

PRINT OF WRITTEN RESOLUTIONS

Company number: 10624955

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
ZOPA GROUP LIMITED

UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

Passed on 5 June 2023

Resolution 1 below was duly passed as ordinary resolution and resolution 2 below was duly passed as special resolution by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTION

1. Variation of rights and redesignation of the Series 3 Shares as Ordinary Shares


THAT, subject to PRA approval of the reclassification of the Series 3 capital as CET 1 funds, the rights attaching to the Series 3 Shares be amended to match the rights attaching to the Ordinary Shares of £0.01 each in the capital of the Company (the Ordinary Shares) and then such Series 3 Shares be subsequently and immediately redesignated as Ordinary Shares having the rights set out in the articles of association of the Company from time to time.

SPECIAL RESOLUTION

2. Adoption of the New Articles

THAT, following the completion of the variation of rights and redesignation of Series 3 Shares to Ordinary Shares, the articles of association set out in the document sent or submitted to every eligible member with this resolution (at Annex A) be adopted as the articles of association of the Company (the New Articles) in substitution for, and to the exclusion of, the existing articles of association of the Company (the Current Articles) with immediate effect.

Signed for and on behalf of the Company:

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Victoria Matthews. Company Secretary

ANNEX A – NEW ARTICLES