

Company Number: 10278251

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

TRUELAYER LIMITED (the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006 (the "Act")**

ORDINARY RESOLUTION

Resolution 1

THAT each of:

- (A) the Company's A ordinary shares of \$0.000001;
- (B) the Company's series seed shares of \$0.000001;
- (C) the Company's A preference shares of \$0.000001;
- (D) the Company's B preference shares of \$0.000001; and
- (E) the Company's C preference shares of \$0.000001,

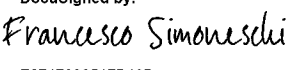
be and is hereby re-designated as one ordinary share of \$0.000001.

SPECIAL RESOLUTION

Resolution 2

THAT the articles of association appended to these resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company (including any provisions forming part of the existing articles of association by incorporation).

By order of the board:

DocuSigned by:

E2747833517B46B.....
Francesco Simoneschi

Director

11 March 2021

.....
Date

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE ACT

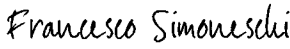
1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 11 March, 2021 (the **"Circulation Date"**).
3. The procedure for signifying agreement by an eligible member to written resolutions is as follows:
 - (i) A member signifies his agreement to proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document:
 - (A) identifying the resolutions to which it relates, and
 - (B) indicating his agreement to the resolutions.
 - (ii) The document must be sent to the company in hard copy form or in electronic form.
 - (iii) A member's agreement to written resolutions, once signified, may not be revoked.
 - (iv) Written resolutions are passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 of the Act).
5. Eligible members can choose to agree to all of the resolutions or none of them but eligible members cannot agree to only some of the resolutions.

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTION

We, being the sole eligible member of the Company:

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that resolution 1 shall take effect as an ordinary resolution and resolution 2 shall take effect as a special resolution.

For and on behalf of
TRUELAYER (JERSEY) LIMITED

DocuSigned by:

E2747833517B46B
Director Francesco Simoneschi

11 March 2021

Date