

Company No. 11797870

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

OF

USNOOP LIMITED (THE "COMPANY")

We, being the sole member who at the circulation date of this resolution would have been entitled to vote on the resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution as a special resolution.

SPECIAL RESOLUTION

THAT:

- a. 66,250 Growth Shares of £0.005 each in the capital of the Company be and are hereby redesignated as "ordinary shares" and the terms attaching to such shares be and are hereby varied to have the rights and be subject to the restrictions attaching to the ordinary shares of £0.005 each in the capital of the Company existing as at the date this resolution is signed (the "**Ordinary Shares**");
- b. 5,362,720 Series A1 Preferred Shares of £0.005 each in the capital of the Company be and are hereby redesignated as "ordinary shares" and the terms attaching to such shares be and are hereby varied to have the rights and be subject to the restrictions attaching to the Ordinary Shares;
- c. 4,312,316 Series A2 Preferred Shares of £0.005 each in the capital of the Company be and are hereby redesignated as "ordinary shares" and the terms attaching to such shares be and are hereby varied to have the rights and be subject to the restrictions attaching to the Ordinary Shares;
- d. 627,192 Series Seed 1 Shares of £0.005 each in the capital of the Company be and are hereby redesignated as "ordinary shares" and the terms attaching to such shares be and are hereby varied to have the rights and be subject to the restrictions attaching to the Ordinary Shares; and
- e. 1,410,520 Series Seed 2 Shares of £0.005 each in the capital of the Company be and are hereby redesignated as "ordinary shares" and the terms attaching to such shares be and are hereby varied to have the rights and be subject to the restrictions attaching to the Ordinary Shares.

WEDNESDAY



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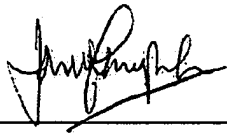
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17/01/2024

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COMPANIES HOUSE

Signed



Ian McLaughlin

For and on behalf of **PROVIDENT FINANCIAL HOLDINGS LIMITED**

Dated: 8 January 2024

NOTES:

1. The circulation date of this resolution is 5 January 2024. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
2. An eligible member can signify his/her or its agreement to the resolution by signing the resolution and by delivering a copy of the signed resolution to David Whincup by email to David.whincup@vanquisbankinggroup.com. An eligible member can also signify his/her or its agreement to the resolution by sending an email from his/her or its email address to David Whincup to David.whincup@vanquisbankinggroup.com identifying the resolution and indicating his/her agreement to such resolutions.
3. This resolution must be passed by 28 days from date of circulation. If this resolution is not passed by such date they will lapse. The agreement of a member to this resolution is ineffective if signified after this date.
4. A copy of this resolution has been sent to the auditors.

Company No. 11797870

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

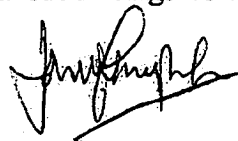
USNOOP LIMITED (THE "COMPANY")

**WRITTEN CONSENT OF ALL CLASSES OF SHAREHOLDERS RELATING
TO A VARIATION OF CLASS RIGHTS**

We, being the holder of all classes of shares in the capital of the Company including:

1. 66,250 Growth Shares of £0.005 each in the capital of the Company;
2. 5,362,720 Series A1 Preferred Shares of £0.005 each in the capital of the Company;
3. 4,312,316 Series A2 Preferred Shares of £0.005 each in the capital of the Company;
4. 627,192 Series Seed 1 Preferred Shares of £0.005 each in the capital of the Company;
5. 1,410,520 Series Seed 2 Preferred Shares of £0.005 each in the capital of the Company; and
6. 3,160,769 Ordinary Shares of £0.005 each in the capital of the Company,

(each a "Class") hereby consent, in accordance with the articles of association of the Company, to any variation of the rights attached to each Class pursuant to the proposed resolution annexed to this consent, and hereby authorise and empower the directors to take all such actions and do all such things as may be necessary or desirable to effect such resolution.



Signed by Ian McLaughlin
For and on behalf of
**PROVIDENT FINANCIAL
HOLDINGS LIMITED**
Date 8 January 2024

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Company No. 11797870

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING
OF
USNOOP LIMITED (THE "COMPANY")

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- b. 5,362,720 Series A1 Preferred Shares of £0.005 each in the capital of the Company be and are hereby redesignated as "ordinary shares" and the terms attaching to such shares be and are hereby varied to have the rights and be subject to the restrictions attaching to the Ordinary Shares;
- c. 4,312,316 Series A2 Preferred Shares of £0.005 each in the capital of the Company be and are hereby redesignated as "ordinary shares" and the terms attaching to such shares be and are hereby varied to have the rights and be subject to the restrictions attaching to the Ordinary Shares;
- d. 627,192 Series Seed 1 Shares of £0.005 each in the capital of the Company be and are hereby redesignated as "ordinary shares" and the terms attaching to such shares be and are hereby varied to have the rights and be subject to the restrictions attaching to the Ordinary Shares; and
- e. 1,410,520 Series Seed 2 Shares of £0.005 each in the capital of the Company be and are hereby redesignated as "ordinary shares" and the terms attaching to such shares be and are hereby varied to have the rights and be subject to the restrictions attaching to the Ordinary Shares.

Signed _____

Ian McLaughlin

For and on behalf of **PROVIDENT FINANCIAL HOLDINGS LIMITED**

Dated: 8 January 2024

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