

## RECORD OF WRITTEN SHAREHOLDER RESOLUTION

Company number: 10624955

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN SPECIAL RESOLUTION  
OF  
ZOPA GROUP LIMITED

### UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By written resolution dated 24 April 2020, members representing not less than 75% of the total voting rights of members who were entitled to vote on the resolution on its circulation date agreed to the following resolution being passed as a special resolution:

#### Special resolution

##### Adoption of new Articles

THAT the articles of association set out in the document sent or submitted to every eligible member with this resolution (the **New Articles**) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company with effect from the later to occur of: (i) the date and time immediately prior to IAG Silverstripe LLC or its nominee or custodian (**Silverstripe**) completing its investment for a majority shareholding in the Company on the terms set out in the Subscription Agreement, as amended from time to time (the **Subscription Agreement**) between the Company and IAG Silverstripe LLC dated 2 December 2019 (**Completion**); and (ii) Bessemer Venture Partners VI, L.P., Bessemer Venture Partners VI Institutional L.P., Bessemer Venture Partners Co-Investment, L.P. and Deer Management Co. LLC and any of their respective affiliates ("**Bessemer**"), each having ceased to hold any shares in the Company and provided that:

- (a) the corporate reorganisation as set out in the Subscription Agreement (and as defined as the "Reorganisation" within said Subscription Agreement) is not implemented or effective in part or in full or any form until after the date that Bessemer has ceased to hold any shares in the Company; and
- (b) the investment by Silverstripe pursuant to the Subscription Agreement does not constitute a Share Sale for the purposes of Article 24 of the Company's existing articles of association.

DocuSigned by:

*Jaidex Janardana*.....  
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Director

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