

Company No. 12749698

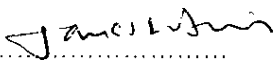
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF THE SOLE SHAREHOLDER OF
TRAVELEX ISSUERCO LIMITED

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) the undersigned, being the sole member (as defined by section 289 CA 2006) of the Company for this purpose, signifies agreement to and passes the following written resolution as a special resolution of the Company:

SPECIAL RESOLUTION

That the share capital of the Company be reduced from £50,000,000 divided into 50,000 ordinary shares of £1.00 each (all of which have been issued and are fully paid), to £1, comprising of 1 fully paid ordinary share of £1, by cancelling and extinguishing in full 49,999 of the existing issued and fully paid ordinary shares.

The Company had a total intercompany debt balance with Travelex Topco Limited of £47,722.00. It was noted that the reduction of share capital from £50,000.00 to £1.00 would effectively offset this intercompany balance between the Company and Travelex Topco Limited. However, it was noted that the closure of the bank account of the Company would result in the transfer of the outstanding funds to Travelex Topco Limited to reduce the Company's financial assets to £1.00.

Signature: 

James Birch

For and on behalf of **Travelex Topco Limited**

Date: 26.5.22



TRAVELEX ISSUERCO SERVICES LIMITED
(the "Company")

WRITTEN RESOLUTION OF THE DIRECTORS

In accordance with Section 248 of the Companies Act 2006 (CA 2006), the directors of the Company hereby **NOTE THAT:**

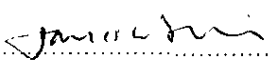
1 Application for voluntary strike off

- 1.1 The Company is no longer required by the Travelex Group and that an application be made on the Company's behalf to strike it from the Register.
- 1.2 Giving regard to s.1004 CA 2006, we confirm that the Company has not, at any time in the three months prior to the application:
- (a) changed its name;
 - (b) traded or otherwise carried on business;
 - (c) disposed (for value) of any property or rights; or
 - (d) engaged in any other activity, other than activity necessary for the purpose of concluding the affairs of the company, complying with a statutory requirement or making the application to have the company struck off the Register.
- 1.3 The directors gave regard to s.1005 CA 2006 and noted that a strike off application could not be made on a company's behalf if the company was the subject, or proposed subject, of insolvency proceedings or any other compromise or arrangement with its creditors.
- 1.4 The directors noted that as part of the application process they was required to declare that none of the circumstances in ss.1004 or 1005 CA 2006 existed and that it was an offence to knowingly or recklessly provide false information on the application.
- 1.5 The directors confirmed that they was not aware of any of the circumstances set out in ss. 1004 and 1005 CA 2006. After careful consideration of ss.1004 or 1005 CA 2006, the directors made the strike off application.

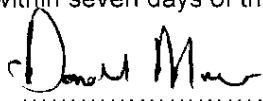
2 Filing

The directors resolved to instruct the secretary to:

- (a) file the completed application with the Registrar of Companies, together with the strike off fee;
- (b) ensure that copies of the application were sent to all notifiable parties in s.1006 CA 2006 within seven days of the date of the application; and
- (c) ensure that, prior to the strike off, copies of the application are sent to all persons in s.1007 CA 2006 who become notifiable parties within seven days of this taking place.


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James Birch
Director


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Donald Muir
Dir

Date: 26.5.22