERIES 2 SHARE, AND UPON COMPLETION OF THE DISTRIBUTIONS REQUIRED BY ARTICLES 5.1(A), 5.1(B) AND 5.1(C), THE REMAINING PROCEEDS AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SERIES 2 SHARES, SERIES 1 SHARES AND (SUBJECT TO ARTICLE 4.3 IN RESPECT OF THE ORDINARY A SHARES) ORDINARY SHARES, ON A PARI PASSU BASIS, PRO RATA BASED ON THE NUMBER OF ORDINARY SHARES HELD BY EACH SUCH HOLDER; AND (D) THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ALL CAPITALISED TERMS ARE AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	23868218
		Total aggregate nominal value:	238682.18
		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.