

COMPANIES ACT 2006  
SPECIAL/WITTEN/ORDINARY RESOLUTION

Company number: 10278251

Company name: TRUELAYER LIMITED

On the 12<sup>th</sup> day of August 2020 the following special/written/ordinary resolution  
was agreed and passed by the members:

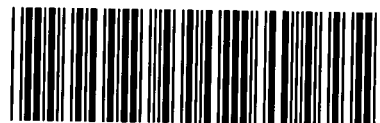
*Please see enclosed resolutions.*

Signed



LUCA MARTINETTI

THURSDAY



\*A9CBDMWA\*

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27/08/2020

#46

COMPANIES HOUSE

Company number: 10278251

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**TRUELAYER LIMITED** (the "Company")

**3 August 2020** (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolutions 1 and 2 below are passed as **Ordinary Resolutions** and resolutions 3 and 4 below are passed as **Special Resolutions** (the "Resolutions"):

**ORDINARY RESOLUTIONS**

**Resolution 1**

THAT the creation by the Company of the unsecured convertible loan notes (the "**Convertible Loan Notes**") to be constituted by a convertible loan note instrument substantially in the form annexed hereto (with such changes as any director of the Company may approve) (the "**Instrument**") be and is hereby approved, and the Company be generally and unconditionally authorised to issue Convertible Loan Notes to certain noteholders (the "**Noteholders**") up to an aggregate principal amount of \$25.2 million.

**Resolution 2**

THAT in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot or to grant rights to subscribe for or to convert any security up to a maximum of \$1.20 in nominal amount of shares in the Company comprising C preference shares and/or ordinary shares of \$0.000001 each to such persons and on such terms and in such manner as the directors in their absolute discretion deem fit at any time or times, pursuant to the Instrument, in the period of five (5) years from the date of these Resolutions; **PROVIDED THAT** such authority shall allow the Company to make an offer or agreement during such period which would or might require any of the said shares to be allotted after the expiry of such period and that the directors may allot such shares in pursuance of such offer or agreement as if the authority conferred hereby had not so expired.



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COMPANIES HOUSE

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## **SPECIAL RESOLUTIONS**

### **Resolution 3**

THAT the directors of the Company be and are empowered for the purposes of Section 570 of the Act to issue the Convertible Loan Notes and allot equity securities (as defined by Section 560 of the Act) pursuant to the authority conferred by Resolutions 1 and 2 above, and Section 561 of the Act and any other right of pre-emption howsoever arising (including, but not limited to the rights of pre-emption contained in the articles of association of the Company) of the shareholders of the Company in respect of such allotment and issue of the Convertible Loan Notes under Resolution 1 and the allotment and issue of C preference shares and/or ordinary shares in the Company (on conversion of the Convertible Loan Notes) under Resolution 2 are hereby waived or otherwise disapplied.

### **Resolution 4**

THAT, in connection with the planned restructuring (the "**Restructuring**") of the Company involving the establishment of a new holding company ("**TopCo**") as a parent of the Company and (as part of the Restructuring) the redemption of the Convertible Loan Notes outstanding at that time by the Company and simultaneous issuance of new convertible loan notes ("**New Notes**") to the Noteholders, equal in principal amount to the Notes then outstanding, deemed paid up in full and on the same terms and conditions (to the extent practicable) as those set out in the Instrument, by TopCo, we will give all consents and pass all resolutions required in our capacity as shareholders of the Company and TopCo (as the case may be), as necessary (i) in respect of the redemption of the Convertible Loan Notes by the Company and (ii) to authorise and effect the creation and issuance of the New Notes by TopCo in accordance with the terms of the Instrument.

## NOTES

1. Eligible members are the members who would have been entitled to vote on the resolutions on the Circulation Date, which is 3 August 2020.
2. The procedure for signifying agreement by eligible members to written resolutions is as follows:
  - i. A member signifies his agreement to proposed written resolutions when the Company receives from him (or someone acting on his behalf) an authenticated document:
    - a. identifying the resolutions to which it relates; and
    - b. indicating his agreement to the resolutions.
  - ii. The document must be sent to the Company in hard copy form (to the directors at the registered office of the Company) or in electronic form (by emailing a scan to [julie@truelayer.com](mailto:julie@truelayer.com)).
  - iii. A member's agreement to written resolutions, once signified, may not be revoked.
  - iv. Written resolutions are passed when the required majority of eligible members have signified their agreement to them.
3. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 of the Act).
4. Eligible members can choose to agree to all of the resolutions or none of them but eligible members cannot agree to only some of the resolutions.
5. If you are signing this document on behalf of an eligible member under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

## AGREEMENT

The undersigned, being an eligible member of the Company entitled to vote on the above Resolutions on the Circulation Date, hereby:

1. confirms receipt of a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. resolves and irrevocably agrees that the above Resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006.

