

Company number 12582443

SPECIAL RESOLUTION

OF

BETTER FINANCE LTD. (Company)

Passed on January 24, 2022

The following resolution was duly passed as a special resolution on January 24, 2022 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

(1) The existing Articles of Association of the Company shall be amended as follows with immediate effect:

- (a) Article 1.2 shall be amended by inserting “26(5),” in between “26(1),” and “31(1)”; and
- (b) Article 10 shall be amended by adding:

“10.3 Subject to Article 10.4 below, the directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

10.4 Article 10.3 above shall not apply and the directors shall promptly register any transfer of any share whether or not it is a fully paid share, if:

- (a) the transfer of that share is:
 - (i) to any bank, institution or other entity to which the shares have been charged by way of security (a “Secured Party”), whether the Secured Party is acting as agent or security trustee on behalf of any other banks, financial institutions or other entities or acting in its own capacity; or
 - (ii) to any nominee, transferee or other appointee of a Secured Party (each a “Secured Party Alternate”); or
 - (iii) to a third party from either a Secured Party or a Secured Party Alternate;

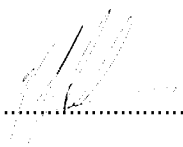
(each such transfer a “Security Transfer”); and/or

(b) the stock transfer form is executed by a Secured Party, or Secured Party Alternate, in either case acting pursuant to a power of sale or any other power under such security.

Notwithstanding anything else in these articles to the contrary, no transferor of any shares in the company which are the subject of a Security Transfer shall be

required to offer those shares to any other shareholder of the company, and no such shareholder shall have the right under these articles or otherwise to require such shares to be transferred to them whether for consideration or not. Any lien on shares which the company has shall not apply in respect of any shares that have been charged by way of security to a Secured Party and are the subject of a Security Transfer.

Article 26(5) of the Model Articles shall not apply.”

Signed.....

Director