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ZYNGA U.K. LIMITED
Director's Report and Financial Statements
for the year ended 31 December 2012

Zynga U.K. Limited
100 New Bridge Street
City of London
Greater London EC4V 6JA
Registered number 06919947 (England and Wales)

THURSDAY



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ZYNGA U.K. LIMITED

Financial statements as at 31 December 2012
COMPANY INFORMATION

Director	Devang Shah
Secretary	Baker & McKenzie LLP
Company number	06919947
Registered office	100 New Bridge Street City of London Greater London EC4V 6JA
Auditors	Ernst & Young Chartered Accountants Ernst & Young Building Harcourt Centre Harcourt Street Dublin, Ireland

ZYNGA U.K. LIMITED

Financial statements as at 31 December 2012
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ZYNGA U.K. LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

The director presents his report and financial statements of Zynga U K Limited (the "Company") for the year ended 31 December 2012

Principal activities

The Company's principal activity is to provide sales and marketing services to Zynga Game Ireland Limited and research and development services to Zynga Inc

Results and dividends

The Company's loss for the financial year is £381,946 (2011 £767,273) and an amount of £381,946 has been debited to reserves. No dividends were paid by the Company during the year ended 31 December 2012

Directors

The directors who served during the year and who were newly appointed were as follows

Eugene Lao	(Appointed 24 October 2011 and resigned 12 July 2013)
Devang Shah	(Appointed 12 July 2013)

There are no interests in shares or options which require disclosure

Statement of directors' responsibilities in respect of the financial statements

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law, the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year. In preparing these financial statements, the directors are required to

- Select suitable accounting policies and then apply them consistently,
- Make judgements and accounting estimates that are reasonable and prudent,
- State whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The directors are responsible for keeping proper accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

ZYNGA U.K. LIMITED

**DIRECTOR'S REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2012**

Statement of disclosure to auditors

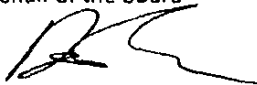
So far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware. Additionally, the director has taken all the necessary steps that he ought to have taken as director in order to make himself aware of all relevant audit information and to establish that the Company's auditors are aware of that information.

Going Concern

The Company's financial statements have been prepared on the going concern basis because the Company's ultimate parent, Zynga Inc., has indicated that if necessary, it will provide financial support to enable the Company to meet its liabilities as and when they fall due to enable it to continue in operational existence for the foreseeable future. Management has no current plans or intentions to re-purpose, dissolve, or otherwise wrap-up the operations of the Company.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the board



Devang Shah
Director

Date 18 November 2013



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ZYNGA U.K LIMITED

We have audited the financial statements of Zynga U K Limited for the year ended 31 December 2012 which comprise of the Profit and Loss Account, Balance Sheet and the related notes 1 to 20. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's shareholders, as a body, in accordance with Chapter 3 of Section 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of apparent material misstatements or inconsistencies we consider the implications for our report.



**INDEPENDENT AUDITOR'S REPORT (CONTINUED)
TO THE MEMBERS OF ZYNGA U K. LIMITED**

Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the company's affairs as at 31 December 2012 and of its loss for the year ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or
- the financial statements are not in agreement with the accounting records, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Ernst & Young

Marie Treacy
For and on behalf of Ernst & Young, Statutory Auditor
Dublin, Ireland

Date *20 NOVEMBER 2013*

ZYNGA U.K. LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2012**

		Year ended 31 December 2012 (12 months) £	Period ended 31 December 2011 (18 months) £
	Notes		
Turnover	2	2,047,565	1,829,716
Cost of sales		<u>(1,430,703)</u>	<u>(2,288,038)</u>
Gross profit/(loss)		616,862	(458,322)
Administrative expenses		(243,057)	(293,216)
Administrative expenses - exceptional	3	<u>(691,347)</u>	<u>-</u>
Operating loss	4	(317,542)	(751,538)
Interest payable and similar charges	7	<u>(72)</u>	<u>(97)</u>
Loss on ordinary activities before taxation		(317,614)	(751,635)
Tax on loss on ordinary activities	5	<u>(64,332)</u>	<u>(15,638)</u>
Loss for the period	15	<u>(381,946)</u>	<u>(767,273)</u>

The Profit and Loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than the loss for the year of £381,946 (2011 loss of £767,273)

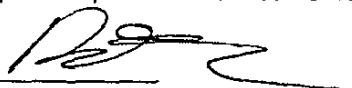
The notes on pages 10 to 22 form an integral part of these financial statements

