

Company number 10967805

PRIVATE COMPANY LIMITED BY SHARES

PRINT OF WRITTEN RESOLUTION

OF

SMARTER FINANCIAL SERVICES (HOLDINGS) LIMITED

The following resolutions were duly passed by the Company as special resolutions on
1 April 2020 by way of written resolution under Chapter 2 of Part 13 of the Companies Act
2006 (together, the "Resolutions").

SPECIAL RESOLUTIONS

1. THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.
2. THAT, subject to the passing of resolution 1, the pre-emption rights contained in articles 9.3 to 9.5 (inclusive) of the New Articles be and are hereby waived and disappplied in respect of:
 - 2.1 any future issue and allotment of shares to arising from the right of the lender to convert the convertible loan provided to the Company under a loan agreement dated 28 February 2020 ("Loan Agreement") into fully paid shares at any time or arising from the right of the lender to acquire additional shares under the Loan Agreement or the investment agreement entered into by the lender in relation to the Company on or around the date of these Resolutions;
 - 2.2 the allotment and issue of shares up to an aggregate nominal amount of £224.05 within 3 months of the date of these Resolutions; and
 - 2.3 the grant of rights to subscribe for shares to non-employees, and any future issue and allotment of shares arising on the exercise of such rights, up to an aggregate nominal amount of £32.50.
3. THAT, in accordance with section 239(2) of the CA 2006, any grant of rights to subscribe for shares in the capital of the Company or allotments of shares in the capital of the Company prior to the date of these Resolutions that were made or registered other than in compliance with the CA 2006 or the Company's articles of association be hereby approved and ratified for all intents and purposes and that, for the avoidance of doubt, each and every claim and right of action that we may have against the Company or the directors of the Company as a result of such grants or allotments not having been carried out in compliance with the requirements of the CA 2006 and the Company's articles of association be and is hereby waived.

Signed:

Director
Ben Pollard

