

Company Number: 07368809

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
MONEY CONCIERGE LTD (THE "COMPANY")

The directors of the Company propose the following resolutions (the "**Resolutions**") to be passed as written resolutions of the Company under Chapter 2 of Part 13 Companies Act 2006. The Resolutions are proposed as ordinary and special resolutions (where indicated).

ORDINARY RESOLUTIONS

1. THAT 1,376,268 ordinary shares of £0.01 held in the issued share capital of the Company by the shareholders set out below be re-designated into 1,376,268 B ordinary shares of £0.01 each:
 - 1.1 514,018 ordinary shares of £0.01 each held in the capital of the Company by Benjamin Rawson; and
 - 1.2 862,250 ordinary shares of £0.01 each held in the capital of the Company by Lord David Brownlow.
- 2 THAT the creation of new classes of C shares of £0.01 each and D shares of £0.01 each in the share capital of the Company with the rights attached as set out below be approved:
 - 2.1 C Shares
 - 2.2 D Shares
- 3 THAT, in accordance with section 551 of the 2006 Act, the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £77,635.22, being exclusive of all issued shares as at the date this resolution is passed, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

SPECIAL RESOLUTION

- 4 THAT, subject to the passing of the resolution 3 above in accordance with section 570 of the 2006 Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 3, as if section 561 of the 2006 Act or any restrictions under the articles of association of the Company, did not apply to any such allotment, provided that this power shall:

4.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £77,635.22; and

4.2 expire on 9/11/2025 ~~October 2020~~ (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. BMW

By order of the Board

Peter Deane

.....
Director

Registered in England and Wales no. 07368809

Registered office: Britannia House, Caerphilly Business Park, Caerphilly, Wales, CF83 3GG

Circulation Date: 10 November 2020. The Resolutions will lapse if not passed before the end of the period of 28 days beginning with the Circulation Date.

AGREEMENT

We, the undersigned, being the members of the Company who are entitled to vote on the Resolutions on the Circulation Date, hereby signify our agreement to the Resolutions.

Peter Deane
PETER SHAUN DEANE

10 November 2020
DATED

RA Bavin
RUSSELL ALEXANDER BAVINTON

10 November 2020
DATED

C J Airey
CHRISTOPHER AIREY

10 November 2020
DATED

G Evans
GRAHAM EVANS

10 November 2020
DATED

JEREMY LEIGH PEMBERTON

DATED

David Brownlow
LORD DAVID BROWNLOW

10 November 2020
DATED

Benjamin Rawson
BENJAMIN RAWSON

10 November 2020
DATED

AGREEMENT

We, the undersigned, being the members of the Company who are entitled to vote on the Resolutions on the Circulation Date, hereby signify our agreement to the Resolutions.

PETER SHAUN DEANE

DATED

RUSSELL ALEXANDER BAVINTON

DATED

CHRISTOPHER AIREY

DATED

GRAHAM EVANS

DATED


JEREMY LEIGH PEMBERTON

10 November 2020
DATED

LORD DAVID BROWNLOW

DATED

BENJAMIN RAWSON

DATED

NOTE

- 1 You may signify your agreement to the Resolution by sending (or by someone acting on your behalf sending) to the Company a document (in hard copy form or in electronic form) stating your name, referring to the Resolution and indicating your agreement to them. That may include:
 - 1.1 signing a hard copy of this document and sending it by post or delivering it by hand to the Secretary, any director, the Company's solicitors EMW or the registered office;
 - 1.2 signing a hard copy of this document and either scanning it using a commonly-used file format and sending it by email to a current email address of any of the people listed in 1.1;
 - 1.3 sending an email to any of those addresses stating your name, referring to the Resolution and that you agree to the Resolution.
- 2 If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.