

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PAYSAFE HOLDINGS UK LIMITED (THE "COMPANY")

(Registered number: 3202517)

2017 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions"):

SPECIAL RESOLUTIONS

1. **THAT** the issued share capital of the Company is reduced to one fully paid ordinary share of €1.00 per share, by cancelling:
  - (a) 53,061,663 fully paid ordinary shares of £1.00 per share;
  - (b) 380,454,192 fully paid ordinary shares of €1.00 per share; and
  - (c) 134,834,895 ordinary shares of €1.00 with an amount paid up of €1.138949 per share,each registered in the name of the sole member, Paysafe Group plc.
2. **THAT** the amount of €45,691,605.00 standing to the credit of the Company's share premium account is cancelled.

AGREEMENT

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

Paysafe Group plc, the undersigned, being entitled to vote on the Resolutions on the Circulation Date, irrevocably agrees to the Resolutions:

Signed:

.....

Date:

28 June 2017

For and on behalf of: ~~Paysafe Group plc~~

TUESDAY



A28 \*A6AY98GX\* 18/07/2017 #245  
COMPANIES HOUSE

## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by email to Nothando Malaba of Hogan Lovells International LLP to [nothando.malaba@hoganlovells.com](mailto:nothando.malaba@hoganlovells.com).

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received for the special resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches Nothando Malaba before or during this date.