

Written resolutions of the Members of
Inclusive Finance Limited
10522518
(the "Company")

Date: 30 November 2022

In accordance with the Companies Act 2006 which is incorporated in the Company's articles of association, the directors of the Company (the "Directors") propose that the following Resolutions are passed as special resolutions:

1. Authority to allot. That the Directors be generally and unconditionally authorised to exercise any power of the Company to offer, allot or grant rights to subscribe for, or convert securities into, or otherwise deal in, or dispose of, any shares in the Company in accordance with section 551 of the Companies Act 2006, to any person, at any time and subject to any terms and conditions as the Directors think proper, provided that such authority:
 - a. shall be limited to a maximum nominal amount of £0.0868.
 - b. shall only apply insofar as the Company has not reviewed, waived or revoked it; and
 - c. may only be exercised for a period of five years from the date this resolution is passed, save that during the period of the authority the Directors may make an offer or agreement which would, or might, require shares to be allotted after the expiry of such authority (and the Directors may allot shares in pursuance of such offer or agreement as if such authority had not expired).
2. Dis-application of pre-emption rights. That, in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined by section 560 of the Companies Act 2006) pursuant to the authority conferred by the Articles of Association of the Company or the resolution above (as applicable), as if section 561 of the Companies Act 2006 did not apply to any such allotment provided that this power: (i) shall be limited to a maximum nominal amount of £0.0868 and (ii) shall expire 6 months from the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date).

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Name of Shareholder: JAMES M. J. DUFF

Signature: [Signature]

Date: 30/11/2022

SHAREHOLDER RESOLUTION

NOTES

1. If you agree with 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 Hand: delivering the signed copy to Jim Donnet, Inclusive Finance Limited, 1st Floor South (Office A), 75 Davies Street, London W1 5JN.

Post: returning the signed copy by post to Jim Donnet, Inclusive Finance Limited, 1st Floor South (Office A), 75 Davies Street, London W1 5JN.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to jim@creditspring.co. Please enter "Written Resolutions" in the e-mail subject box.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by the date which is 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.