

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF GRIFFIN FINANCIAL TECHNOLOGY LTD.**  
(the "**Company**")

On 10 August 2021, the following resolutions were passed by the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), as special resolutions (each a "**Resolution**" and together the "**Resolutions**").

**SPECIAL RESOLUTIONS**

1.	<p><b>THAT</b>, the directors be generally and unconditionally authorised for the purposes of section 551 of the Act and in addition to any existing authority conferred on them to exercise all the powers of the Company to allot shares in the capital of the Company and/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 £0.216607 provided that:</p> <p>(a) unless renewed, varied or revoked by the Company, the authority granted under this Resolution shall expire five years after the passing of this Resolution; and</p> <p>(b) 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 and/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> <p>This authority is in addition to all subsisting authorities.</p>
2.	<p><b>THAT</b>, subject to Resolution 1 above being passed and in accordance with Article 12.2 of the Company's articles of association (the "<b>Articles</b>"), the pre-emption provisions contained in Articles 13.2 to 13.4 of the Articles, shall not apply to the allotment of shares in the capital of the Company, or the grant of rights to subscribe for or to convert any security into shares in the Company, made by the directors pursuant to the authority conferred upon them pursuant to Resolution 1 above.</p>

Certified correct by:

*William Jarvis*  
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Director for and on behalf of  
**Griffin Financial Technology Ltd**