

COMPANIES ACT 2006
SPECIAL/WRITTEN/ORDINARY RESOLUTION

COMPANY NUMBER: 11588402

COMPANY NAME: POCKET CHANGE PIONEERS LTD

ON THE 29TH DECEMBER 2023 THE FOLLOWING RESOLUTION WAS AGREED AND PASSED BY
THE MEMBERS (SEE ATTACHED PDF)

THIS DOCUMENT IS SIGNED AND APPROVED BY:

A handwritten signature in black ink, appearing to be 'H. Allen', written in a cursive style.

Signed 12/01/2023

Henry Allen
Director, CFO – Pocket Change Pioneers Ltd



Written Resolutions of Pocket Change Pioneers Ltd

**Company Number 11588402
(the "Company")**

Pursuant to Part 13, Chapter 2 of the Companies Act 2006, the undersigned being the eligible members (as defined in section 289 of the Companies Act 2006) hereby approve the following written resolutions as Ordinary and Special Resolutions of the Company and agree that these resolutions will for all purposes be valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTION

1 Authority to Allot

THAT in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") so that the entire share capital of the Company will not exceed the maximum aggregate nominal amount of £499.0092 for all share classes comprising:

- (a) an aggregate nominal amount of £482.1218 relating to new shares proposed to be allotted and issued pursuant to the Subscription and Shareholders Agreement entered into on or around the same date as this authority (the "**SSA**"), as well as existing shares and shares reserved for option grants (the "**Current Shares**"). For the avoidance of doubt, upon the lapse or cancellation of an option grant (or any part thereof), the directors of the Company will be authorised to grant further or additional Rights up to the aggregate nominal value of shares subject to all options so lapsed and/or cancelled, provided that in all circumstances the total number of shares over which options have been granted and which are capable of exercise will at all times be limited to the aggregate nominal value of £70.60; and
- (b) an aggregate nominal amount of £16.8874 relating to additional shares proposed to be allotted and issued to additional investors as defined in the SSA (the "**Additional Shares**").

The authority to allot the Additional Shares will expire on 30 September 2023.

The authority to allot the Current Shares will, unless renewed, varied or revoked by the Company, expire five years from the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

For the avoidance of doubt, this authority is supplemental to any subsisting section 551 authority.

SPECIAL RESOLUTIONS

2 Dis-application of Preemption Rights

THAT, subject to the passing of the Authority to Allot resolution above, and in accordance with section 570 of the Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by the Authority to Allot above and as if the preemption rights in the Company's articles of association or, if applicable, section 561(1) of the Companies Act 2006 did not apply to any such allotment.

3 New articles of association

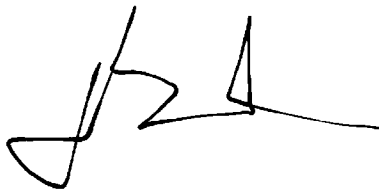
THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, a person entitled to vote on the above resolutions, hereby irrevocably agrees to the above resolutions.

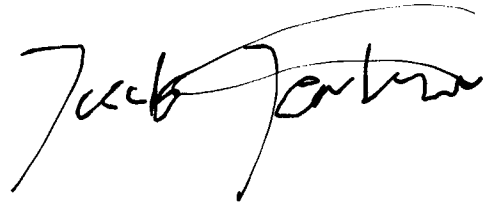
These resolutions are dated 19 December 2022



Johnny Henriksen
for and on behalf of AD.and co Aps
18 October 2022



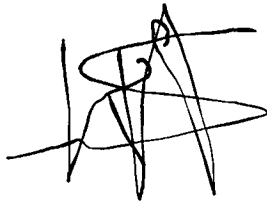
Tim Horlick
for and on behalf of Ayanda Capital Limited
18 October 2022



