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Company number: 08068829

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**FIDEL LIMITED (THE "COMPANY")**

On 16 February 2022, the following resolutions were passed by the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as special resolutions (the "**Resolutions**").

**SPECIAL RESOLUTIONS**

1. **THAT**, all restrictions on transfer (including all rights of pre-emption, first refusal and co-sale) which have arisen or which may arise in connection with the transfer by the Company's shareholders of the entire issued share capital of the Company to Fidel API Holdings Limited, a company incorporated in England and Wales with company registration number 13870952 whose registered office is at 9th Floor 107 Cheapside, London, EC2V 6DN, are waived whether such restrictions arise by operation of law, pursuant to the Company's articles of association or otherwise.
2. **THAT**, the articles of association in the form attached to these resolutions (the "**New Articles**") be approved and adopted as the new articles of association of the Company in substitution for, and to the entire exclusion of, the existing articles of association of the Company.

Certified correct by:

.....*Subrata Dey*.....

Director of Fidel Limited