Companies House

SH01 (ef)

Return of Allotment of Shares

Company Name: **Zopa Group Limited**
Company Number: **10624955**

Received for filing in Electronic Format on the: **12/03/2019**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	07/12/2018	**11/12/2018**

Class of Shares:	**ORDINARY**	Number allotted	**253834**
Currency:	**GBP**	Nominal value of each share	**0.01**
		Amount paid:	**8.59**
		Amount unpaid:	**0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	**ORDINARY**	Number allotted	**20350649**
Currency:	**GBP**	Aggregate nominal value:	**203506.49**

Prescribed particulars

THE ORDINARY SHARES HAVE ATTACHED TO THEM: (A) VOTING RIGHTS - FULL VOTING RIGHTS ON SHAREHOLDER RESOLUTIONS SUBJECT TO ARTICLE 7.6; (B) RIGHTS TO PARTICIPATE ON A DISTRIBUTION OF PROFITS - RIGHT TO PARTICIPATE ON A DIVIDEND OR DISTRIBUTION; (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; (D) RIGHTS OF REDEMPTION: ORDINARY SHARES 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

ORDINARY A SHARES HAVE ATTACHED TO THEM: (A) VOTING RIGHTS - FULL VOTING RIGHTS ON SHAREHOLDER RESOLUTIONS SUBJECT TO ARTICLE 7.6; (B) RIGHTS TO PARTICIPATE ON A DISTRIBUTION OF PROFITS - RIGHT TO PARTICIPATE ON A DIVIDEND OR DISTRIBUTION SUBJECT TO ARTICLE 4.3; (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; (D) RIGHTS OF REDEMPTION - ORDINARY SHARES 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	**13736449**
	B	Aggregate nominal value:	**68682.245**
Currency:	**GBP**		

Prescribed particulars

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: (A) VOTING RIGHTS - FULL VOTING RIGHTS ON SHAREHOLDER RESOLUTIONS SUBJECT TO ARTICLE 7.6; (B) RIGHTS TO PARTICIPATE ON A DISTRIBUTION OF PROFITS - RIGHT TO PARTICIPATE ON A DIVIDEND OR DISTRIBUTION; (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; (D) RIGHTS OF REDEMPTION: ORDINARY SHARES 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:	**1487.455**
Currency:	**GBP**		

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM: (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 CAPED 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, 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; (D) THE SERIES 1 SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ALL CAPITALISED TERMS ARE AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION.

Class of Shares:	**SERIES 2A**	Number allotted	**12256168**
		Aggregate nominal value:	**61280.84**
Currency:	**GBP**		

Prescribed particulars

THE SERIES 2A SHARES HAVE ATTACHED TO THEM: (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 PROFIT - 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 2A SHARES, PLUS DECLARED BUT UNPAID DIVIDENDS ON EACH SERIES 2A SHARE; (D) THE SERIES 2 SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ALL CAPITALISED TERMS ARE AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION.

Class of Shares:	**SERIES 2B**	Number allotted	**696177**
		Aggregate nominal value:	**3480.885**
Currency:	**GBP**		

Prescribed particulars

THE SERIES 2B SHARES HAVE ATTACHED TO THEM: (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 2B SHARES, PLUS DECLARED BUT UNPAID DIVIDENDS ON EACH SERIES 2B SHARE; (D) THE SERIES 2 SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION. ALL CAPITALISED TERMS ARE AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION.

Class of Shares:	**SERIES 2C**	Number allotted	**486613**
		Aggregate nominal value:	**2433.065**
Currency:	**GBP**		

Prescribed particulars

THE SERIES 2C SHARES HAVE ATTACHED TO THEM: (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. ALL CAPITALISED TERMS ARE AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION.

Class of Shares:	**SERIES 3**	Number allotted	**4089251**
		Aggregate nominal value:	**40892.51**
Currency:	**GBP**		

Prescribed particulars

THE SERIES 3 SHARES HAVE ATTACHED TO THEM: (A) VOTING RIGHTS - FULL VOTING RIGHTS ON SHAREHOLDER RESOLUTIONS SUBJECT TO ARTICLE 7.6; (B) RIGHTS TO PARTICIPATE ON A DISTRIBUTION OF PROFITS - RIGHT TO PARTICIPATE ON A DIVIDEND OR DISTRIBUTION; (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); (D) THE SERIES 3 SHARES DO NOT CONFER ANY RIGHTS OF REDEMPTION; (E) THE SERIES 3 SHARES CARRY A RIGHT OF CONVERSION IN ACCORDANCE WITH ARTICLE 8. ALL CAPITALISED TERMS ARE AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION.

Statement of Capital (Totals)

Currency:	**GBP**	Total number of shares:	**52747798**
		Total aggregate nominal value:	**390113.49**
		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.

Companies House

COMPANY NAME: ZOPA GROUP LIMITED

COMPANY NUMBER: 10624955

A second filed SH01 was registered on 30/12/2019.