

Company No. 02668713

RETAIL BANKING RESEARCH LIMITED
(the "Company")

WRITTEN RESOLUTION OF THE MEMBERS
COMPANIES ACT 2006

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Board of Directors of the Company proposes that the following resolution is passed as an ordinary resolution, as detailed below.

ORDINARY RESOLUTION

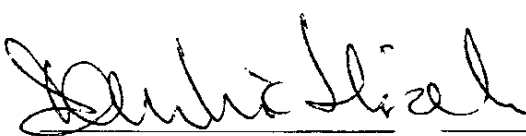
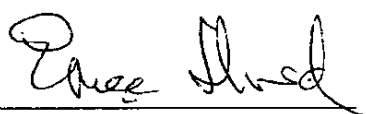

THAT, the directors of the Company be generally authorised pursuant to section 551 of the Companies Act 2006 for a period of 5 years from the date of the signing of these resolutions to exercise the power of the Company to allot equity securities (as defined in section 560 of the 2006 Act) in the Company up to an aggregate nominal amount of £5.00 the authority to allot shares may be exercised as if section 561(1) of the 2006 Act did not apply to any such allotment.

Dated: 19/07/2019 2019

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions.

We, the undersigned, being the persons entitled to vote on the above resolution, irrevocably agree to such resolution:

Name of Shareholder	Signature	Date of Signature
Dominic Hirsch		<u>19/07/19</u>
Erica Hirsch		<u>19/07/19</u>
Morten Jorgensen		<u>19/07/19</u>

SATURDAY



A18 *A8AKEU3T* #150
27/07/2019
COMPANIES HOUSE

Company No. 02668713

RETAIL BANKING RESEARCH LIMITED
(the "Company")

Minutes of a meeting of the Board of Directors held at 393 Richmond Road, London TW1 2EF, on 23rd July 2019

Present:	Dominic Hirsch Thomas Hutchings Morten Jorgensen	(Chairman)
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1. NOTICE AND QUORUM

The Chairman noted that the quorum was present and declared the meeting open. The notice of the meeting was taken as read.

2. DECLARATION OF DIRECTORS' INTEREST

Each Director declared their interest in the matters under consideration at this meeting by virtue of them being Directors and Shareholders in the Company and in accordance with the Company's articles of association and sections 177 and 182 of the Companies Act 2006 (**CA2006**).

3. BUSINESS OF THE MEETING

The Chairman reported that the purpose of the meeting was to consider and if thought fit to approve the allotment of Ordinary Shares of £1 each.

4. WRITTEN RESOLUTION

- 4.1. There was produced to the meeting the written resolution (the "**Written Resolution**") (copy attached) to be circulated to the members for their consideration and signature whereby it was resolved to pass the Written Resolution set out therein as an ordinary resolution for the following purpose:

4.1.1. to grant the directors authority to allot shares pursuant to Section 551 of the CA2006.

4.1.1.1. **IT WAS RESOLVED** that the directors recommend to the members of the Company that they approve the form of the Written Resolution.

5. ADJOURNMENT

The meeting was adjourned so that the Written Resolution could be presented to the members of the Company.

The Chairman reported that the Written Resolution had been passed without amendments.

6. ALLOTMENT OF SHARES

- 6.1. There was presented at the meeting a duly signed letter of application for allotment of the following shares.

Name of Allottee	Number of shares	Price per share
Thomas Hutchings	5	£1

- 6.2. It was noted that after the allotment of the above mentioned shares, there would be no change in the Register of People with Significant Control (PSC).

1

6.3. After careful consideration and taking into account their statutory duties under the CA2006 and in particular their duty under section 172(1) to promote the success of the Company **IT WAS RESOLVED** that:-

- 6.3.1. 5 Ordinary Shares of £1 each be allotted fully paid at par to the allottee mentioned in the table above;
- 6.3.2. the name of the allottee be entered in the register of members as the holders of the shares; and
- 6.3.3. the relevant share certificate be issued accordingly and any two directors be authorised to execute the new share certificate on behalf of the Company.

7. FILING

7.1. **IT WAS RESOLVED** that any Director be instructed to arrange for the filing of the following documents at Companies House:

- 7.1.1. Written Resolution; and
- 7.1.2. the form SH01.

8. CLOSE

There being no further business, the meeting was declared closed.


Chairman