

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN SPECIAL RESOLUTIONS  
OF  
**NEON PAYMENTS LIMITED**  
(the "**Company**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006

The following written special resolutions of the members of the Company, which shall have effect as Special Resolutions and which shall be as valid and effective for all purposes as if the same had been passed at a General Meeting of the Company duly convened and held, were proposed and passed on 21 August 2019:

**SPECIAL RESOLUTIONS**

1. THAT, the existing share capital of the Company be reduced from USD156,380 divided into 156,380 Ordinary Shares of USD1.00 each, USD177,355 divided into 177,355 Series A Preference Shares and USD92,602 Series A-1 Preference Shares divided into 92,602 Series A-1 Preference Shares to USD144,349 divided into 144,349 Ordinary Shares of USD1.00 each, USD177,355 divided into 177,355 Series A Preference Shares of USD1.00 each and USD83,952 divided into 83,952 Series A-1 Preference Shares of USD1.00 each by cancelling and extinguishing 3,200 Series A-1 Preference Shares of USD1.00 each in the capital of the Company which are registered in the name of Daniel de Oliveira Benevides Santos, 2,650 Series A-1 Preference Shares of USD1.00 each in the capital of the Company which are registered in the name of Daniel Liam Rummery, 8,021 Ordinary Shares of USD1.00 each in the capital of the Company which are registered in the name of Pedro Henrique de Souza Conrade, 2,800 Series A-1 Preference Shares of USD1.00 each in the capital of the Company which are registered in the name of Júlio Cesar Dario and 4,010 Ordinary Shares of USD1.00 each in the capital of the Company which are registered in the name of Jean Martin Sigrist Junior (the "**Cancelled Shares**"),
2. AND THAT, the share premium account of the Company be reduced by USD5,382,131.33 (the "**Share Premium Reduction Amount**") from USD18,501,678.83 to USD13,119,547.50.



CHAIRMAN