Jack Jenkins

for and on behalf of IEM Global Ventures FZE
LLC

25 October 2022



Kristian Sønderby

for and on behalf of K.Sønderby Holding ApS

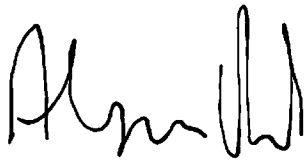
21 November 2022



Peter Elbek

for and on behalf of Peah Invest

14 November 2022



Alexander Franks

2 December 2022



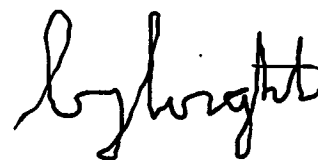
Alexander Moore

20 October 2022



Ana das Dores Varela de Brito

18 October 2022



Antony Enright

8 November 2022



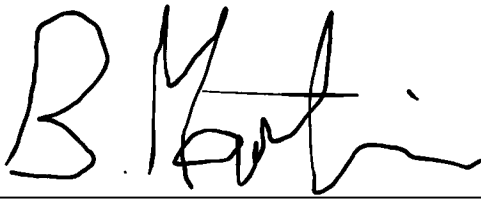
Benjamin Peter Thomas

20 October 2022



Benjamin Shaw

4 November 2022



Benjamin Zelenka Martin

27 October 2022



Charles David Zelenka Martin

18 October 2022



Charles Streeten

19 December 2022



Christian Nellesmann

7 November 2022




Christopher Dean

7 November 2022



David Searle

22 November 2022



Denzil Hoffland

18 October 2022



Emma Jahreskog

14 November 2022



Gary Dolman

18 October 2022



Gordon Butterworth

14 November 2022



Guy Horne

19 October 2022



Henrik Kraft

3 November 2022



Ian Banks

2 December 2022



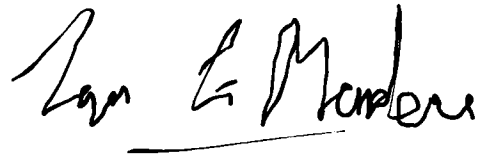
Ian Calvert

18 October 2022



Ian Fitzhenry

18 October 2022



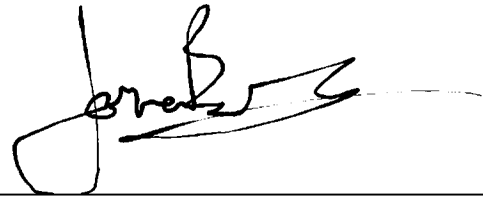
Ian Maidens

22 October 2022



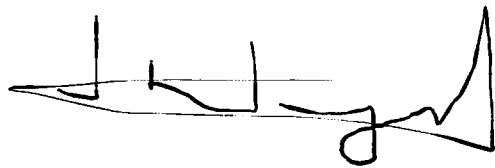
Jacqueline Dolman

4 November 2022



James Brown

18 October 2022



John Nugent

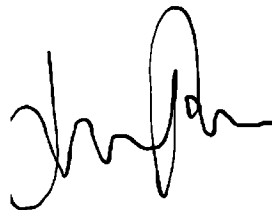
21 October 2022

John Stancer



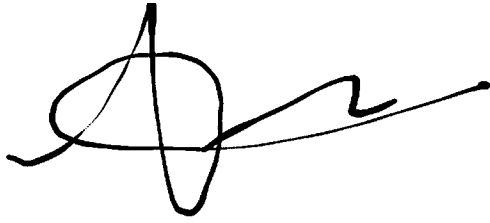
Jonathan Alexander

18 October 2022




Jordan Paulsen

28 November 2022



Julien Callede

15 November 2022



Kathryn Dyer

15 November 2022



Kim & Eric Paulsen

28 November 2022



Klaus Jensen

3 November 2022



Mark Jensen

12 December 2022



Mark Kimball

3 November 2022



Michal Pawlukiewicz

18 October 2022



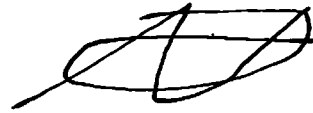
Neil Simmons

18 October 2022




Nick Green

18 October 2022



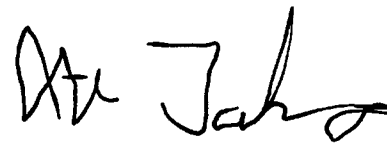
Nick Zambakides

19 October 2022



Olga Fredriani

21 November 2022



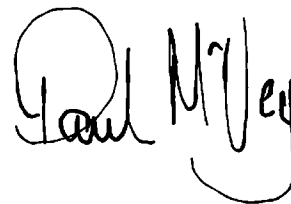
Olof Anthon Jahreskog

20 October 2022



Olof Sebastian Jahreskog

4 November 2022



Paul McVey

16 November 2022



Paul Walker

18 October 2022



Philip Eeles

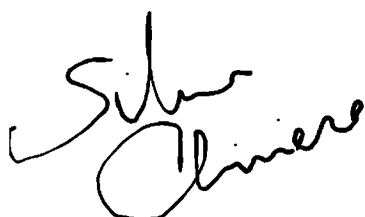
24 October 2022



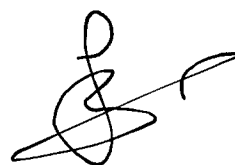
Rob & Allison Brown
18 October 2022



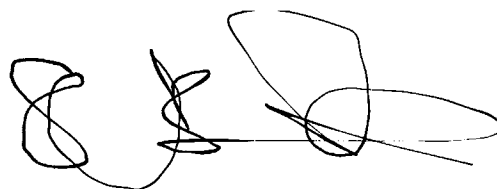
Saiphin Moore
16 November 2022



Silvio Oliviero
18 October 2022



Simon Bocca
18 October 2022



Stephen Morris

Suzanne Boyd
18 October 2022



Sydney Paulsen
28 November 2022



thomas barton
18 October 2022



Thomas McClellan

16 November 2022



Tom Kristensen

16 November 2022

NOTES

- 1 You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions.
- 2 If you agree to all of the resolutions, please indicate your agreement by electronically signing this document on SeedLegals.
- 3 If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 5 Unless within 28 days of the above date, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 7 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority.