

Company No. 05522098

## RESOLUTIONS

-of-

### NUCLEUS FINANCIAL GROUP PLC

(the "Company")

At a general meeting of the Company held at Marl House, Ringwood Road, Burley, Hampshire, BH24 4DD on 22 November 2021, the following resolutions were duly passed.

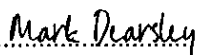
The resolutions numbered 1 and 2 were passed as special resolutions and the resolutions numbered 3 and 4 were passed as ordinary resolutions.

#### Special resolutions

- 1 THAT, the Company be re-registered as a private company limited by shares pursuant to ss. 97 to 101 of the Companies Act 2006 (the "**Companies Act**") with the name Nucleus Financial Limited.
- 2 THAT, conditional upon and with effect from the Company's re-registration as a private limited company, new articles of association, in the form annexed to this notice of general meeting, 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.

#### Ordinary resolutions

- 3 THAT, conditional upon and with effect from the Company's re-registration as a private limited company, the directors of the Company be given authority to authorise matters giving rise to *an actual or potential conflict for the purposes of section 175 of the Companies Act*.
- 4 THAT, conditional upon and with effect from the Company's re-registration as a private limited company and in substitution for all previous authorities conferred on the directors of the Company in accordance with section 551 of the Companies Act, the directors of the Company be given the powers to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act.

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