

Company number: 10113174

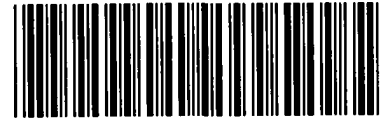
**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS**

of

CHIP FINANCIAL LTD ("Company")

30th September 2020 ("Circulation Date")

THURSDAY



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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**CA 2006**"), the board of directors of the Company ("**Directors**") propose that resolutions 1 and 3 below are passed as special resolutions and resolution 2 below is passed as an ordinary resolution (together "**Resolutions**").

SPECIAL RESOLUTION

1) Adoption of Articles of Association

That the Company adopt new articles of association as are attached to this resolution ("**New Articles**") and which are by this resolution adopted as the new articles of association in substitution for and to the complete exclusion of the existing articles of association of the Company.

ORDINARY RESOLUTION

2) Authority to Allot

That, in accordance with sections 549 and 551 of the CA 2006, the Directors be generally and unconditionally authorised to offer, allot, issue and grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") upon the conversion of loans granted to the Company pursuant to (i) a convertible loan agreement entered into by, among others, the Company and UK FF Nominees Limited on or around the date hereof, and (ii) a convertible loan agreement entered into by, among others, the Company and Crowdcube Nominees Limited on or around the date hereof; (together the "**CLAs**"), up to an aggregate nominal amount required to satisfy conversion under the terms of the CLAs up to a maximum aggregate loan amount of £12,600,000, provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years after the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.. This authority is in addition to all subsisting authorities previously granted to the Directors.

SPECIAL RESOLUTION

3) Disapplication of Pre-Emption Rights

That, subject to the passing of resolutions 1 and 2 above and, if applicable, in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006)

pursuant to the authority conferred by resolution 1, as if articles 4.2 and 4.3 of the Company's articles of association and (if applicable) section 561(1) of the CA 2006 did not apply to any such allotment of shares of the Company pursuant to the CLAs, provided that this power shall be limited to the nominal amount and time period specified in resolution 2 above (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to all of the Resolutions:

Signed by
Simon Rabin

Simon Rabin

.....
Print Name

.....
Signature

Date:

02/10/2020
.....

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one or two of the Resolutions. If you agree with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

By hand: delivering the signed copy to Simon Rabin at the Company's registered office.

By e-mail: by signing document electronically a completed copy is sent to simon@getchip.uk.

If you do not agree to all the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to all of the Resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the