

**Return of Allotment of Shares**Company Name: **Zopa Group Limited**Company Number: **10624955**Received for filing in Electronic Format on the: **29/08/2018**

X7DBY2Q3

**Shares Allotted (including bonus shares)**

| Date or period during which<br>shares are allotted | From              | To                |
|----------------------------------------------------|-------------------|-------------------|
|                                                    | <b>17/07/2018</b> | <b>17/07/2018</b> |

**Class of Shares: ORDINARY****Currency: GBP**Number allotted **951**Nominal value of each share **0.01**Amount paid: **3**Amount unpaid: **0**

No shares allotted other than for cash

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## Statement of Capital (Share Capital)

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|-------------------------|-----------------|--------------------------|------------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>13381287</b>  |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>133812.87</b> |

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.

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| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>835000</b> |
|                         | <b>A</b>        | Aggregate nominal value: | <b>8350</b>   |
| Currency:               | <b>GBP</b>      |                          |               |

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.

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| <b>Class of Shares:</b> | <b>SERIES</b> | Number allotted          | <b>297491</b>  |
|                         | <b>1</b>      | Aggregate nominal value: | <b>2974.91</b> |

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.**

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|-------------------------|---------------|--------------------------|------------------|
| <b>Class of Shares:</b> | <b>SERIES</b> | Number allotted          | <b>12256168</b>  |
|                         | <b>2A</b>     | Aggregate nominal value: | <b>122561.68</b> |

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.**

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|-------------------------|---------------|--------------------------|----------------|
| <b>Class of Shares:</b> | <b>SERIES</b> | Number allotted          | <b>696177</b>  |
|                         | <b>2B</b>     | Aggregate nominal value: | <b>6961.77</b> |
| Currency:               | <b>GBP</b>    |                          |                |

Prescribed particulars

**THE SERIES 2B 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.**

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|-------------------------|---------------|--------------------------|----------------|
| <b>Class of Shares:</b> | <b>SERIES</b> | Number allotted          | <b>486613</b>  |
|                         | <b>2C</b>     | Aggregate nominal value: | <b>4866.13</b> |
| Currency:               | <b>GBP</b>    |                          |                |

Prescribed particulars

**THE SERIES 2C 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.

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| <b>Class of Shares:</b> | <b>SERIES</b> | Number allotted          | <b>4089251</b>  |
|                         | <b>3</b>      | Aggregate nominal value: | <b>40892.51</b> |

Currency: **GBP**

Prescribed particulars

THE SERIES 3 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 THE HOLDERS OF ANY OTHER CLASS OF SHARES, AN AMOUNT PER SHARE EQUAL TO THE GREATER OF (I) THE SERIES 3 ORIGINAL ISSUE PRICE PER SHARE, PLUS ANY DIVIDENDS DECLARED BUT UNPAID THEREON, OR (II) SUCH AMOUNT PER SHARE AS WOULD HAVE BEEN PAYABLE HAD ALL SHARES OF SERIES 3 SHARES BEEN CONVERTED INTO ORDINARY SHARES (BUT NOT ORDINARY A SHARES) PURSUANT TO ARTICLE 7 IMMEDIATELY PRIOR TO SUCH LIQUIDATION, DISSOLUTION OR WINDING UP; AND (D) THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION. ALL CAPITALISED TERMS ARE AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION.

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## Statement of Capital (Totals)

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|-----------|------------|--------------------------------|------------------|
| Currency: | <b>GBP</b> | Total number of shares:        | <b>32041987</b>  |
|           |            | Total aggregate nominal value: | <b>320419.87</b> |
|           |            | Total aggregate amount unpaid: | <b>0</b>         |

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### Authorisation

Authenticated

This form was authorised by one of the following:

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