

Company number: 12323130

Filing Copy

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
WIREX HOLDINGS LIMITED

On 5 March 2020, the following resolutions were passed by the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006, in the case of resolutions 1 and 2, as special resolutions, and in the case of resolutions 3 and 4, as ordinary resolutions (the "Resolutions").

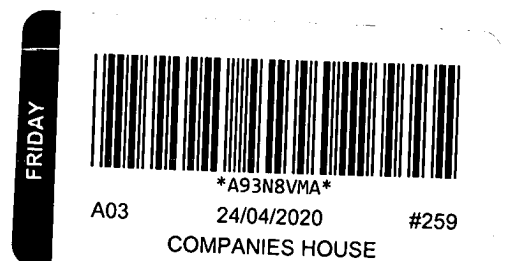
SPECIAL RESOLUTIONS

1. **THAT** the articles of association in the form annexed to these written resolutions (the "**New Articles**") be approved and adopted as the new articles of association of the Company in substitution for, and to the entire exclusion of, all existing articles of association of the Company.
2. **THAT** subject to the passing of Resolution 3, any and all pre-emption rights to which the shareholders of the Company may be entitled howsoever, including under section 561 and section 570 of the Act arising (including but not limited to under the Articles from time to time or the Act) in respect of the allotment and issue of shares or the grant of rights to subscribe for or to convert any security into shares made by the Directors pursuant to the authority conferred upon them by Resolution 3 below be and hereby are waived or otherwise disapplied.

ORDINARY RESOLUTIONS

3. **THAT** the Directors be and are hereby generally and unconditionally authorised, for the purposes of section 551 of the Act and in addition to any existing authority conferred on them, to exercise all the powers of the Company to allot shares in the Company (such shares, subject to Resolution 2 above being passed, having the respective rights and being subject to the conditions set out in New Articles (as defined below)), and/or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal value of £13,160 provided that:
 - a. unless renewed, varied or revoked by the Company, the authority granted under this Resolution shall expire five years after the passing of this Resolution; and
 - b. the Company may, before such expiry under paragraph (a) above of this Resolution, make an offer or agreement which would require shares to be allotted and/or rights to subscribe for or to convert any security into shares to be granted after such expiry and the Directors may allot such shares or grant such rights (as

4150-6910-9539



the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

4. **THAT**, the terms of the attached contract made between the Company and Dmitry Lazarichev for the purchase by the Company of 100 ordinary shares of £0.01 each in the capital of the Company for a total consideration of £1 (the "**Buyback Contract**") be approved and the Company be authorised to purchase such shares in accordance with the Buyback Contract.

Certified correct by:

.....*Dmitry Lazarichev*.....

Director of Wirex Holdings Limited