Signed:

DocuSigned by:  
*Francesco Simoneschi*  
E2747833517B46B.....

Name:

Francesco Simoneschi  
..... (PRINT NAME)

For and on behalf of:

..... (COMPLETE IF MEMBER  
IS A COMPANY)

.....

Date:

12 August 2020  
.....

## AGREEMENT

The undersigned, being an eligible member of the Company entitled to vote on the above Resolutions on the Circulation Date, hereby:

1. confirms receipt of a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. resolves and irrevocably agrees that the above Resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006.

Signed:

DocuSigned by:  
  
C9C40C4D6893410.....

Name:

Luca Martinetti

(PRINT NAME)

For and on behalf of:

(COMPLETE IF MEMBER  
IS A COMPANY)

Date:

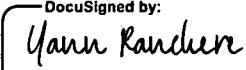
12 August 2020

## AGREEMENT

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1. confirms receipt of a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. resolves and irrevocably agrees that the above Resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006.

Signed:

DocuSigned by:  
  
2484E2067A8F4C5.....

Name:

Yann Ranchere

(PRINT NAME)

For and on behalf of:

Anthemis Venture Fund I, LP

acting by its manager.....  
Anthemis Capital Managers  
Limited

(COMPLETE IF MEMBER  
IS A COMPANY)

Date:

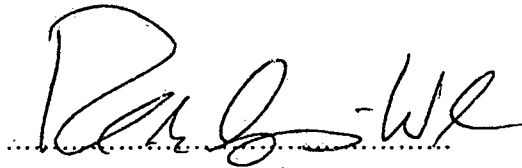
8/3/2020

## AGREEMENT

The undersigned, being an eligible member of the Company entitled to vote on the above Resolutions on the Circulation Date, hereby:

1. confirms receipt of a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. resolves and irrevocably agrees that the above Resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006.

Signed:



Name:

Robin de Gruy-Wilson (PRINT NAME)

For and on behalf of:

Northzone VIII L.P. (COMPLETE IF MEMBER  
IS A COMPANY)

Date:

by NZ VIII (GP) Limited acting  
in its capacity as General Partner of  
NZ VIII GP L.P. as General Partner of  
Northzone VIII L.P.

12 August 2020




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The undersigned, being an eligible member of the Company entitled to vote on the above Resolutions on the Circulation Date, hereby:

1. confirms receipt of a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. resolves and irrevocably agrees that the above Resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006.

Signed:

DocuSigned by:  
  
F823047FECB24E8.....

Name:

Pietro Bezza

(PRINT NAME)

For and on behalf of:

Connect Ventures Two LP

(COMPLETE IF MEMBER  
IS A COMPANY)


Date:

12 August 2020

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1. confirms receipt of a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. resolves and irrevocably agrees that the above Resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006.

Signed: 

Name: ONG BENG TECK (PRINT NAME)

For and on behalf of: OSSA INVESTMENTS PTE. LTD. (COMPLETE IF MEMBER IS A COMPANY)

Date: 12 August 2020

## AGREEMENT

The undersigned, being an eligible member of the Company entitled to vote on the above Resolutions on the Circulation Date, hereby:

1. confirms receipt of a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. resolves and irrevocably agrees that the above Resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006.

Signed:



Name:

Ma Huateng

(PRINT NAME)

For and on behalf of:

IMAGE FRAME INVESTMENT (HK) LIMITED

(COMPLETE IF MEMBER  
IS A COMPANY)

Date:

12 August 2020

## AGREEMENT

The undersigned, being an eligible member of the Company entitled to vote on the above Resolutions on the Circulation Date, hereby:

1. confirms receipt of a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. resolves and irrevocably agrees that the above Resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006.

Signed:



Name:

Simona Katcher..... (PRINT NAME)

For and on behalf of:

Visa International.. (COMPLETE IF MEMBER  
IS A COMPANY)

Service Association

Date:

11 August 2020...