ZYNGA U.K. LIMITED

**BALANCE SHEET
AS AT 31 DECEMBER 2012**

	Note	31 December 2012 £	31 December 2011 £
Fixed assets			
Tangible assets	9	-	75,790
Current assets			
Debtors	10	7,702	52,561
Cash at bank and in hand		633,085	425,808
		640,787	478,369
Creditors (amounts falling due within one year)	11	(434,940)	(414,879)
Net current assets		205,847	63,490
Total assets less current liabilities		205,847	139,280
Provision for liabilities	12	(118,313)	-
Total assets less liabilities		87,534	139,280
Capital and reserves			
Called up share capital	13	2	2
Other reserves	14	1,276,610	946,410
Profit and loss account	14	(1,189,078)	(807,132)
Shareholders' funds	15	87,534	139,280

Approved by the Board and authorised for issue on 18 November 2013


Devang Shah
Director

Company Registration No 06919947

ZYNGA U.K. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and expressed in Pound Sterling ("£")

The Company's financial statements have been prepared on the going concern basis because the Company's ultimate parent, Zynga Inc, has indicated that, if necessary, it will provide financial support to enable the Company to meet its liabilities as and when they fall due to enable it to continue in operational existence for the foreseeable future

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated)

1.3 Turnover

Turnover represents fees received from group undertakings exclusive of value added tax and trade discounts

1.4 Share-based payment arrangements

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based payment transactions are set out in note 18. The fair value determined at the grant date of the equity-settled share-based payments is recognised as an expense over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve. The policy described above is applied to all equity-settled share-based payment transactions that have been granted.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery

33.33% per annum on cost

ZYNGA U.K. LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

1 Accounting policies (continued)

1.6 Impairment of tangible fixed assets

At each reporting date the Company assesses whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. The Company determines the recoverable amount based on the higher of the asset's fair value less cost to sell and its value in use, for individual assets. Where an individual asset does not generate cash inflows that are largely independent of those from other assets, the Company determines the fair value less cost to sell and value in use of that group of assets, or Cash Generating Unit ("CGU"). Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

1.7 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.8 Current and deferred taxation

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the country where the company operates and generates taxable income.

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax assets are only recognised to the extent that they are considered recoverable in the foreseeable future.

1.9 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

ZYNGA U.K. LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

1 Accounting policies (continued)

1.10 Cash flow statement

The Company's results are included within the consolidated financial statements of Zynga Inc, the Company's ultimate parent undertaking. The consolidated financial statements of Zynga Inc are publicly available, consequently the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1.

2 Turnover

Geographical market	2012 (12 months) £	2011 (18 months) £
Rest of the world	2,047,565	1,829,716
	<u>2,047,565</u>	<u>1,829,716</u>

3 Exceptional item

	2012 (12 months) £	2011 (18 months) £
Employee severance pay and related costs	456,181	-
Non-cancelable lease contract termination	146,172	-
Tangible fixed assets written-off	43,994	-
Other charges	45,000	-
	<u>691,347</u>	<u>-</u>

In October 2012, the Board of Directors of Zynga Inc approved a plan of restructuring which resulted in a reduction of the workforce as well as the closure of an office site in the United Kingdom (UK).

ZYNGA U.K. LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

4 Operating loss

	2012 (12 months) £	2011 (18 months) £
<i>Operating loss is stated after charging</i>		
Depreciation of tangible assets	31,796	17,259
Loss on disposal of tangible assets	-	5,734
Loss on write-off of tangible assets (see note 3)	43,994	-
(Loss)/Gain on foreign exchange transactions	(574)	2,821
Operating lease rentals	44,514	60,900
Auditors' remuneration	15,000	5,826

5 Taxation

Analysis of tax charge for the year

	2012 (12 months) £	2011 (18 months) £
Domestic current year tax		
Corporation tax for the year/period	29,373	17,435
Prior year tax adjustment	35,273	-
Total current tax	64,646	17,435
Deferred tax		
Deferred tax credit	(314)	(1,797)
	64,332	15,638

Factors affecting the tax charge for the period

Loss on ordinary activities before taxation	(317,614)	(751,635)
Loss on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 24.5% (2011: 27%)	(77,815)	(202,941)
Effects of		
Non deductible expenses	107,188	239,565
Depreciation add back	-	6,208
Capital allowances	-	(24,359)
Marginal relief	-	(1,038)
Prior year tax adjustment	35,273	-
	142,461	220,376
Current tax charge for the year/period	64,646	17,435

