

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

☒ **What this form is for**
You may use this form to give
notice of consolidation,
sub-division, redemption of
shares or re-conversion of stock
into shares.

☐ **What this form is NOT for**
You cannot use this form to give
notice of a conversion of shares
into stock.

FRIDAY



A16 *A7JBXMNS* 23/11/2018 #144
COMPANIES HOUSE

1 Company details

Company number 1 0 6 2 4 9 5 5

Company name in full Zopa Group Limited

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Date of resolution

Date of resolution 1 9 1 1 2 0 1 8

3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
Series 2C	486,613	£0.01	973,226	£0.005

5 Redemption

Please show the class number and nominal value of shares that have been
redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

6

Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

New share structure

Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

7

Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

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 Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	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				
Totals				

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ②

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

☒ **What this form is for**
You may use this form to give
notice of consolidation,
sub-division, redemption of
shares or re-conversion of stock
into shares.

☐ **What this form is NOT for**
You cannot use this form to give
notice of a conversion of shares
into stock.

A03 *A7KJE9BV*
10/12/2018 #272
COMPANIES HOUSE

A16 *A7JBXMEP*
23/11/2018 #103
COMPANIES HOUSE

1 Company details

Company number 1 0 6 2 4 9 5 5

Company name in full Zopa Group Limited

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Date of resolution

Date of resolution d1 d9 m1 m1 y2 y0 y1 y8

3 Consolidation

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

4 Sub-division

Please show the amendments to each class of share.

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
Series 1	297,491	£0.01	594,982	£0.005
Series 2A	12,256,168	£0.01	24,512,336	£0.005
Series 2B	696,177	£0.01	1,392,354	£0.005

5 Redemption

Please show the class number and nominal value of shares that have been
redeemed. Only redeemable shares can be redeemed.

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

6

Re-conversion

Please show the class number and nominal value of shares following re-conversion from stock.

New share structure

Value of stock	Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

7

Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's issued capital following the changes made in this form.

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 Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	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	Ordinary	17,827,342	£178,273.42	
GBP	Ordinary A	835,000	£8,350.00	
GBP	Series 1	594,982	£2,974.91	
Totals		19,257,324	189,598.33	0.00

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
50,224,491	£364,880.42	0.00

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion
of stock into shares

8

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 7.

Class of share

Ordinary

Prescribed particulars●

See attached schedule

● Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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.

Please use a Statement of capital continuation page if necessary.

Class of share

Ordinary A

Prescribed particulars●

See attached schedule

Class of share

Ordinary B

Prescribed particulars●

See attached schedule

9

Signature

I am signing this form on behalf of the company.

Signature

Signature

X *Oliver Frederick* X

This form may be signed by:

Director ●, Secretary, Person authorised ●, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager.

● 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.

● Person authorised

Under either section 270 or 274 of the Companies Act 2006.

SH02

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



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	Wendy Hurst
Company name	Oakwood Corporate Services Limited
Address	3rd Floor
	1 Ashley Road
Post town	Altrincham
County/Region	Cheshire
Postcode	W A 1 4 2 D T
Country	
DX	
Telephone	0161 942 4702



Checklist

We may return 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 entered the date of resolution in Section 2.
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed 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

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

7

Statement of capital

Complete the table below to show the issued share capital.

Complete a separate table for each currency.

Currency	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium
GBP	Series 2A	24,512,336	£122,561.68	
GBP	Series 2B	1,392,354	£6,961.77	
GBP	Series 2C	973,226	£4,866.13	
GBP	Series 3	4,089,251	£40,892.51	
Totals		30,967,167	£175,282.09	0.00

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

8 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Ordinary	
Prescribed particulars	<p>The Ordinary Shares have attached to them:</p> <p>(a) Voting rights: full voting rights on shareholder resolutions subject to Article 7.6</p> <p>(b) Rights to participate on a distribution of profits: right to participate on a dividend or distribution</p> <p>(c) Rights to participate on a distribution of capital: On a Liquidation Event or Share Sale (and on an Asset Sale to the extent a distribution is declared), upon completion of the distributions required by Articles 5.1(a) to (c) in respect of a Liquidation Event and Articles 6.3 (a) to (c) on a Share Sale or Asset Sale, the remaining Proceeds available for distribution shall be distributed among the holders of the Ordinary Shares (subject to Article 5.2(b) in respect of the Ordinary A Shares) on a pari passu basis, pro rata based on the number of Ordinary Shares.</p> <p>(d) Rights of redemption: Ordinary Shares do not confer any rights of redemption.</p> <p>All capitalised terms are as defined in the company's articles of association.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

