

Company No. 07075792

## RESOLUTIONS

-of-

### RETAIL MONEY MARKET LTD

(the "Company")

In accordance with Part 13 Chapter 2 Companies Act 2006, the following resolutions were passed as written resolutions on 12 August 2020.

### SPECIAL RESOLUTIONS

- 1 The articles of association attached to this written resolution be and are hereby adopted as the new articles of association of the Company (the "**New Articles**") in substitution for, and to the exclusion of, the existing articles of association of the Company immediately upon this special resolution being passed.
- 2 The directors be generally and unconditionally authorised pursuant to s.551 of the Act to exercise all the powers of the Company to allot shares (of any class) in the capital of the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Relevant Securities**"), up to an aggregate nominal amount of £14,414,743.14 for a period expiring (unless previously revoked, varied or renewed) on 30 June 2025, but the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.
- 3 Conditional on the special resolution in (1) above being passed, and immediately upon the adoption of the New Articles becoming effective between the Company and its shareholders (the "**Effective Date**"), the variation of any rights attaching to the A Shares and B ordinary shares of £0.000001 each in the capital of the Company as a result of the adoption of the New Articles, the allotment and issue of the New C Shares and any conversion of A Shares into A1 ordinary shares of £0.000001 each in the capital of the Company ("**A1 Shares**") following any exercise of the right provided for under Article 31.2 of the New Articles be and are hereby approved.
- 4 Conditional on the special resolution in (1) above being passed, three days after the Effective Date, the sum of £14,414,743.14, being part of the amount standing to the credit of the Company's share premium account be capitalised and appropriated as capital to and amongst the persons registered at the close of business two days after the Effective Date as the holders of 5,414,212 issued A shares of £0.000001 each in the capital of the Company (the "**A Shares**") (excluding, for the avoidance of doubt, any A Shares in respect of which a notice for their conversion into A1 Shares (as defined below) has been received by the Company pursuant to Article 31.2 of the New Articles) and the directors be and are hereby authorised and directed to apply such sum on behalf of such persons in paying up in full 5,414,212 new C shares of £2.662389 each (the "**New C Shares**") in the capital of the Company, such shares to be allotted and issued, credited as fully paid, to and amongst such holders of A Shares in the proportion of 1 New C Share for every 1 A Share then held by them respectively, and so that the New C Shares shall rank prior to all other shares on any distribution, return of capital or winding up of the Relevant Assets (as defined in the New Articles) and any distribution, return of capital or winding up of Relevant Assets shall be made only to holders of New C Shares.

*Harry Russell*  
Director

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15/08/2020

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