

The Companies Act 2006

Private company limited by shares

Company Number: 09873335

WRITTEN RESOLUTIONS AND CLASS CONSENT

of
CREDIT KUDOS LIMITED
(the **Company**)

WEDNESDAY



A920XXWR
A09 01/04/2020 #94
COMPANIES HOUSE

30 MARCH 2020 (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**) and the articles of association of the Company (**Articles**), the directors of the Company (the **Directors**) propose that the following resolutions be passed as ordinary or special resolutions (as indicated) (the **Resolutions**).

In accordance with section 630 of the Act, the Directors propose that any variation of the class rights attaching to the B ordinary shares of £0.00001 each in the capital of the Company (**B Ordinary Shares**) pursuant to Resolution 3 be approved by written consent of the holders of B Ordinary Shares (the **Class Consent**).

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot C preference shares in the capital of the Company (**Shares**) or grant rights to subscribe for or to convert any security into Shares (**Rights**) up to an aggregate nominal amount of £125 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years after the passing of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require Shares to be allotted or Rights to be granted and the Directors may allot Shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of Resolution 1 and in accordance with article 31 of the Articles, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1, as if the pre-emption rights set out article 31 of the Articles did not apply to any such allotment, provided that this power shall: (i) be limited to the allotment of equity securities up to an aggregate nominal amount of £125; and (ii) expire on the date falling five years after the passing of this Resolution (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 equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.
3. **THAT** the new articles of association of the Company in the form annexed to these Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing Articles.

WRITTEN CONSENT RELATING THE VARIATION OF CLASS RIGHTS





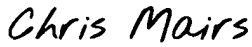

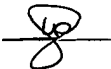

In accordance with section 630 of the Act, the undersigned, being the holders of not less than three quarters in nominal value of the issued B Ordinary Shares, hereby irrevocably consent to and sanction the passing of Resolution 3 and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the B Ordinary Shares as a class of shares that will or may be effected thereby.


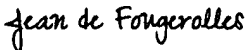



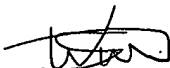



AGREEMENT

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

The undersigned, being the persons entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Those of the undersigned who are holders of B Ordinary Shares hereby irrevocably agree to provide the Class Consent:

 <hr/> FREDERICK KELLY Date: 30 MARCH 2020	 <hr/> MATTHEW SCHOFIELD Date: 30 MARCH 2020
 <hr/> duly authorised signatory for and on behalf of: ENTREPRENEUR FIRST L.P. Date: 30 MARCH 2020	 <hr/> duly authorised signatory for and on behalf of: COLLECTOR VENTURES 1 KOMMANDITBOLAG Date: 30 MARCH 2020
 <hr/> CHRIS MAIRS Date: 30 MARCH 2020	 <hr/> GORDON ASHWORTH Date: 30 MARCH 2020
 <hr/> WILLEM GUSTAAF STEPHAN VAN VLIET Date: 30 MARCH 2020	 <hr/> TIM JACKSON Date: 30 MARCH 2020

 <hr/> duly authorised signatory for and on behalf of: ENTREPRENEUR FIRST NEXT STAGE L.P. Date: 30 MARCH 2020	 <hr/> duly authorised signatory for and on behalf of: FAIR BY DESIGN (GP) LTD. ACTING IN ITS CAPACITY AS GENERAL PARTNER OF THE FAIR BY DESIGN VENTURE LIMITED PARTNERSHIP Date: 30 MARCH 2020
 <hr/> CHARLES SONGHURST Date: 30 MARCH 2020	 <hr/> JOHN MCANDREW Date: 30 March 2020
<hr/> GRAHAM LUND Date:	 <hr/> TOBY VAN DER MEER Date: 30 MARCH 2020
 <hr/> SARAH WILLINGHAM-TOXVAERD Date: 30 MARCH 2020	 <hr/> RICHARD WILLIAMS Date: 30 MARCH 2020
 <hr/> ALISTAIR GATES Date: 30 MARCH 2020	 <hr/> LEONID GLUZMAN Date: 30 MARCH 2020

<p><i>maria homer</i></p> <hr/> <p>MARIA POLA HOMER Date: 30 MARCH 2020</p>	<p><i>Michael James Brown</i></p> <hr/> <p>MICHAEL JAMES BROWN Date: 30 MARCH 2020</p>
<p><i>Kelvin Malayapillay</i></p> <hr/> <p>KELVIN DESMOND MALAYAPILLAY Date: 30 MARCH 2020</p>	<p><i>Louis Rix</i></p> <hr/> <p>JONATHAN LOUIS RIX Date: 30 MARCH 2020</p>
<p><i>Reg Rix</i></p> <hr/> <p>REGINALD RIX Date: 30 MARCH 2020</p>	<p><i>Stephan Wilcke</i></p> <hr/> <p>STEPHAN WILCKE Date: 30 MARCH 2020</p>
<p><i>Richard Carter</i></p> <hr/> <p>RICHARD CARTER Date: 30 MARCH 2020</p>	<p><i>Serge Chiaramonte</i></p> <hr/> <p>SERGE CHIARAMONTE Date: 30 MARCH 2020</p>
<p><i>Abraham Smith</i></p> <hr/> <p>ABRAHAM SMITH Date: 30 MARCH 2020</p>	<p><i>Fred Rizzo</i></p> <hr/> <p>FRED RIZZO Date: 30 MARCH 2020</p>

<i>Adrian Mitri</i> <hr/> ADRIAN MITRI Date: 30 MARCH 2020	<i>W.B.</i> <hr/> WILLIAM BROOKS Date: 30 MARCH 2020
<i>William Martin</i> <hr/> WILLIAM MARTIN Date: 30 MARCH 2020	

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and return to the Company by email to freddy@creditkudos.com or by post/by hand to Frederick Kelly, 4 Bath Place, London, EC2A 3DR.

You may agree to all the Resolutions or none of the Resolutions, but not just some of them. 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. Unless, by the date falling 28 days after the Circulation Date (as set out above), sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
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.
6. Only the signature hereto by holders of B Ordinary Shares shall count towards the required threshold for the passing of the Class Consent.