

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
PENSIONBEE LIMITED (the "Company")

On 24 February, 2021, the following written resolutions were passed as an ordinary resolution in respect of resolution 1 and 2 and a special resolution in respect of resolution 3 in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

Capitalised terms herein shall have the meanings ascribed thereto in the Articles of Association of the Company, as adopted and amended as of the date hereof, unless otherwise defined herein.

A. BACKGROUND

WHEREAS, it is proposed that the Company allot in aggregate 1,292 (one thousand two hundred and ninety two) ordinary Shares of £0.001 each in the capital of the Company to the persons listed in Annex I hereto (each such investor, a "**Relevant Investor**" and together, the "**Relevant Investors**") for an aggregate subscription amount of £1,636,434.28 (one million six hundred and thirty six thousand, four hundred and thirty four pounds sterling and twenty eight pence) and otherwise on the terms set out in (i) that certain pro-forma subscription deed, to be entered into by and between, the Company and the Relevant Investor in the form prescribed by that certain investment agreement, dated 31 July 2020, entered into by and between, amongst others, the Company and various shareholders of the Company (the "**Investment Agreement**") pursuant to which each Relevant Investor shall subscribe for its proposed allotment of Ordinary shares in the Company on the terms set out therein and otherwise in the form circulated with these resolutions (the "**Pro Forma Subscription Deed**") and (ii) that certain pro-forma accession deed, to be entered into by and between, the Company and the Relevant Investor in the form prescribed by the Investment Agreement pursuant to which each Relevant Investor shall accede to the terms of the Investment Agreement and otherwise in the form circulated with these resolutions (the "**Pro Forma Accession Deed**"), and the matter described here before, the "**Additional Investor Allotments**";

WHEREAS, it is a condition precedent to the Additional Investor Allotments, that the below ordinary and special resolutions be approved by the Shareholders which shall approve the terms of the Additional Investor Allotments, the terms of the documentation for effecting the Additional Investor Allotments and the waiver of any and all pre-emption rights held by Shareholders pursuant to Article 6 of the Articles of Association of the Company, as adopted and amended as of the date hereof and as may be amended from time to time;

WHEREAS, it is noted to Shareholders, that any approval of the waiver of pre-emption rights in the written resolutions below is a waiver of the rights of all Shareholders to exercise any pre-emption rights in respect of the Additional Investor Allotments.

B. WRITTEN RESOLUTIONS

ORDINARY RESOLUTIONS

1. In accordance with clause 10(a) of the Investment Agreement (as defined above) the Directors are authorised to allot 1,292 (one thousand two hundred and ninety two) ordinary Shares of £0.001 each in the capital of the Company to the Relevant Investors in each case in such number as is specified adjacent to their name in Annex I hereto, on the terms (other than as to the number of Ordinary shares to be subscribed for and allotted to each Relevant Investor and the corresponding subscription amount to be paid by each Relevant Investor, which in each case shall be as specified for such Relevant Investor in Annex I hereto) as set out in: (A) the Pro Forma Subscription Deed

and (B) the Pro Forma Accession Deed, in each case as adjusted for any minor amendment as any Director may in his or her absolute discretion think necessary or desirable; and

2. That any Director is otherwise authorised on behalf of the Company to undertake all things and execute and enter into such agreements, issue such certificates, make such representations, or give such warranties and undertakings as are in each case considered by such Director necessary to effect the Additional Investor Allotments.

SPECIAL RESOLUTION

3. That, subject to the passing of resolutions 1 and 2 above as ordinary resolutions, Articles 6.2, 6.3 and 6.4 (*Allotment of new shares or other securities: pre-emption*) of the Articles of Association of the Company, as adopted and amended as of the date hereof and as may be amended from time to time, in their entirety, with respect to the Additional Investor Allotments are hereby irrevocably waived and that no Shareholder shall hold any pre-emption rights arising out of or with respect to the Additional Investor Allotments or the issue of any Shares pursuant to the Additional Investor Allotments.



Director

Annex I – Table of Relevant Investors

Investor Name	Subscription Shares	Investment Amount
Ivan Gowan	23	29,131.57
Tim Tookey	39	49,397.01
Chadi Moubarak	63	79,795.17
Manuel Porras	15	18,998.85
Olga Pirog	3	3,799.77
Kenechukwu Ejikeme	29	36,731.11
Ifeoma Ejikeme	29	36,731.11
Henry Richards	10	12,665.90
Laura Haldane	157	198,854.63
Olivier Belaich	197	249,518.23
Said Boujnah	39	49,397.01
Yakov Sadovskii	15	18,998.85
Sam Morgan	197	249,518.23
Leonard Picardo	27	34,197.93
Nolh Clements	39	49,397.01
Boris Gowan	29	36,731.11
Pedro Batista	19	24,065.21
Craig Pollard	19	24,065.21
Michael Murray	39	49,397.01
Adrian Carr	19	24,065.21
Martin Appiah	19	24,065.21
Laila Riad	118	149,457.62
Dirk Keijer	78	98,794.02
Majid Sebti	70	88,661.30
Total	1,292	£1,636,434.28