

RECORD OF WRITTEN SHAREHOLDER RESOLUTION

Company number: 10624955

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN ORDINARY 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 a simple majority of members who were entitled to vote on the resolution on its circulation date agreed to the following resolution being passed as an ordinary resolution:

Ordinary resolution

Authority to allot

THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006) with effect from adoption of new Articles of the Company pursuant to the Special Resolution circulated on the same date as this Ordinary Resolution (the **New Articles**) and subject to sections 11.2, 11.3, 12 and 14 of the New Articles, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £6,141,866 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling on the fifth anniversary of the date on which this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

With effect from the Adoption of the New Articles, this authority revokes and replaces all unexercised authorities previously granted to the Directors, including the authority at article 11.1 of the Company's existing articles of association and article 11.1 of the New Articles, but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

DocuSigned by:

Jaiden Sanardana

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Director

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20/05/2020

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