

Company No. 11215908

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

NEON PAYMENTS LIMITED

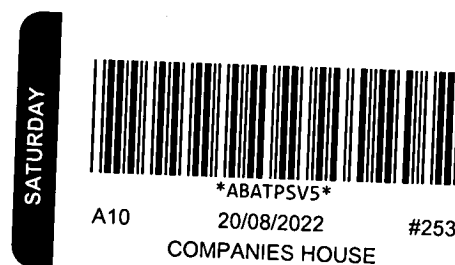
(the "Company")

We, being eligible members representing not less than 75 per cent. of the total voting rights of eligible members who, at the circulation date of these resolutions, would have been entitled to vote on the resolutions, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following special resolutions, in the case of resolution 1 and 4, as special resolutions and in the case of resolutions 2 and 3, as ordinary resolutions (each a "**Resolution**" and together, the "**Resolutions**");

1. **THAT**, the articles of association, in the form attached hereto (the "**Amended and Restated Articles**"), be approved and 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 above, a new class of Series D-1 Preference Shares in the capital of the Company having the rights and being subject to the restrictions set out in the Amended and Restated Articles be and hereby are created (the "**Series D-1 Preference Shares**").
3. **THAT**, subject to the passing of Resolutions 1 and 2 above, the following Series A-1 preference shares of US\$1.00 each in the Company ("**Series A-1 Preference Shares**");

Name of shareholder	Number of shares
Alexandre Dias de Oliveira	494 Series A-1 Preference Shares
Fabio Alexandre De Almeida Gennari	100 Series A-1 Preference Shares
Leandro Molina Pinho	494 Series A-1 Preference Shares
Rodrigo Clemente Barreto Salem	509 Series A-1 Preference Shares
Victor Hugo Maranhão De Loyola	494 Series A-1 Preference Shares

be and are hereby reclassified Series D-1 preference shares of US\$1.00 each in the Company, having the rights and being subject to the restrictions as set out in the Amended and Restated Articles.

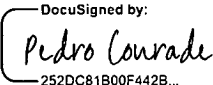


4. **THAT**, subject to the passing of Resolutions 1 and 2 above, in addition to all existing authorities, the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot 20,081 Series D-1 Preference Shares in the Company or grant rights to subscribe for, or to convert any security into Series D-1 Preference Shares in the Company up to an aggregate nominal amount of US\$20,081.00, such authority to expire on the date which is one year from the date of the passing of this Resolution, but so that the Company may make offers and enter into agreements before the authority expires 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 the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.
5. **THAT**, subject to the passing of Resolution 1, 2 and 4 above and having considered the disapplication of sections 561(1) and 562(1) to (5) (inclusive) of the Companies Act 2006 pursuant to Article 14.2 of the Amended and Restated Articles, in addition to all existing authorities:
 - a. the directors be generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 4, free of the restriction in section 561 of the Companies Act 2006; and
 - b. any and all pre-emption rights to which the current shareholders of the Company may be entitled howsoever arising (including, but not limited to, under the Company's articles of association, as amended from time to time, the Companies Act 2006, or otherwise) in respect of the allotment and issue of, and/or grant of rights to subscribe for or to convert any security into, the shares as set out in Resolution 4, be hereby waived or otherwise disapplied,

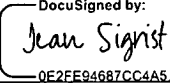
up to an aggregate nominal amount of US\$20,081.00 (in the proportions as set out in Resolution 4), such waiver or disapplication to expire on the date which is one year from the date of the passing of this Resolution, but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the directors may allot equity securities under any such offer or agreement as if the power had not expired.

Signed  **NORBERTO LANZARA GIANGRANDE JUNIOR**
by **Norberto Lanzara Giangrande Jr.**

Date: June 22, 2022

Signed  **Pedro Henrique de Souza Conrade**

Date: June 22, 2022

Signed  **Jean Martin Sigrist Junior**

Date: June 22, 2022

1. The circulation date of these Resolutions is June 14, 2022. These Resolutions have been sent to eligible members who would have been entitled to vote on the Resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these Resolutions.
2. An eligible member can signify its agreement to the Resolution by signing the Resolutions and by delivering a copy of the signed Resolutions to an officer of the Company by hand, or a scanned pdf. by email. An eligible member's agreement to a written resolution, once signified, may not be revoked. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
3. These Resolutions must be passed by June 30, 2022. If the Resolutions are not passed by such date they will lapse. The agreement of a member to these Resolutions shall be ineffective if signed after such date.