

Company Number: 11118944

THE COMPANIES ACT 2006

PRIVATE COMPANY


LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

VIBE PAY LIMITED

(the "Company")

On  February 2023 the following resolutions were duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"):

Ordinary Resolution

1. **THAT** in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to exercise all and any powers of the Company to allot shares in the Company up to an aggregate nominal amount of £10,000,000.00 (exclusive of the shares in issue at the date this resolution is passed) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2025, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of that offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in addition to all previous authorities conferred on the directors in accordance with section 551 of the Act

Special Resolution

2. **THAT** subject to the passing of the Ordinary Resolution above, the directors be and are generally empowered to allot shares in the capital of the Company pursuant to the authority conferred by the Ordinary Resolution, as if article 31 of the Company's articles of association did not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of shares up to an aggregate nominal amount of £10,000,000.00 (exclusive of the shares in issue at the date this resolution is passed); and
- 2.2 expire on 31 December 2025 (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 shares to be allotted and the directors may allot shares in pursuance of that offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Luke Massie

Director for and on behalf of

Vibe Pay Limited