

**PRIVATE COMPANY LIMITED BY SHARES**

**Wisepay Limited**

**Company number: 03274469**

(the “**Company**”)

**STATEMENT OF COMPLIANCE BY THE BOARD OF DIRECTORS OF THE  
COMPANY UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 (the  
“Act”)**

We, the undersigned, being all the directors of the Company as at the date of this statement, make the following statement under section 644(5) of the Act.

As set out in the written resolutions circulated to the sole member of the Company on 27 September 2022, the Company proposes to reduce its share capital by means of the solvency statement procedure under section 642 of the Act. The directors of the Company signed a solvency statement in the form prescribed by section 643 of the Act (the “**Solvency Statement**”) on 27 September 2022 and the special resolutions approving the reduction of capital (the “**Resolutions**”) were passed as written resolutions on 27 September 2022.

We confirm that the Solvency Statement was:

- 1 made not more than 15 days before the date on which the Resolutions were passed; and
- 2 provided to the sole eligible member of the Company in accordance with section 642(2) of the Act, that is, it was sent or submitted to every eligible member at or before the time at which the proposed Resolution was sent or submitted to them.

**Signed:**

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**Richard Grazier**

Date: 27 September 2022

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**David Wirta**

Date: 27 September 2022