

Company Number: 09846804

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BFINANCE GROUP HOLDINGS LIMITED (the "Company")

..... 8 February 2023 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below be passed as a special resolution and resolutions 2 and 3 below be passed as ordinary resolutions (together, the "Resolutions").

SPECIAL RESOLUTION

- 1 THAT, the articles of association appended to these resolutions be approved and adopted as the new articles of association of the Company, in substitution for and to the exclusion of the Company's existing articles of association.

ORDINARY RESOLUTIONS

- 2 THAT, subject to resolution 1 being duly passed, the 6,500 B2 ordinary shares of £0.20 each be sub-divided into 1,300,000 B2 ordinary shares of £0.001 each, having such rights as set out in the Company's new articles of association.
- 3 THAT, subject to resolutions 1 and 2 being duly passed, the 65,161 A ordinary shares of £0.001 each, the 11,504,056 A preference shares of £0.001 each, the 6,473,694 B preference shares of £0.001 each, the 28,338 B1 ordinary shares of £0.001 each, the 1,300,000 B2 ordinary shares of £0.001 each, the 24,154 C ordinary shares of £0.001 each, and the 5 D ordinary shares of £0.001 each in the issued share capital of the Company be re-designated as 19,395,408 ordinary shares of £0.001 each in the issued share capital of the Company.

AGREEMENT

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

We, the undersigned, being the sole shareholder of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

DocuSigned by:
David Vafai
.....7DDEE4F18B7A149D.....
Signed for and on behalf of
HAMSARD 3689 LIMITED

Date 8 February 2023
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NOTES

1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of the Resolutions. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- (a) By Hand: delivering the signed copy to the registered office of the Company.
- (b) Post: returning the signed copy by post to the registered office of the Company.
- (c) Email: by attaching a scanned copy of the signed document to an e-mail and sending it to Mahdi Siddique at mahdi.siddique@squirepb.com. Please enter "Written Resolution" in the e-mail subject box.

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
- 3 Where, by the date being 28 days following the Circulation Date, insufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to these Resolutions, please indicate your agreement and notify us as soon as possible.
- 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 other authority when returning this document.