

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
ALPHA FX LIMITED

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) the undersigned, being the sole eligible member (as defined by section 289 of the CA 2006) of the Company, signifies its agreement to and passes the following written resolutions as ordinary resolutions and special resolutions of the Company as designated below:

ORDINARY RESOLUTIONS

- 1 That the directors are generally and unconditionally authorised pursuant to section 551 of the CA 2006 to exercise all the powers of the Company to allot shares in the Company, or to grant rights to subscribe for or to convert any security into such shares (**Allotment Rights**), but so that:
 - (a) the shares that may be allotted or made the subject of Allotment Rights under this authority shall be:
 - (i) D3 ordinary shares of £0.01 each in the capital of the Company, with a maximum aggregate nominal value of £15.00; and
 - (ii) D4 ordinary shares of £0.01 each in the capital of the Company, with a maximum aggregate nominal value of £35.00,
 - (b) this authority shall expire on the fifth anniversary of the passing of these written resolutions;
 - (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and
 - (d) all unexercised authorities already vested in the directors as at the date of this resolution to allot shares or to grant Allotment Rights are revoked.

SPECIAL RESOLUTIONS

- 2 That the articles of association which are attached to these resolutions, be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.
- 3 That the directors be generally empowered pursuant to section 570 of the CA 2006 to allot equity securities (as defined in section 560 of the CA 2006) as if section 561(1) of the CA 2006

and any rights of pre-emption, however expressed, contained in the articles of association of the Company, did not apply to any such allotment.

A handwritten signature in black ink, appearing to be a stylized 'A' or similar character, positioned above the signature line.

Signature:

for and on behalf of **Alpha FX Group Plc**

Date: 23 December 2021

EXPLANATORY STATEMENT

(This explanatory statement is not part of any proposed written resolution.)

- 1 This document is proposed by the board of directors of the Company.
- 2 This document is sent to the Company's sole eligible member on 23 December 2021 (**Circulation Date**). The sole member (being the only person entitled to vote on the resolution on the Circulation Date) is the only eligible member.
- 3 For the sole eligible member to signify its agreement to this document, please follow the procedure below:
 - (a) The signatory signing for the sole eligible member must sign, must print their name beneath the signature (if it is not already printed) and must date this document.
 - (b) If that signatory is signing this document under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.
 - (c) Please hand the signed document to any director of the Company in person or return the document to the Company at Brunel Building, 2 Canalside Walk, London, England, W2 1DG.
- 4 Please note that it is not possible for the sole eligible member to withdraw its consent once this document, signed on its behalf, has been duly received.
- 5 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse.