

Company No. 11215908

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

NEON PAYMENTS LIMITED
(the "Company")

Capitalised terms not otherwise defined in this notice have the definitions given to them in the amended and restated shareholders' agreement dated July 25, 2022 entered into between the Company, the Ordinary Shareholders and the Preference Shareholders and the articles of association adopted by the Company on July 22, 2022.

We, being eligible members representing all of the 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 resolutions, in the case of resolution 3, as an ordinary resolution and in the case of resolutions 1, 2 and 4, as special resolutions (each a "Resolution" and together, the "Resolutions"):

RESOLUTIONS

1. THAT the existing share capital of the Company be reduced from US\$2,289,022 divided into: (i) 122,343 Ordinary B Shares of US\$1.00 each; (ii) 287,465 Series A Preference Shares of US\$1.00 each; (iii) 148,499 Series A-1 Preference Shares of US\$1.00 each; (iv) 344,886 Series B Preference Shares of US\$1.00 each; (v) 869,495 Series C Preference Shares of US\$1.00 each; (vi) 492,692 Series D Preference Shares of US\$1.00 each; and (vii) 23,642 Series D-1 Preference Shares of US\$1.00 each, by cancelling and extinguishing:
 - (a) 2,003 Series A-1 Preference Shares of US\$1.00 each in the capital of the Company, of which (i) 1,012 are registered in the name of Joacari Investments Ltd. ("Joacari"); and (ii) 991 are registered in the name of Timugi Capital Ltd. ("Timugi"); and
 - (b) 1,409 Series D-1 Preference Shares of US\$1.00 each in the capital of the Company, of which (i) 9 are registered in the name of Joacari; and (ii) 1,400 are registered in the name of Parakalo Ltd. ("Parakalo"),

and repaying the amount paid up or credited as paid up on the cancelled shares to the holders of those shares.

2. THAT the share premium account of the Company be reduced by US\$2,074,154.80 and the amount by which the share premium account is so reduced be paid as follows:

- (a) US\$602,428.90 to Timugi;
- (b) US\$620,665.90 to Joacari; and
- (c) US\$851,060.00 to Parakalo.

3. THAT, subject to the passing of Resolution 4, in addition to all existing authorities, the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot

- (a) 1,245 Series A-1 Preference Shares of US\$1.00 each in the capital of the Company or grant rights to subscribe for, or to convert any security into Series A-1 Preference Shares in the Company to Fábio Kauss Ramalho;
- (b) 12,162 fully paid Series A-1 Preference Shares of US\$1.00 each in the capital of the Company or grant rights to subscribe for, or to convert any security into Series A-1 Preference Shares in the Company to Colmeia Crédito LLC ("Colmeia"); and
- (c) 7,546 fully paid Series D-1 Preference Shares of US\$1.00 each in the capital of the Company or grant rights to subscribe for, or to convert any security into Series D-1 Preference Shares in the Company to Colmeia,

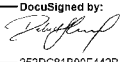
up to an aggregate nominal amount of US\$20,953.00, such authority to expire on the date which is one year from the date of the passing of this Resolution, but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted 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.

4. THAT, subject to the passing of Resolution 3 and having considered the disapplication of sections 561(1) and 562(1) to (5) (inclusive) of the Act pursuant to Article 14.2 of the articles of association of the Company, in addition to all existing authorities:

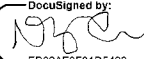
- (a) the directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by Resolution 3, free of the restriction in section 561 of the Act; and
- (b) any and all pre-emption rights to 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 Act, 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 3, be hereby waived or otherwise disappplied,

up to an aggregate nominal amount of US\$20,953.00, 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.

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Pedro Henrique De Souza Conrade


DocuSigned by:

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Norberto Lanzara Giangrande Junior

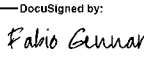
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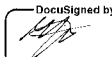
Jean Martin Sigrist Junior

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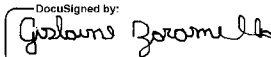
Rodrigo Clemente Barreto Salem

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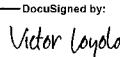
Fabio Alexandre De Almeida Gennari

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Marcelo Jose Alves De Moraes

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Gislaine Zaramella

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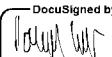
Victor Hugo Maranhao De Loyola

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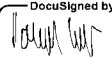
Alexandre Dias De Oliveira

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Leandro Molina Pinho

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Goldfinger Limited

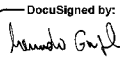
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Yellow Ventures Neon Ltd.

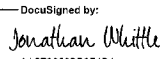
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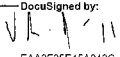
Bruno Licht

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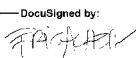
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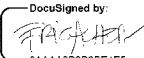
Accion Frontier Inclusion Fund, LP

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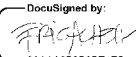
Mabi Investments Ltd.

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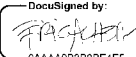
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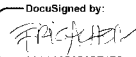
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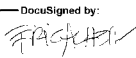
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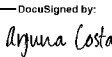
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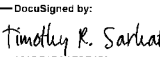
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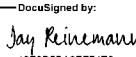
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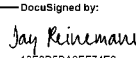
Flourish Ventures Fund LLC

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Ohana Holdings, L.L.C.

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Propel Venture Partners Global US, LP


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Propel Venture Partners Brazil US, LP


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
VC Altair Equity LLC

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
BlackRock Global Funds – Global Dynamic Equity Fund

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
BlackRock Global Allocation Collective Fund

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
BlackRock Global Allocation Fund (Australia)

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
BlackRock Global Allocation Fund, Inc.

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
BlackRock Global Funds – Global Allocation Fund

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
BlackRock Global Allocation Portfolio of BlackRock Series Fund, Inc.

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BlackRock Global Allocation V.I. Fund of BlackRock Variable Series Funds, Inc.

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BlackRock Strategic Income Opportunities Portfolio of BlackRock Funds V


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LVIP BlackRock Global Allocation Fund


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GA CV Holdings (Bermuda) Limited, acting in its capacity as general partner of GA Atlas NP Holding, L.P.


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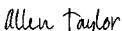
General Atlantic NP B.V.

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Fundo de Investimento em Participações BV Tech I – Multiestratégia Investimento no Exterior

DocuSigned by:

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Endeavor Catalyst III, L.P.

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Paypal, Inc.

DocuSigned by:


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Banco Bilbao Vizcaya Argentaria S.A.


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Joacari Investments Ltd.

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Timugi Capital Ltd.

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Parakalo Ltd.

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C. Entrepreneurs 2

Notes:

1. The circulation date of these Resolutions is November ³⁰_____, 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 December_____, 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.
4. A copy of the Resolutions has been sent to the auditors.