

Company number 09044866

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

OPTIMUS CARDS UK LIMITED (the "Company")

Circulation date: ~~24/06/2023~~ 27/07/2023

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 £2,050,000; and
- (b) expire on 31 July 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:


.....
27/07/2023
.....

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- By hand or post: delivering the signed copy to Seth Ramli, Needle Partners Limited, Suite 3c, Chapel Allerton House, 114 Harrogate Road, Leeds LS7 4NY; or
- Email: by attaching a scanned copy of the signed document to an email and sending it to zohra.majeed@needlepartners.com. Please type "OCUL Written Resolution" in the email subject box.

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.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless within 28 days of the date of the Resolution, sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date. For the avoidance of doubt, the 28-day period includes the Circulation Date itself and the 28th day.

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.