In accordance with Section 637 of the Companies Act 2006.

SH10
Notice of particulars of variation of rights attached to shares

Companies House

✓ **What this form is for**
You may use this form to give notice of particulars of variation of rights attached to shares.

✗ **What this form is NOT for**
You cannot use this form to give notice of particulars of variation of class rights of members of a company without share capital. To do this, please use form SH12.

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

Company number: 1 0 2 7 8 2 5 1

Company name in full: TRUELAYER LIMITED

→ **Filling in this form**
Please complete in typescript or in bold black capitals.
All fields are mandatory unless specified or indicated by *

2 Date of variation of rights

Date of variation of rights: d1 d1 m0 m3 y2 y0 y2 y1

3 Details of variation of rights

Please give details of the variation of rights attached to shares.

Variation: Please see continuation page.

Continuation pages
Please use a continuation page if you need to enter more details.

4 Signature

I am signing this form on behalf of the company.

Signature

Signature

X DocuSigned by: Francesco Simoneschi E2747833517B46B... X

This form may be signed by:
Director ❶, Secretary, Person authorised ❷, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager.

❶ **Societas Europaea**
If the form is being filed on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership.

❷ **Person authorised**
Under either Section 270 or 274 of the Companies Act 2006.

SH10
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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have entered the date of variation of rights in section 2.
- ☐ You have provided details of the variation of rights in section 3.
- ☐ You have signed the form.

Important information

Please note that all information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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SH10 – continuation page

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3 Details of variation of rights

Please give details of the variation of rights attached to shares.

Variation

The following shares have been redesignated as 2,080,293 ordinary shares in TrueLayer Limited of $0.000001 each:

(i) 6,956 A ordinary shares of $0.000001;
(ii) 296,135 series seed shares of $0.000001;
(iii) 364,269 A preference shares of $0.000001;
(iv) 531,765 B preference shares of $0.000001; and
(v) 881,168 C preference shares of $0.000001.

As part of the adoption of the company's new articles of association on 11 March 2021, the rights of all ordinary shares of the company (including those following the redesignation described above) were varied and the following rights attach to the ordinary shares as set out in the company's articles of association:

1) The holders of ordinary shares shall have the right to receive notice of a general meeting of the company and the right to attend, speak and vote at any such general meeting. The right to vote is on the basis of one vote on a show of hands or, on a poll, on the basis of one vote per share held.

2) Each ordinary share is entitled pari passu to dividend payments or any other distribution that is approved in accordance with the company's articles.

3) Each ordinary share is entitled pari passu to participate in a distribution arising from a winding up of the company.

4) The ordinary shares are not redeemable.