

Registered Number: 09895588

THE COMPANIES ACT 2006

PRIVATE LIMITED COMPANY BY SHARES

**PRINT OF WRITTEN RESOLUTIONS
OF
MODULR HOLDINGS LIMITED
(the "Company")**



By written resolution of the members of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006, resolutions 1 to 4 were passed as special resolutions and resolution 5 as an ordinary resolution on 20 January 2021:

SPECIAL RESOLUTIONS

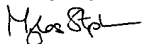
1. **THAT** the pre-emption rights contained in article 2.1.2 of the articles of association (the "Articles") of the Company be disapplied for the purposes of the allotment by the Company of up to 308,576 G shares of £0.01 each in the capital of the Company (the "G Shares").
2. **THAT** the pre-emption rights contained in articles 7.2 to 7.14 of the Articles be disapplied in respect of the sale of 148,779 E Shares to be effected pursuant to the terms of a sale and subscription agreement to be entered into on or around the date of these resolutions between (1) Fidelity Information Services, LLC ("FIS"); (2) the Sellers (as defined therein); and (3) the Company (the "SSA").
3. **THAT** the regulations contained in the document attached as Appendix 1 hereto be approved and adopted as the articles of association of the Company (the "New Articles") in substitution for and to the exclusion of all existing articles of association of the Company.
4. **THAT** the 148,779 E shares of £0.01 each in the capital of the Company held by Martin Threakall, Cyrus Wadia and Kevin Hayes be converted into and re-designated as F shares of £0.01 each having the rights and being subject to the restrictions set out in the New Articles of the Company subject to (i) the passing of resolution 3 above; and (ii) Completion (as defined in the SSA) occurring.

ORDINARY RESOLUTION

5. **THAT** the directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant rights to subscribe for or to convert any security into G Shares up to an aggregate nominal amount of £3,085.76 This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) on a date being not more than 5 years from the date of this ordinary resolution, except that the Company may before such expiry make any offer or agreement which would or might 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 shares or grant such rights in pursuance of such offer or agreement as if the

authority conferred by this resolution had not expired and this authority shall be in substitution for all existing authorities to allot to the extent unused.

Myles Stephenson

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Director, for and on behalf of **MODULR HOLDINGS LIMITED**