

Company No. 12493035

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of**  
**K2 FINANCIAL TRANSACTIONS LIMITED**  
**(the "Company")**

SATURDAY



A12 \*A973IM0J\* 13/06/2020 #279  
COMPANIES HOUSE

Date: 29 May 2020 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed which, in the case of resolutions 1 and 2 are proposed as a special resolution (the "**Special Resolutions**" and each a "**Special Resolution**") and in the case of resolutions 3 and 4 are proposed as an ordinary resolution (the "**Ordinary Resolutions**") (the Special Resolutions and the Ordinary Resolutions together, the "**Resolutions**").

**SPECIAL RESOLUTIONS**

1. **Adoption of new articles of association.** THAT, in accordance with section 21 of the Companies Act 2006 (the "Act"), the articles of association appended to these resolutions at Annex 1 (the "**New Articles**") be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
2. **Name Change.** THAT, subject to the consent of the Registrar of Companies the name of the Company be changed to K2 Financial Limited.

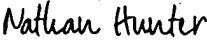
**ORDINARY RESOLUTIONS**

3. **Redesignation of shares.** THAT, subject to the passing of Special Resolution 1, the 10 issued Ordinary Shares of £1.00 each in the capital of the Company, be and are hereby redesignated as 10 A Ordinary Shares of £1.00 each, such shares to have the rights and be subject to the conditions contained in the New Articles.
4. **Allotment of shares.** THAT, for the purposes of section 551 of the Act and article 7.2 of the New Articles, and subject to the passing of Special Resolution 1, the directors of the Company be and are generally and unconditionally authorised to exercise all powers of the Company to allot up to 690 A Ordinary Shares of £1.00 each, and 300 B Ordinary Shares of £0.10 each, such shares to have the rights and be subject to the conditions contained in the New Articles, to such persons and at such times and on such terms as

they think fit, during the period expiring at the end of five years from the date of the passing of this resolution, and that all previous authorities of the directors pursuant to section 551 of the Act be and are revoked.

## Agreement to the Resolutions

We, the undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions.

DocuSigned by:  
  
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For and on behalf of

**K2 GROUP HOLDINGS LIMITED**

Date: 29 May 2020

## NOTES

### Procedures for signifying agreement to the Resolutions

1. You may choose to agree to all of the Resolutions or none of them. You do not have the option of agreeing to only some of the Resolutions.
2. 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 procedures below:
  - (a) **by hand:** deliver the signed and dated copy to Ashleigh Morton at Ropes & Gray International LLP, 60 Ludgate Hill, London, EC4M 7AW;
  - (b) **by post:** return the signed and dated copy by post to Ashleigh Morton at Ropes & Gray International LLP, 60 Ludgate Hill, London, EC4M 7AW; or
  - (c) **by email:** by attaching a scanned copy of the signed document to an email and sending it to [ashleigh.morton@ropesgray.com](mailto:ashleigh.morton@ropesgray.com).

If you do not agree to 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. If by the date 28 days after the Circulation Date, sufficient agreement has not been received in order to pass the Resolutions, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company on or before this date.
5. 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.