

# SH01

## Return of allotment of shares



Go online to file this information  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

☒ **What this form is for**  
You may use this form to give  
notice of shares allotted following  
incorporation.

☐ **What this form is NOT for**  
You cannot use this form to  
give notice of shares taken by sub  
on formation of the company  
for an allotment of a new class  
shares by an unlimited company

TUESDAY



\*A821W214\*  
A14 26/03/2019 #114  
COMPANIES HOUSE  
\*A81CFRYO\*  
A10 16/03/2019 #147  
COMPANIES HOUSE  
\*A80ULE3L\*  
A20 09/03/2019 #93  
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 Allotment dates

From Date d 1 d 8 m 0 m 7 y 2 y 0 y 1 y 8  
To Date d d m m y y y y

● **Allotment date**  
If all shares were allotted on the  
same day enter that date in the  
'from date' box. If shares were  
allotted over a period of time,  
complete both 'from date' and 'to  
date' boxes.

### 3 Shares allotted

Please give details of the shares allotted, including bonus shares.  
(Please use a continuation page if necessary.)

● **Currency**  
If currency details are not  
completed we will assume currency  
is in pound sterling.

Currency	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	Ordinary	125,000	£0.01	£0.01	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please  
state the consideration for which the shares were allotted.

**Continuation page**  
Please use a continuation page if  
necessary.

Details of non-cash  
consideration.

If a PLC, please attach  
valuation report (if  
appropriate)

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## Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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
<b>Currency table A</b>				
GBP	See attached schedule			
<b>Totals</b>				
<b>Currency table B</b>				
<b>Totals</b>				
<b>Currency table C</b>				
<b>Totals</b>				
<b>Totals (including continuation pages)</b>		<b>Total number of shares</b>	<b>Total aggregate nominal value ❶</b>	<b>Total aggregate amount unpaid ❶</b>
		32,166,987	£321,669.87	£0.00

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

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Return of allotment of shares

## 5 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 4.

Class of share	Ordinary
Prescribed particulars ①	See attached schedule

Class of share	Ordinary A
Prescribed particulars ①	See attached schedule

Class of share	Series 1
Prescribed particulars ①	See attached schedule

### 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.

**Continuation page**  
Please use a Statement of Capital continuation page if necessary.

## 6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

### ② 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.

### ② Person authorised

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

## 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	Ordinary	13,506,287	£135,062.87		
GBP	Ordinary A	835,000	£8,350.00		
GBP	Series 1	297,491	£2,974.91		
GBP	Series 2A	12,256,168	£122,561.68		
GBP	Series 2B	696,177	£6,961.77		
GBP	Series 2C	486,613	£4,866.13		
GBP	Series 3	4,089,251	£40,892.51		
Totals		32,166,987	£321,669.87		£0.00

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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Ordinary	
Prescribed particulars	<p>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.</p>	

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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Ordinary A	
Prescribed particulars	<p>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.</p>	

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## Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)		
Class of share	Series 1	
Prescribed particulars	<p>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.</p>	

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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series 2A	
Prescribed particulars	<p>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.</p>	



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## Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Series 2B	
Prescribed particulars	<p>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.</p>	

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## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Series 2C	
Prescribed particulars	<p>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.</p>	

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Return of allotment of shares

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

Class of share	Series 3	
Prescribed particulars	<p>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.</p>	

**SH01****Return of allotment of 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 4738**

**Checklist**

**We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)**

## 4

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

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