

TransferWise Ltd

**(Registered Number 07209813)
(the "Company" or "TWL")**

Written Resolutions of the Members of the Company

Circulation date: 21 June 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the Directors propose that the following resolutions are passed (the "**Resolutions**"). Resolutions 1 to 7 are proposed as ordinary resolutions. Resolutions 8 to 10 are proposed as special resolutions.

In this written resolution, "**Shareholders**" means the shareholders of TransferWise Ltd whose names and addresses are set out in the table in the Schedule hereto, excluding the shareholder named Kristo Käärmann.

ORDINARY RESOLUTIONS

1 That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to a nominal amount of £50,021.595859814, such authority to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire on 31 December 2021 but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this Resolution has expired.

2 That each:

- (i) ordinary share of £0.00001 in the share capital of the Company;
- (ii) seed preferred share of £0.00001 in the capital of the Company;
- (iii) series A preferred share of £0.00001 in the capital of the Company;
- (iv) series B preferred share of £0.00001 in the capital of the Company;
- (v) series C preferred share of £0.00001 in the capital of the Company;
- (vi) series D preferred share of £0.00001 in the capital of the Company; and
- (vii) series E preferred share of £0.00001 in the capital of the Company,

be and is hereby re-designated as a class A ordinary share of £0.00001, each such class A ordinary share of £0.00001 having the same rights and being subject to the same restrictions as the class A ordinary shares in the capital of the Company as set out in the Articles of Association to be adopted pursuant to Resolution 9.

3 That each of the existing class A ordinary shares of £0.00001 in the capital of the Company in issue and as shown in the register of members of the Company (including any such shares held as treasury shares) on 22 June 2021 after the conversions described at Resolution 2



have taken place (or such other time and/or date as the Directors may determine) be and is hereby sub-divided into 26 new class A ordinary shares of £0.000000384615384615385 each in the capital of the Company, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing class A ordinary shares in the capital of the Company as set out in the Articles of Association to be adopted pursuant to Resolution 9.

- 4 That a dividend of £750,000 be declared and paid by the Company to its sole member at the time of such dividend.
- 5 That the terms of a proposed contract between: (i) Wise plc (formerly known as 456 NewCo plc); and (ii) the Company providing for the purchase by the Company from Wise plc of all of the class B ordinary shares in the Company (a draft of which is attached to this Resolution) be and are hereby approved and authorised for the purposes of Section 694 of the Act and otherwise but so that such approval and authority shall expire five years after the date on which this Resolution is passed.
- 6 That a distribution be declared and made by the Company to its sole member at the time of such distribution consisting of the transfer of the entire issued share capital of Wise Financial Holdings Ltd (formerly known as 456 Holdco Limited).
- 7 That a distribution be declared and made by the Company to its sole member at the time of such distribution consisting of the transfer of the entire issued share capital of TINV Ltd.

SPECIAL RESOLUTIONS

- 8 That, subject to the passing of Resolution 1, the Directors be empowered to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by Resolution 1 up to a nominal amount of £20.19697 as if Section 561(1) of the Act did not apply to any such allotment.
- 9 That the Articles of Association in the form attached to this Resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.
- 10 That the name of the Company be changed to Wise Payments Limited.

AGREEMENT

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

The undersigned, being persons entitled to vote on the Resolutions on 21 June 2021, hereby irrevocably agree to all of the Resolutions:

Signed by **KRISTO KÄÄRMANN**

Date

DocuSigned by:
Kristo Käärmann
96D57D1FC175412...
21 June 2021

Signed by Kristo Käärmann

as attorney for the **SHAREHOLDERS**

Date

DocuSigned by:
Kristo Käärmann
96D57D1FC175412...
21 June 2021

NOTES:

- 1 If you agree with the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in one of the following ways
 - **By Hand:** delivering the signed copy to Wise CoSec Team, 6th Floor Tea Building, 56 Shoreditch High Street, London, United Kingdom, E1 6JJ.
 - **Post:** returning the signed copy by post to Wise CoSec Team, 6th Floor Tea Building, 56 Shoreditch High Street, London, United Kingdom, E1 6JJ.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to: george.davie@linklaters and pippa.leadley@linklaters.com.
- 2 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.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, by midnight on 19 July 2021, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number **7209813**

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

TRANSFERWISE LTD

a company incorporated as private limited by shares; having its registered
office situated in England and Wales; has changed its name to:

WISE PAYMENTS LIMITED

Given at Companies House on **25th June 2021**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**