

Company number: 09790070

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
TRANSFERGO HOLDINGS LIMITED

It is confirmed that in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of TransferGo Holdings Limited (the "Company") proposed that the following resolutions be passed, in the case of resolution 1, as an ordinary resolution, and in the case of resolution 2, as a special resolution (the "Resolutions").

The Resolutions were circulated on the 25th March 2022 to all of the Company's shareholders entitled to attend and vote at a general meeting of the Company. It is confirmed that the Resolutions were passed as Ordinary/Special resolutions (as the case may be) by the shareholders on the 30th March 2022:

ORDINARY RESOLUTION

1.	<p>THAT the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £11.899, provided that:</p> <ul style="list-style-type: none"> • the authority granted under this resolution shall expire five years after the passing of this resolution; and • the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. <p>This authority shall be in addition to all subsisting authorities.</p>
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SPECIAL RESOLUTION

2	THAT subject to Resolution 1 above being passed, the pre-emption rights contained in the articles of association of the Company or otherwise shall not apply to the allotment and issue of shares or the grant of rights to subscribe for or to convert any security into shares, made by the directors pursuant to the authority conferred upon them pursuant to Resolution 1 above.
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Certified correct by a Director for and on behalf of OHS Secretaries Ltd:

Shawn Atkinson

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Secretary of TRANSFERGO HOLDINGS LIMITED