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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

GRIFFIN FINANCIAL TECHNOLOGY LTD. (the "Company")

On 5 February 2022, the following resolutions were passed pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), as an ordinary resolution or as a special resolution (as indicated) (each a "Resolution" and together the "Resolutions").

ORDINARY RESOLUTION

1.	<p>THAT the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to such nominal amount as is required for the issue of shares pursuant to conversion of certain advance subscription agreements with an aggregate principal value of £5,000,000 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 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 substitution to all subsisting authorities.</p>
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SPECIAL RESOLUTION

2.	<p>THAT, subject to Resolution 1 above being passed and in accordance with Article 13.2 of the current articles of association of the Company (the "Articles"), 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>
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Director