

Company Number: 13926226

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Wagestream Financial Services UK Limited (the "Company")

(passed on 18 March 2022)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed the following written resolutions be passed as special resolutions and the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agrees pursuant to section 288 of the Companies Act 2006 to the passing of the following resolutions:

SPECIAL RESOLUTIONS

IT IS RESOLVED THAT:

1. new Articles 17.2 and 17.3 shall be added to the Company's articles of association as follows:
 - 17.2 Notwithstanding anything to the contrary in these Articles or otherwise, any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on or conditions applicable to the transfer of shares contained in these articles or otherwise shall not apply to any transfer of shares where such transfer is executed by any person to whom all the shares which are the subject of that transfer have been charged by way of security, or by any nominee of such person, pursuant to a power of sale under such security, provided that such transfer is by way of enforcement of such security.
 - 17.3 Notwithstanding Articles 18 and 19, the Company shall have no lien over any shares where a security interest has been or is purported to be granted over those shares that benefits a bank or financial institution or a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a "Financial Institution") or an agent or trustee for any Financial Institution.
2. these special resolutions have effect notwithstanding any provision of the Company's articles of association.

Agreement of the eligible member

The undersigned being the eligible member on 15 March 2022 (the "Circulation Date") irrevocably agrees to the resolutions set out above:

Signed by:

DocuSigned by:

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For and on behalf of
Wagestream Ltd

Date: 18 March 2022

NOTES

1. If you agree to the Resolution, please signify your agreement by signing this document where indicated above and returning it to the Company using one of the following methods:
 - a) by DocuSign (or similar); or
 - b) by sending a scanned copy of the signed document by email to sgreenstreet@cooley.com.
2. The signed copy of this document should be returned to the Company using one of the above methods as soon as possible and, in any event, so as to be received by the Company by not later than 28 days from the Circulation date.
3. If the Resolution has not been passed by 28 days from the Circulation Date, it will lapse.
4. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
5. If you do not agree to the Resolution, you need not take any action; you will not be deemed to agree to the Resolution if you do not reply.
6. If you are signing this document on behalf of a member under a power of attorney or other authority, please send a copy of the power of attorney or other authority when returning this document to the Company.