



**Certificate of Approval of a Prospectus
pursuant to The Prospectus Regulations 2005**

To:

**FINANZMARKTAUFSICHT (FMA) - FINANCIAL MARKET AUTHORITY (AUSTRIA)
 COMMISSION BANCAIRE, FINANCIERE ET DES ASSURANCES (BELGIUM)
 FINANCIAL SUPERVISION COMMISSION (BULGARIA)
 CROATIAN FINANCIAL SERVICES SUPERVISORY AGENCY (CROATIA)
 CYPRUS SECURITIES AND EXCHANGE COMMISSION (CYPRUS)
 CZECH NATIONAL BANK (CZECH REPUBLIC)
 FINANSTILSYNET (DENMARK)
 FINANCIAL SUPERVISION AUTHORITY (ESTONIA)
 RAHOITUSTARKASTUS (FINLAND)
 AUTORITE DES MARCHES FINANCIERS (FRANCE)
 BUNDESANSTALT FUR FINANZDIENSTLEISTUNGSAUFIGHT (BAFIN) (GERMANY)
 CAPITAL MARKET COMMISSION (GREECE)
 HUNGARIAN FINANCIAL SUPERVISORY AUTHORITY (HUNGARY)
 CENTRAL BANK OF IRELAND (IRELAND)
 COMMISSIONE NAZIONALE PER LE SOCIETA E LA BORSA (ITALY)
 FINANCIAL AND CAPITAL MARKET COMMISSION (LATVIA)
 BANK OF LITHUANIA (LITHUANIA)
 COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (LUXEMBOURG)
 MALTA FINANCIAL SERVICES AUTHORITY (MALTA)
 AUTORITEIT FINANCIERE MARKTEN (AFM) (THE NETHERLANDS)
 KREDITILSYNET (NORWAY)
 POLISH FINANCIAL SUPERVISION AUTHORITY (POLAND)
 COMISSAO DO MERCADO DE VALORES MOBILIARIOS (PORTUGAL)
 FINANCIAL SUPERVISORY AUTHORITY (ROMANIA)
 NATIONAL BANK OF SLOVAKIA (SLOVAK REPUBLIC)
 SECURITIES MARKET AGENCY (SLOVENIA)
 COMISION NACIONAL DEL MERCADO DE VALORES (SPAIN)
 FINANSINSPEKTIONEN (SWEDEN)**

**Financial Conduct Authority
Document Approved**

Date: 15th July 2016

Signed: [Signature]

From:

**The Financial Conduct Authority
 25 The North Colonnade, Canary Wharf, London E14 5HS, United Kingdom**

We hereby certify that the Tripartite Prospectus detailed below has been drawn up in accordance with Directive 2003/71/EC as amended by the Directive 2010/73/EU or national law transposing the Directive and was approved by the FCA on 15th July 2016.

Name of Issuer: Crowdcube Limited

Registered Office/Seat: England and Wales

Type of Securities: Offer of up to 41,067,762 new Shares and 17,111,567 existing Shares



Guarantor (if any): N/A

Annexes: Annexes 1, Annex 3, Annex 22

National Prospectus Identifier: PRO03081

We have authorised, in accordance with Article 8 of Directive 2003/71/EC as amended by the Directive 2010/73/EU or national law transposing Directive 2003/71/EC as amended, the omission of the information on the following grounds: **No omission**

Attachments:

1. Registration Document dated 15th July 2016
2. Securities Note and Summary Document dated 15th July 2016
3. Bulgarian Translation of Summary
4. Croatian Translation of Summary
5. Czech Translation of Summary
6. Danish Translation of Summary
7. Dutch Translation of Summary
8. Estonian Translation of Summary
9. Finnish Translation of Summary
10. French Translation of Summary
11. German Translation of Summary
12. Greek Translation of Summary
13. Hungarian Translation of Summary
14. Italian Translation of Summary
15. Latvian Translation of Summary
16. Lithuanian Translation of Summary
17. Polish Translation of Summary
18. Portuguese Translation of Summary
19. Romanian Translation of Summary
20. Slovakian Translation of Summary
21. Slovenian Translation of Summary
22. Spanish Translation of Summary
23. Swedish Translation of Summary