

Company Number: 12328250

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**FINTALENT LIMITED** (the "**Company**")

11 January 2024

..... (the "**Circulation Date**")

Pursuant to chapter 8 part 17 and chapter 2 of part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions are passed as ordinary resolutions and special resolutions (the "**Resolutions**").

**ORDINARY RESOLUTIONS**

1. That each ordinary share of £0.1 each be sub-divided into one hundred (100) ordinary shares of £0.001 each in the capital of the Company, and those shares shall have the same rights and be subject to the same restrictions (except as to nominal value) as the existing ordinary shares of £0.1 each as set out in the Company's articles of association from time to time.
2. That the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £10 provided that:
  - (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
  - (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in addition to and without prejudice to all existing authorities.

### **SPECIAL RESOLUTION**

3. THAT the new articles of association appended to this resolution be adopted as the articles of association of the Company.
4. That in accordance with the New Articles, the pre-emption rights contained in the New Articles shall not apply to the allotment and issue of shares or the grant of rights to subscribe for or to convert any security into shares, made by the directors pursuant to the authority conferred upon them pursuant to resolution 3 above.

Please read the notes overleaf before signifying your agreement to the Resolutions.

We, the undersigned, being the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

*[Signature page to follow]*

Signed by: **FINTALENT GmbH**  
Dated: 11/ 1/2024

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## NOTES

- (a) If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - (A) by delivering the signed copy personally or sending it by post to Oemer Guven at 85 Great Portland Street 85 Great Portland Street, First Floor, London, England, W1W 7LT;
  - (B) by sending a scanned copy of the signed document by email to [oemer.gueven@fintalent.io](mailto:oemer.gueven@fintalent.io).
- (b) The signed copy of this document should be returned using one of the above methods as soon as possible and, in any event, so as to be received by not later than 28 days following the Circulation Date.
- (c) If any Resolution is not passed within 28 days of the Circulation Date, it will lapse.
- (d) Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
- (e) If you do not agree to the Resolutions, you need not take any action. You will not be deemed to agree to the Resolutions if you do not reply.
- (f) If you are signing this document on behalf of a member under a power of attorney or other authority, please send a copy of the power of attorney or other authority when returning this document.