

Company number 09044866

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
OPTIMUS CARDS UK LIMITED (the "Company")

Circulation date: *22 November 2022*

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the directors of the Company (the "Directors") propose that the resolution below is passed as a special resolution (the "Resolution").

SPECIAL RESOLUTION

1 Disapplication of Pre-emption Rights within articles of association ("Articles")

THAT, in accordance with article 8.2(a) of the Company's Articles, the Directors be generally empowered to allot shares as if article 8.2 did not apply to any such allotment, provided that this power shall

- (a) be limited to the allotment of shares up to an aggregate nominal amount of £8,387,121; and
- (b) expire on 31 January 2023 (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 shares to be allotted after such expiry.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by Uphold Europe Limited acting by
SIMON MCLOUGHLIN, director and
corporate representative



Date:

22 November 2022