

**Kodypay Ltd (the "COMPANY")  
(Company number 11532575)**

**WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF THE COMPANY  
CIRCULATED ON 19th June 2020  
PURSUANT TO CHAPTER 2  
OF PART 13 OF THE COMPANIES ACT 2006**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed:

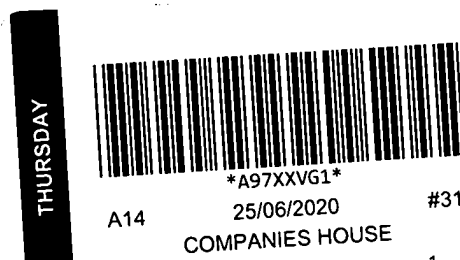
**ORDINARY RESOLUTION**

1. **THAT**, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £36.88. This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) 3 months after the date this resolution is passed, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

**SPECIAL RESOLUTIONS**

2. **THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment.
3. **THAT** the articles of association (a copy of which is attached) be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

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



**AGREEMENT**

We, the undersigned, being all the members of the Company who, at the circulation date, are entitled to vote on the resolutions at the time it was circulated, hereby irrevocably agree pursuant to section 288 of the Companies Act 2006 to the resolutions.

Signed  .....

Name of shareholder: **Yao-Yun (Yoyo) Chang**

Date **19th June 2020** .....

Signed  .....

Name of shareholder: **Yin-Ping Chang**

Date **19th June 2020** .....

Signed  .....

Name of shareholder: **Jack Michael Howell**

Date **19th June 2020** .....

Signed  .....

Name of shareholder: **Joshua Keir Roel Ferreira**

Date **19th June 2020** .....


Signed  .....

Name of shareholder: **Morgan Charles Hammans**

Date **19th June 2020** .....

Signed   
Name of shareholder: **Christopher Baker**

Date 19th June 2020

Signed   
Name of shareholder: **Bruce John Thew**

Date 19th June 2020

#### **EXPLANATORY NOTES FOR SHAREHOLDERS:**

1. If you agree to the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to [ychang@kodypay.com](mailto:ychang@kodypay.com)  
If you do not agree to the above resolutions, you do not need to do anything.
2. 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.
3. Once you have signified your agreement to the resolutions, you may not revoke your agreement.
4. Unless, by the end of the period of 28 days beginning with the circulation date more than 75% of the shareholders vote in favour of the resolutions, it will lapse. If you agree to the resolutions, please ensure that signification of your agreement reaches us before or on this date.