

Company number: 09362667

**SPECIAL RESOLUTION**

of

**TODAYTIX, LTD. (the "Company")**

**PRIVATE COMPANY LIMITED BY SHARES**

**Passed on 10 December 2020**

Notice is hereby given that, on 10 December 2020, the following resolution was passed as a special resolution

**SPECIAL RESOLUTION**

**THAT** the articles of association of the Company be amended by inserting a new article as follows:

"10.3 Notwithstanding anything contained in these articles, the directors of the company may not decline to register any transfer of shares in the company and may not suspend any registration thereof, where that transfer is:

- (a) to a Secured Party;
- (b) is delivered to the company for registration by a Secured Party in order to perfect its security over the shares; or
- (c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

and, furthermore, notwithstanding anything to the contrary contained in these articles no transferor of any shares in the company (or proposed transferor of those shares) and no Secured Party shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the company or any of them, and no such shareholders shall have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything contained in these articles, the company and the directors shall not be entitled to exercise any lien which the company has in respect of those shares."

and by inserting a new definition of Secured Party as follows:

"**"Secured Party"** means a bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets to which a security interest (including by way of mortgage or charge) has been granted over shares in the company and any affiliate of any such person, an agent or trustee acting for any such person or such affiliate or a nominee of any of the foregoing".