ZYNGA U.K. LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

5 Taxation (continued)

Finance Act 2012, enacted on 17 July 2012, reduced the main rate of corporation tax to 24% from 1 April 2012 and to 23% from 1 April 2013. Deferred tax unrecognised has been restated accordingly in these financial statements. Further reductions in the main rate of corporation tax to 21% from 1 April 2014 and to 20% from 1 April 2015 were enacted in the Finance Act 2013 on 17 July 2013. These reductions had not been substantively enacted at the balance sheet date and consequently their effects are not included in these financial statements. The above changes to the rates of corporation tax and capital allowances will impact the amount of future cash tax payments to be made by the company.

6 Directors' remuneration

	31 December 2012 (12 months) £	31 December 2011 (18 months) £
Remuneration for qualifying services	-	82,069

7 Interest payable and similar charges

	2012 (12 months) £	2011 (18 months) £
On overdue tax	72	97

8 Dividends

	2012 (12 months) £	2011 (18 months) £
Ordinary interim paid (2012: nil, 2011: £38,500 per share)	-	77,000

ZYNGA U.K. LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

9 Tangible fixes assets

	Plant and machinery £
Cost	
At 1 January 2012	90,224
Write-offs	<u>(90,224)</u>
At 31 December 2012	<u>-</u>
Depreciation	
At 1 January 2012	14,434
Charge for the period	31,796
On write-offs	<u>(46,230)</u>
At 31 December 2012	<u>-</u>
Net book value	
At 31 December 2012	<u>-</u>
At 31 December 2011	<u>75,790</u>

During the year ended 31 December 2012, the Company consolidated offices to one location in London UK, resulting in the closure of the Farnham UK office. Assets related to the office closure were written off. No operations were discontinued as a result of this reorganisation.

ZYNGA U.K. LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2012

10 Debtors

	31 December 2012	31 December 2011
	£	£
Other debtors	7,702	34,389
Prepayments and other accrued income	-	18,172
	<u>7,702</u>	<u>52,561</u>

11 Creditors amounts falling due within one year

	31 December 2012	31 December 2011
	£	£
Trade creditors	9,777	5,404
Amounts owed to parent and fellow subsidiary undertakings	334,041	300,052
Corporation tax	19,416	17,435
Other taxes and social security costs	-	47,193
Other creditors	47,079	-
Accruals and deferred income	<u>24,627</u>	<u>44,795</u>
	<u>434,940</u>	<u>414,879</u>

ZYNGA U.K. LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

12 Provisions for liabilities

	Liability for non- cancelable lease contract termination £
Balance at 1 January 2012	-
Arising during the year	146,172
Paid during the year	(27,859)
Balance at 31 December 2012	<u>118,313</u>

Reorganisation

During the year ended 31 December 2012, the Company consolidated offices to one location in London UK, resulting in the closure of the Farnham UK office. The restructuring liability associated with the lease obligations following the termination amounts to £ 118,313.

13 Share capital

	31 December 2012 £	31 December 2011 £
Authorised		
2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>
Allotted, called up and fully paid		
2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

ZYNGA U.K. LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

14 Statement of movement on reserves

	Equity settled employee benefits reserve £	Profit and loss account £
Balance at 1 January 2012	946,410	(807,132)
Loss for the year	-	(381,946)
Dividends paid	-	-
Arising on share-based payments	330,200	-
Balance at 31 December 2012	<u>1,276,610</u>	<u>(1,189,078)</u>

Equity-settled employee benefits reserve

The above equity-settled employee benefits reserve relates to Restrictive Stock Units granted by Zynga Inc to the Company's employees under its 2011 Equity Incentive Plan. Further information about share-based payments to employees is set out in note 18.

