

Company no. 07289573

The Companies Act 2006

Private company limited by shares

Written resolution

of

FreemarketFX Limited (the "Company")

16 May 2023 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that Resolutions 1 and 2 below be passed as ordinary resolutions and Resolutions 3, 4, 5 and 6 be passed as special resolutions (the "**Resolutions**").

Ordinary Resolution:

1. **That** the directors of the Company be and they are unconditionally authorised pursuant to Section 551, Companies Act 2006 to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, up to:
 - 1.1 4,211 ordinary shares of £0.10 each in the capital of the Company (the "**Subscription Shares**");
 - 1.2 1,000 ratchet shares of £0.10 each in the capital of the Company; and
 - 1.3 11,475 B ordinary shares of £0.10 each in the capital of the Company,provided that this authority shall expire on the date 5 years after the passing of this resolution unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires.
2. **That** subject to the passing of Resolutions 1, 3, 4, 5 and 6, the Subscription Shares and the Sale Shares (as defined below) are redesignated as 20,699 preferred ordinary shares of £0.10 each in the capital of the Company, such shares having the rights set out in the New Articles, the 2,756 A ordinary shares of £0.10 each in the capital of the Company held by BHL (UK) Holdings Ltd are redesignated as 2,756 2021 preferred ordinary shares of £0.10 each in the capital of the Company, such shares having the rights set out in the New Articles, and the 10,136 A ordinary shares of £0.10 each in the capital of the Company held by BHL (UK) Holdings Ltd are redesignated as 10,136 ordinary shares of £0.10, such shares having the rights set out in the New Articles.

Special Resolution:

3. **That** subject to Completion (as defined in the subscription agreement entered between (1) the Investor, (2) the Company and (3) the Key Managers (each as defined therein) the draft articles of association attached to this resolution (the "**New Articles**") be adopted by the Company in substitution for, and to the exclusion of, the Existing Articles.
4. **That** subject to the passing of Resolutions 1 and 3, the directors of the Company be and they are empowered to allot the shares pursuant to the authority conferred by Resolution 1 above as if any right of pre-emption howsoever arising (including, but not limited to, the rights of pre-emption contained in Article 5 of the Existing Articles (as defined above) and any provision contained in the New Articles (as defined above)) did not apply to any such allotment.
5. **That** the transfers of 16,458 ordinary shares of £0.10 each in the capital of the Company acquired by BCGF II Sydney Holdco LLC pursuant to one or more sale and purchase

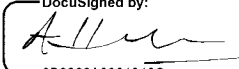
agreements dated on or around the Circulation Date hereof (the "**Sale Shares**") be approved free from restrictions on transfer as if the provisions of Article 8 of the existing articles of association of the Company (the "**Existing Articles**") and any provision restricting transfers in the New Articles (as defined above) did not apply to such transfer.

6. **That** the transfer of 500 ordinary shares of £0.10 each in the capital of the Company by BHL (UK) Holdings Ltd be approved free from restrictions on transfer as if the provisions of Article 8 of the Existing Articles (as defined above) and any provision restricting transfers in the New Articles (as defined above) did not apply to such transfer.

Important:

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions.

DocuSigned by:

0BB262A8061046C.....
Name: **Alexander Hunn**

Date: 16 May 2023

DocuSigned by:

CBBDAE119554F47A.....
For and on behalf of **BHL (UK) Holdings Ltd**

Date: 16 May 2023


Name: **Fraser Davidson**

Date:

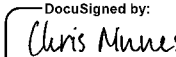
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Name: **Peter Winslow**

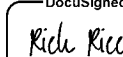
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Name: **Andrew Adams**

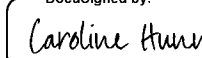
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Name: **Chris Nnnes**

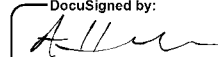
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6AA8DB670D0044B.....
Name: **Richard Ricci**

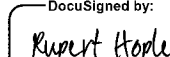
Date: 16 May 2023

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74CF8AFFD3D748B.....
Name: **Caroline Hunn**

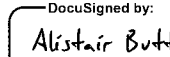
Date: 16 May 2023

DocuSigned by:

0BB262A8061046C.....
For and on behalf of **Venture Founders Nominee Limited**

Date: 16 May 2023

DocuSigned by:

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Name: **Rupert Hopley**

Date: 16 May 2023

DocuSigned by:

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Name: **Alistair Butt**

Date: 16 May 2023

Name: **David Arculus**

Date:

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6. **That** the transfer of 500 ordinary shares of £0.10 each in the capital of the Company by BHL (UK) Holdings Ltd be approved free from restrictions on transfer as if the provisions of Article 8 of the Existing Articles (as defined above) and any provision restricting transfers in the New Articles (as defined above) did not apply to such transfer.

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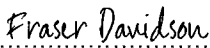
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Name: **Caroline Hunn**

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For and on behalf of **Venture Founders
Nominee Limited**

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Name: **Rupert Hopley**

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Name: **Andrew Adams**

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Name: **Alistair Butt**

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Name: **Chris Nines**

Date:

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Name: **David Arculus**

Date:

DocuSigned by:



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For and on behalf of the **Castro-Wright Living Trust**

Date: 16 May 2023

Name: **Toby Hunn**

Date:

DocuSigned by:



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Name: **Keith MacMillan**

Date: 16 May 2023

Name: **Nigel Pope**

Date:

Name: **Russell Trenter**

Date:

Name: **Stephen Welton**

Date:

Name: **Heather Perkins**

Date:

Name: **Dominic Firmstone**

Date:

Name: **Leahn Parry**

Date:

Name: **William Frewen**

For and on behalf of Colston Trustees Limited

Date:

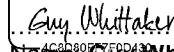
Name: **Jonathan Clayton**

Date:

Name: **Nick Greenstock**

Date:

DocuSigned by:



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Name: **Guy Whittaker**

Date: 16 May 2023

Name: **Stuart Firth**

Date:

Name: **Allyson Coleman**

Date:

Name: **Mark Townsend**

Date:

Name: **Jeremy Lloyd Scott**

Date:

Name: **Noel Medici**

Date:

Name: **Steven Owen**

For and on behalf of the **Castro-Wright Living Trust**

Date:

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Date:

Name: **Keith MacMillan**

Date:

DocuSigned by:

Nigel Pope

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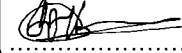
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Steven Owen

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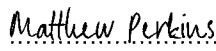
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Name: Harry Hyman

Date: 16 May 2023

DocuSigned by:



Name: Matthew Perkins

Date: 16 May 2023

For and on behalf of **Joseph Anthony
Chambers and Dentons & Co Trustees
Limited**

Date:

For an on behalf of **DLL Trading Pension**

Date:

Name: **Sharon Constancon**

Date:

Name: **Oliver Pawle**

Date:

Name: **Richard Stone**

Date:

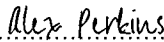
Name: **James Renwick**

Date:

For and on behalf of **Nexus Investment
Ventures Limited**

Date: 16 May 2023

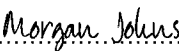
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Name: Alex Perkins

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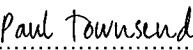
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Name: Morgan Johns

Date: 16 May 2023

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Name: Paul Townsend

Date: 16 May 2023

Name: **Darren Lee**

Date:

Name: **Matthew O'Kane**

Date:

Name: **Tom Welch**

Date:

Name: **John Cunningham**

Date:

Name: **Sebastian McKinlay**

Date:

For and on behalf of **Aldbridge Services
London Limited**

Date:

Name: **Harry Hyman**

Date:

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Date:

For and on behalf of **Joseph Anthony
Chambers and Dentons & Co Trustees
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Date: **16 May 2023**

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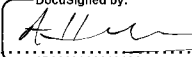
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Name: **John Cunningham**

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London Limited**

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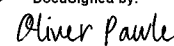
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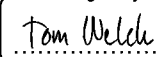
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Name: **Sharon Constancon**

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Date: 16 May 2023

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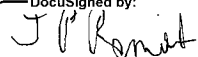
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Name: **Richard Stone**

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Date: 16 May 2023

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Name: **Sebastian McKinlay**

Date: 16 May 2023

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For and on behalf of **Nexus Investment
Ventures Limited**

For and on behalf of **Aldbridge Services
London Limited**

Date:

Name: **John Reeve**

Date:

Name: **Antony Chivers**

Date:

Name: **Andrew Doman**

Date:

DocuSigned by:

Damen Lee

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For and on behalf of **GOZS Trading Limited**

Date: 16 May 2023

Name: **Roop Bhullar**

Date:

Name: **Daniel Marcus**

Date:

Name: **Andrew Galloway**

Date:

Name: **Edward Williams**

Date:

Name: **David Hollidge**

Date:

Date:

For and on behalf of **Magentum (UK) Limited**

Date:

DocuSigned by:

Keith Morris

8DA306848A95748

Name: **Keith Morris**

Date: 16 May 2023

Name: **Angus Penman**

Date:

DocuSigned by:

Quintessentially

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For and on behalf of **Quintessentially Ventures Fundraising Limited**

Date: 16 May 2023

DocuSigned by:

Richard Hargreaves

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Name: **Richard Hargreaves**

Date: 16 May 2023

DocuSigned by:

Peter Kirby

597D1B6B8F8E4A9

For and on behalf of **EndVen Nominees Limited**

Date: 16 May 2023

Name: **Alan Richards**

Date:

Name: **Robert Caie**

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Name: **Mark Hickson**

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Name: **John Reeve**

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Name: **Antony Chivers**

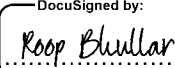
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Name: **Andrew Doman**
16 May 2023
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Name: **David Hollidge**

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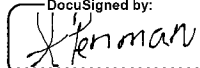
Date:

For and on behalf of **Magentum (UK) Limited**

Date:

Name: **Keith Morris**

Date:

DocuSigned by:

.....
Name: **Angus Penman**
16 May 2023
Date:

For and on behalf of **Quintessentially Ventures Fundraising Limited**

Date:

Name: **Richard Hargreaves**

Date:

For and on behalf of **EndVen Nominees Limited**

Date:

Name: **Alan Richards**

Date:

Name: **Robert Caie**

Date:

Name: **Mark Hickson**

Date:

Date:

Name: **John Reeve**

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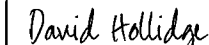
Name: **Andrew Galloway**

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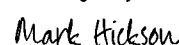
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Name: **Robert Caie**

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DocuSigned by:




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Date: 16 May 2023

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For and on behalf of **Ruffena Capital Limited**


Date:

DocuSigned by:

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AB759AC0FE7C4EA.....
Name: **Geoff Close**

Date: 16 May 2023

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Name: **Michael Whitehead**

Date:

DocuSigned by:

.....
7AF617A40EB94EC.....
Name: **Nick Beitner**

Date: 16 May 2023

DocuSigned by:

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Name: **Mark Bell**

Date: 16 May 2023

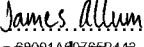
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Name: **Roger Hand**


Date:16 May 2023.....

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Name: **Ronnie d'Arienzo**

Date:

DocuSigned by:

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Name: **James Allum**

Date: 16 May 2023

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Name: **Robert Conway**

Date: 16 May 2023

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Name: **Sarah Gooding**

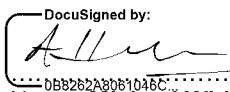
Date:

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Name: **Nick Beitner**

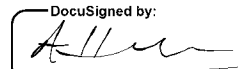
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Name: **Mark Bell**

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Date:

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Name: **Robert Conway**

Date:

.....
Name: **Sarah Gooding**

Date:

Notes

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - By email (by attaching a scanned copy of the signed document to an email and sending it to susannah.cox@osborneclarke.com. Please enter "Written Resolutions – Project Sydney" in the email subject box.
 - By completing the DocuSign envelope sent to you via email.
2. **The Resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on the Resolution, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Resolution.
3. Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Schedule 1

New Articles