8

Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Ordinary A	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>The Ordinary A Shares have attached to them.</p> <p>(a) Voting rights full voting rights on shareholder resolutions subject to Article 7.6</p> <p>(b) Rights to participate on a distribution of profits: right to participate on a dividend or distribution subject to Article 4.3</p> <p>(c) Rights to participate on a distribution of capital: On a Liquidation Event or Share Sale (and on an Asset Sale to the extent a distribution is declared), upon completion of the distributions required by Articles 5.1(a) to (c) in respect of a Liquidation Event and Articles 6.3 (a) to (c) on a Share Sale or Asset Sale, the remaining Proceeds available for distribution shall be distributed among the holders of the Ordinary Shares (subject to Article 5.2(b) in respect of the Ordinary A Shares) on a pari passu basis, pro rata based on the number of Ordinary Shares.</p> <p>(d) Rights of redemption: Ordinary Shares do not confer any rights of redemption.</p> <p>All capitalised terms are as defined in the company's articles of association.</p>	

Statement of capital

Complete a separate table for each currency.

CHFP010 (FF)
06/16 Version 5.0

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

8

Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Ordinary B	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.
Prescribed particulars	<p>The Ordinary B Shares (created following redesignation of certain Series 1 and 2 Preference Shares as set out in form SH08 of even date) have attached to them:</p> <p>(a) Voting rights: full voting rights on shareholder resolutions subject to Article 7.6</p> <p>(b) Rights to participate on a distribution of profits: right to participate on a dividend or distribution</p> <p>(c) Rights to participate on a distribution of capital: On a Liquidation Event or Share Sale (and on an Asset Sale to the extent a distribution is declared), upon completion of the distributions required by Articles 5.1(a) to (c) in respect of a Liquidation Event and Articles 6.3 (a) to (c) on a Share Sale or Asset Sale, the remaining Proceeds available for distribution shall be distributed among the holders of the Ordinary Shares (subject to Article 5.2(b) in respect of the Ordinary A Shares) on a pari passu basis, pro rata based on the number of Ordinary Shares.</p> <p>(d) Rights of redemption: Ordinary Shares do not confer any rights of redemption.</p> <p>All capitalised terms are as defined in the company's articles of association.</p>	

Statement of capital

Complete a separate table for each currency.

CHFP010 (FF)
06/16 Version 5.0

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

8 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Series 1	
Prescribed particulars	<p>The Series 1 Shares have attached to them:</p> <p>(a) Voting rights: no voting rights save in respect of consent rights set out in the Articles and Shareholders' Agreement</p> <p>(b) Rights to participate on a distribution of profits: right to participate on a dividend or distribution save that where any dividend has also been declared on Ordinary B Shares a dividend shall be capped at 0.001% of any dividend or distribution, as applicable, payable per Share calculated in accordance with Article 4.2, 4.11 or 8.3, subject to an aggregate cap of £1 per annum</p> <p>(c) Rights to participate on a distribution of capital: On a Liquidation Event or Share Sale (and on an Asset Sale to the extent a distribution is declared), 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</p> <p>(d) The Series 1 Shares do not confer any rights of redemption.</p> <p>All capitalised terms are as defined in the company's articles of association.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

Statement of capital

Complete a separate table for each currency.

