

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Optimal Payments PLC		2 Issuer's employer identification number (EIN)	
3 Name of contact for additional information	4 Telephone No. of contact 0207 182 1707	5 Email address of contact investorrelations@optimalpayments.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact Audax House, 6 Finch Road		7 City, town, or post office, state, and Zip code of contact Douglas, Isle of Man, IM1 2PT	
8 Date of action April 17, 2015		9 Classification and description Optimal Payments PLC's ordinary shares	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
See attachment.			

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Optimal Payments PLC (the "Company") issued to its holders of existing ordinary shares on the register of members of the Company at 5:00 p.m. (London time) on April 14, 2015 (the "Record Date"), rights to subscribe for new ordinary shares, nil paid ("Nil Paid Rights"), pursuant to a rights issue (the "Rights Issue"). The Rights Issue was made in proportion to the number of existing ordinary shares each qualifying shareholder held on the Record Date on the basis of five new ordinary shares for every three existing shares held. Nil Paid Rights were credited on April 17, 2015 and Provisional Allotment Letters were dispatched on April 16, 2015. Nil Paid Rights were tradable on AIM beginning on April 17, 2015. The Rights Issue closed at 11:00 am (London time) on May 1, 2015, and dealings in the new ordinary shares, fully paid, commenced on May 5, 2015.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ Using the fair market value of Nil Paid Rights and existing ordinary shares as determined on the first day of trading, U.S. Investors (as defined in the prospectus) of Nil Paid Rights should allocate, in the aggregate, 40.98% of their basis in their existing ordinary shares to their Nil Paid Rights and reduce their basis in their ordinary shares by an equal amount.

Expiration of Nil Paid Rights

If a U.S. Investor allows Nil Paid Rights to expire without selling or exercising them and does not receive any proceeds, the allocation of basis to Nil Paid Rights will be disregarded.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The closing price of the existing ordinary shares on April 17, 2015 was 292.25 pence. The closing price of the Nil Paid Rights on April 17, 2015 was 121.75 pence. The product of the closing price of the Nil Paid Rights on April 17, 2015 (121.75) and the exchange ratio (5:3 or 1.667), 202.957, plus the closing price of the existing ordinary shares on April 17, 2015 (292.25) equals the combined fair market value of the existing and new ordinary shares as of April 17, 2015 (or 495.207). The Nil Paid Rights therefore represented 40.98% of the combined value (202.957/495.207). Accordingly, holders of Nil Paid Rights should allocate, in the aggregate, 40.98% of their basis in their old existing shares to their new ordinary shares.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ U.S. Internal Revenue Code Sections 305(a) and 307(b), and Treasury Regulations Sections 1.307-1(a) and 1.307-2.

18 Can any resulting loss be recognized? ▶ A U.S. Investor will recognize a loss on the sale or other disposition of Nil Paid Rights to the extent such holder's tax basis in Nil Paid Rights exceeds the U.S. dollar value of the amount realized from the sale or other disposition.

Expiration of Nil Paid Rights
If a U.S. Investor allows Nil Paid Rights to expire without selling or exercising them and does not receive any proceeds, the holder will not recognize any loss upon the expiration of Nil Paid Rights.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ J. T. Parsons Date ▶ 27 AUGUST 2015
Print your name ▶ JAMES T. PARSONS Title ▶ GROUP TAX DIRECTOR

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Optimal Payments PLC
Attachment to Form 8937

Line 10:

ISIN of New Ordinary Shares: GB0034264548
ISIN of Nil Paid Rights: IM00BWD7590
ISIN of Fully Paid Rights: IM00BWD7483.