15 Reconciliation of movements in shareholders' funds

	31 December 2012 (12 months) £	31 December 2011 (18 months) £
Loss for the financial period	(381,946)	(767,273)
Dividends	-	(77,000)
	<u>(381,946)</u>	<u>(844,273)</u>
Movements on share-based payments	<u>330,200</u>	<u>946,410</u>
Net decrease/addition to shareholders' funds	(51,746)	102,137
Opening shareholders' funds	<u>139,280</u>	<u>37,143</u>
Closing shareholders' funds	<u>87,534</u>	<u>139,280</u>

ZYNGA U.K. LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

16 Financial commitments

At 31 December 2012, the Company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2013

	Land and buildings 31 December 2012	Land and buildings 31 December 2011
	£	£
<i>Operating leases which expire</i>		
Between two and five years	42,000	49,135

17 Employees

Number of employees

The average monthly number of employees (including directors) during the period was

	2012 Number	2011 Number
Designers	10	9
Legal	1	1
Sales	2	-
	13	10

Employment costs

	2012 (12 months) £	2011 (18 months) £
Wages and salaries	959,368	1,177,924
Employee benefits expense	330,200	946,410
Social security costs	141,135	153,024
	1,430,703	2,277,358

ZYNGA U.K. LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

17 Employees (continued)

Employment benefits expense

	2012 (12 months) £	2011 (18 months) £
Share-based payments (see note 18)		
Equity-settled share-based payments	330,200	946,410

18 Employee Equity Incentive Plan

1 Details of the Employee Equity Incentive Plan

The Company's ultimate parent undertaking, Zynga Inc. has an Equity Incentive Plan for employees in the Zynga Group. In accordance with the terms of the plan, as approved by the Board of Directors of Zynga Inc., employees and others outside the Company may be granted Restricted Stock Units (RSUs) of Zynga Inc.

Each RSU converts into one Common 'A' share of Zynga Inc. on vesting. No amounts are paid or payable by the recipient on grant of the RSUs. The RSUs carry neither rights to dividends nor voting rights. RSUs expire upon vesting and conversion into Common 'A' shares of Zynga Inc.

The employees eligible to participate and the RSUs allocated to each participant is entirely at the discretion of the Board of Zynga Inc. subject only to an over-riding limit available for the purposes of the plan as determined from time to time by the Board of Directors of Zynga Inc.

The following share-based payment arrangements were in existence during the current year

Grant award reference	Number of RSUs	Grant date	Fair value at grant date
A163	5,000	9 March 2012	US\$13.89
A1970, A2263, A2264, A2265, A2266, A2267, A2268, A2270, A2271, A2272, A2286, A2287, A2288	15,900	31 August 2012	US\$2.80
A2730, A2610, A2611	21,000	15 October 2012	US\$2.42
	<u>41,900</u>		

ZYNGA U.K. LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

18 Employee Equity Incentive Plan (continued)

All RSUs granted normally vest over a 4 year period with a 25% vesting on the first anniversary of the grant date with the remainder vesting quarterly thereafter in 12 equal installments subject to any variations determined by the Board of Directors of Zynga Inc

All RSUs are converted into Common 'A' shares upon vesting. Upon termination of an employee's contract of employment RSUs are forfeit provided they have not already vested

2 Fair value of RSUs granted in the year

The weighted average fair value of the RSUs granted during the financial year is US\$3.93. The RSU value is based on the most recent share price of the Common 'A' shares immediately prior to the date of grant or, for grants before 16 December 2011, a valuation report prepared by an independent valuer

3 Movements in RSUs during the year

The following reconciles the RSUs outstanding at the beginning and end of the year

	2012 RSUs
Balance at beginning of year	261,694
Granted during the year	41,900
Forfeited during the year	(154,804)
Vested during the year	(95,203)
	<hr/>
Balance at end of year	53,587

4 RSUs converted during the year

During 2011, 11,246 RSUs were converted into Common 'A' Shares of Zynga Inc at a weighted average exercise price of US\$10.00 per share

No RSUs were converted during 2012

5 RSUs outstanding at the end of the year

The RSUs outstanding at the end of the year had a fair market value at the date of grant ranging from US\$2.42 to \$17.20 per RSU and a weighted average remaining contractual life of 984 days

ZYNGA U.K. LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2012

19 Control

The Company's immediate controlling party and immediate parent undertaking is Zynga Game Holdings Limited, a company registered in the Republic of Ireland. The ultimate parent undertaking and controlling party is Zynga Inc, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Zynga Inc is registered in the USA and listed on the NASDAQ stock market.

The consolidated financial statements of Zynga Inc are available to the public from www.zynga.com

20 Related party relationships and transactions

Dividends to Directors

During the prior period, the following directors were paid dividends as outlined in the table below

	2012	2011
	£	£
Matthew Wiggins	-	54,500
Mark Rose	-	22,500
	<u>-</u>	<u>77,000</u>

The Company has taken advantage of the exemption available in FRS 8 'Related party disclosures' whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the Zynga group.