CHFP010 (FF)
06/16 Version 5.0

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

8 Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Series 2A	
Prescribed particulars	<p>The Series 2A Shares have attached to them:</p> <p>(a) Voting rights: no voting rights save in respect of consent rights set out in the Articles and Shareholders' Agreement</p> <p>(b) Rights to participate on a distribution of profits: right to participate on a dividend or distribution save that where any dividend has also been declared on Ordinary B Shares a dividend shall be capped at 0.001% of any dividend or distribution, as applicable, payable per Share calculated in accordance with Article 4.2, 4.11 or 8.3, subject to an aggregate cap of £1 per annum</p> <p>(c) Rights to participate on a distribution of capital: On a Liquidation Event or Share Sale (and on an Asset Sale to the extent a distribution is declared), the right to receive alongside the other subseries of the Series 2 Shares, prior and in preference to any distribution of the Proceeds to the holders of the Series 1 and Ordinary Shares, an amount per share equal to the sum of the applicable Original Issue Price for the Series 2A Shares, plus declared but unpaid dividends on each Series 2A Share</p> <p>(d) The Series 2 Shares do not confer any rights of redemption.</p> <p>All capitalised terms are as defined in the company's articles of association.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

Statement of capital

Complete the table below to show the issued share capital. Complete a separate table for each currency.

CHFP010 (FF)
06/16 Version 5.0

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

8

Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Series 2B	
Prescribed particulars	<p>The Series 2B Shares have attached to them:</p> <p>(a) Voting rights: no voting rights save in respect of consent rights set out in the Articles and Shareholders' Agreement</p> <p>(b) Rights to participate on a distribution of profits: right to participate on a dividend or distribution save that where any dividend has also been declared on Ordinary B Shares a dividend shall be capped at 0.001% of any dividend or distribution, as applicable, payable per Share calculated in accordance with Article 4.2, 4.11 or 8.3, subject to an aggregate cap of £1 per annum</p> <p>(c) Rights to participate on a distribution of capital: On a Liquidation Event or Share Sale (and on an Asset Sale to the extent a distribution is declared), the right to receive alongside the other subseries of the Series 2 Shares, prior and in preference to any distribution of the Proceeds to the holders of the Series 1 and Ordinary Shares, an amount per share equal to the sum of the applicable Original Issue Price for the Series 2B Shares, plus declared but unpaid dividends on each Series 2B Share</p> <p>(d) The Series 2 Shares do not confer any rights of redemption.</p> <p>All capitalised terms are as defined in the company's articles of association.</p>	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>

Statement of capital

[illegible]

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

8

Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Series 2C	<p>① Prescribed particulars of rights attached to shares The particulars are:</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share.</p>
Prescribed particulars	<p>The Series 2C Shares have attached to them:</p> <ul style="list-style-type: none"> (a) Voting rights: no voting rights save in respect of consent rights set out in the Articles and Shareholders' Agreement (b) Rights to participate on a distribution of profits: right to participate on a dividend or distribution save that where any dividend has also been declared on Ordinary B Shares a dividend shall be capped at 0.001% of any dividend or distribution, as applicable, payable per Share calculated in accordance with Article 4.2, 4.11 or 8.3, subject to an aggregate cap of £1 per annum (c) Rights to participate on a distribution of capital: On a Liquidation Event or Share Sale (and on an Asset Sale to the extent a distribution is declared), the right to receive alongside the other subseries of the Series 2 Shares, prior and in preference to any distribution of the Proceeds to the holders of the Series 1 and Ordinary Shares, an amount per share equal to the sum of the applicable Original Issue Price for the Series 2C Shares, plus declared but unpaid dividends on each Series 2C Share (d) The Series 2 Shares do not confer any rights of redemption. <p>All capitalised terms are as defined in the company's articles of association.</p>	

Statement of capital

Complete a separate table for each currency.

CHFP010 (FF)
06/16 Version 5.0

SH02 - continuation page

Notice of consolidation, sub-division, redemption of shares or
re-conversion of stock into shares

8

Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	Series 3	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.
Prescribed particulars	<p>The Series 3 Shares have attached to them:</p> <p>(a) Voting rights: full voting rights on shareholder resolutions subject to Article 7.6</p> <p>(b) Rights to participate on a distribution of profits: right to participate on a dividend or distribution</p> <p>(c) Rights to participate on a distribution of capital: On a Liquidation Event or Share Sale (and on an Asset Sale to the extent a distribution is declared), 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 or Ordinary B Shares)</p> <p>(d) The Series 3 Shares do not confer any rights of redemption</p> <p>(e) The Series 3 Shares carry a right of conversion in accordance with Article 8</p> <p>All capitalised terms are as defined in the company's articles of association.</p>	

Statement of capital

Complete a separate table for each currency.

CHFP010 (FF)
06/16 Version 5.0