

COMPANY NUMBER 07485300

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

VOUCHEDFOR LTD ("COMPANY")

Circulation Date: 14 September 2023

This document contains proposed written resolutions (**Resolutions**) of the Company pursuant to Chapter 2 Part 13 of the Companies Act 2006 (the **Act**) proposed by the directors of the Company (the **Directors**) for approval by you as a member of the Company. Resolution A is proposed as a special resolution. Resolution B is proposed as an ordinary resolution.

SPECIAL RESOLUTION

A. AMENDING ARTICLES OF ASSOCIATION

THAT with effect from the conclusion of the meeting the articles of association of the Company be amended by deleting article 22.10 and replacing it with the following new article 22.10:

"On any person, following the issue of a Drag Along Notice, becoming a Shareholder of the Company pursuant to the exercise of a pre-existing option to acquire shares in the Company or pursuant to the conversion of any convertible security of the Company (a "New Shareholder"), a Drag Along Notice shall be deemed to have been served on the New Shareholder on the same terms as the previous Drag Along Notice. The New Shareholder shall then be bound to sell and transfer all Shares acquired by them to the Proposed Purchaser (or as the Proposed Purchaser may direct) and the provisions of this Article 22 shall apply with the necessary changes to the New Shareholder, except that completion of the sale of the Shares shall take place on the Completion Date or immediately upon the New Shareholder becoming a Shareholder of the Company, if later."

ORDINARY RESOLUTION

B. AUTHORITY TO ALLOT

*THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company 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 £80.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2027, 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 revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

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 above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed  Date: 14-09-23
DocuSigned by: A8CD35BF54A5451...
Octopus Administrative Services Limited
acting by its director **Simon Andrew Rogerson**

Signed  Date: 22-09-23
DocuSigned by: 6F9B25032EBB4B6...
Samos Investments (Jersey) LP
acting by its general partner
Samos Investments Jersey General Partner Limited
acting by its director ~~Thomas Pearl~~
James Perchard

Signed Date:.....
Adam Price

Signed Date:.....
Andrin Bachman

Signed Date:.....
Matthew Jonathan Cooper

Signed Date:.....
Robert Cranborne

Signed Date:.....
Matt Denman

Signed Date:.....
Shan Drummond

Signed Date:.....
Richard Fidler

Signed Date:.....
Mark Hawkins

Signed Date:.....
Kate Hulme

Signed Date:.....
Gregory Jackson

Signed Date:.....
Thomas Jordan

Signed Date:.....
Douglas Monro

Signed
Michael Piddock

Date:.....

Signed
David Pitman

Date:.....

Signed
William Reeve

Date:.....

Signed
Mark Soonaye

Date:.....

Signed
Thomas Hogg

Date:.....

Signed
Richard Skinner

Date:.....

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 using one of the following methods:
 - **By hand:** delivering the signed copy to VouchedFor Ltd, 8 Waldegrave Road, Teddington, Middlesex, TW11 8HT;
 - **By post:** returning the signed copy by post to VouchedFor Ltd, 8 Waldegrave Road, Teddington, Middlesex, TW11 8HT;
 - **Email:** attaching a scanned copy of the signed document to an email and sending it to adam.price@vouchedfor.co.uk. Please type "Written resolutions of VouchedFor Ltd" in the email subject box; or
 - **Electronic signing platform:** returning the signed copy in accordance with the instructions sent to you by email via *DocuSign*. If you do not agree to a Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.

You may not indicate your agreement to a Resolution by any other method.

2. Once you have indicated your agreement to a Resolution, you may not revoke your agreement.
3. Unless sufficient agreement has been received for a Resolution to pass, it will lapse. If you agree to a Resolution, please ensure that your agreement reaches the Company (using one of the methods in paragraph 1 above) before or during this date.
4. 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.
5. 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.