

tell.

Written Resolutions of Tell Money Limited

Company Number 12429774
(the "Company")

Pursuant to Part 13, section 2 of the Companies Act 2006, the undersigned being the eligible members (as such term is defined in section 289 of the Companies Act 2006) hereby approve the following written resolution as an Ordinary and Special Resolution of the Company and agree that the said resolution will for all purposes be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

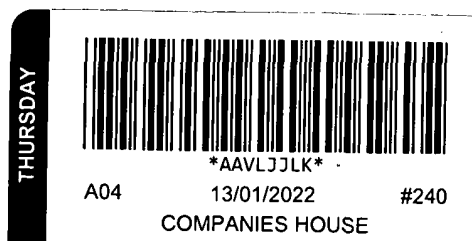
ORDINARY RESOLUTION

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 £11.58 comprising all share classes, and comprising an aggregate nominal amount of £10.527 relating to new shares (the "**New Shares**") plus an aggregate nominal amount of £1.053 relating to additional shares proposed to be allotted and issued to additional investors as defined in the Subscription and Shareholders Agreement entered into on or around the same date as this authority (the "**Additional Shares**").

The authority to allot the Additional Shares will expire on 31 August 2020.

The authority to allot the New 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. This authority revokes



and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares, or adoption of any share option pool, or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

2 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.

3 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 newly adopted articles of association in resolution 2 above and section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power will:

- (a) be limited to the allotment of such number of equity securities that the entire share capital of the Company will not exceed the maximum aggregate nominal amount of £11.58;
- (b) regarding the Additional Shares, expire on 31 August 2020; and
- (c) regarding the New Shares, continue for five years from the passing of this resolution (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 equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

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 10 February 2020



Anthony Poole



David Monty

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. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - **Electronically:** by logging into your SeedLegals portal and electronically signing this document.
 - **Email:** by emailing a signed copy to the Company CEO. Please write "Signed written resolutions" as the email subject.
 - **By hand:** returning the signed copy to the CEO, Tell Money, The Cursitor, 38 Chancery Lane, London, WC2A 1EN, United Kingdom.
- 2 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.
- 3 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 4 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.
- 5 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.
- 6 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 when returning this document.