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COMPANIES HOUSE

Company number: 09597755

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

DIGITAL MONEYBOX LIMITED (the "Company")

10 JULY 2020 (the "Circulation Date")

The following resolutions were duly passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 13 July 2020 by members of the Company representing the required majority or total voting rights of eligible members as ordinary and special resolutions, as indicated.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

1 Resolution 1, 2, 3, 4, AND 5 below is passed as an ordinary resolution (the "**Ordinary Resolution**"); and

2 Resolutions 6, 7, AND 8 below are passed as special resolution (together the "**Special Resolutions**").

ORDINARY RESOLUTIONS

1. **THAT** the share capital of the Company be altered by the sub-division of each of the issued shares of all classes of £0.00001 each the capital of the Company into 10 shares of £0.000001 each in the capital of the Company, carrying such rights and subject to such restrictions as are provided for the shares of each class in the New Articles (as defined below).

2. **THAT** subject to the passing of resolution 1 the authority conferred by the ordinary resolutions 4(a), 4(b) and 4(d) of the members of the Company passed on 10 March 2020 shall be interpreted to reflect sub-division of shares pursuant to resolution 1.

3. **THAT** subject to the passing of resolutions 1 and 6 and in substitution for the authority conferred by ordinary resolution 4(c) of the members of the Company passed on 10 March 2020, the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot 1,997,716 voting ordinary shares of £0.000001 each in the Company, provided that:

   (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and

   (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such

rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired, and

acknowledging that the definition of "Crowd Shares" contained in the amended and restated shareholders' agreement relating to the Company dated 10 March 2020, shall from the adoption of the New Articles, have the meaning given to such term in the New Articles.

4. **THAT** subject to the passing of resolutions 1 and 6, the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot 200,000 voting ordinary shares of £0.000001 each in the Company, provided that:

   (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and

   (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

5. **THAT** the Company be and is hereby authorised pursuant to section 690 of the Companies Act 2006 and Article 12.7 Company's Articles of Association to purchase its own shares in a proposed contract to purchase in the form attached to the resolution and initialled by the signatories for the purpose of identification to be made between (1) the Company and (2) Moneybox Share Nominee Limited in respect of the sale to and the purchase by the Company of 144 ordinary shares of £0.00001 each in the capital of the Company for the sum of £0.00144 to be paid out of the distributable profits of the Company, which contract is hereby approved and that any one director for the time being is hereby authorised to enter into the contract on behalf of the Company and to fulfil all obligations of the Company thereunder.

SPECIAL RESOLUTIONS

6. **THAT** the articles of association attached to these written resolutions (the "**New Articles**") be approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

7. **THAT** subject to the passing of resolution 3 and 4, the directors be generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities wholly for cash pursuant to the authority conferred by resolution 3 above as if section 561 of the Companies Act 2006 and any rights of pre-emption (however expressed) contained in the articles of association of the Company (or wherever so else contained) did not apply to any such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Companies Act 2006).

8. **THAT** the share capital of the Company be reduced from £8,434,805.27 to £31.62. Such reduction shall be effected by the transfer of the share premium, a non-distributable reserve, into a distributable reserves account.

Signed

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Benjamin Stanway
Director