

Company number: 10113174

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
CHIP FINANCIAL LTD (“Company”)
27th September 2019 (“Circulation Date”)**

MONDAY



L8IY3NY1
LD2 25/11/2019 #56
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 resolution 1 below is passed as an ordinary resolution and resolution 2 below is passed as a special resolution (together “**Resolutions**”).

ORDINARY RESOLUTION

1) Authority to Allot

That, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot A Ordinary Shares of £0.0000001 each and B Investment Shares of £0.0000001 each in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £0.73 provided that this authority shall, unless renewed, varied or revoked by the Company, expire 6 months 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 resolution shall become effective on the receipt of the relevant subscription monies and should any of the investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares allotted shall be adjusted down accordingly or reallocated to an alternative investor on the same terms as that of the original. This authority is in addition to all subsisting authorities previously granted to the Directors.

SPECIAL RESOLUTION

2) Disapplication of Pre-Emption Rights

That, subject to the passing of resolution 1 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, provided that this power shall be limited to the nominal amount and time period specified in resolution 1 (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

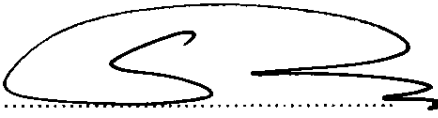
any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

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
Print Name


Signature

Date: 27th September 2019

NOTES

1. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of the Resolutions. If you agree with both 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 attaching a scanned copy of the signed document to an e-mail and sending it to simon@getchip.uk. Please type "Written resolutions" in the e-mail subject box.

If you do not agree to both of 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 both 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 Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

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 RICHARD FRANK
Print Name Signature



Date: 27 September 2019

NOTES

1. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of the Resolutions. If you agree with both 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 attaching a scanned copy of the signed document to an e-mail and sending it to simon@getchip.uk. Please type "Written resolutions" in the e-mail subject box.

If you do not agree to both of 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 both 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 Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

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 Gary Sacks
Print Name *Signature*

DocuSigned by:
Gary Sacks
DE2D2084CDAE71A4440E981CFDE6A513041D

Date: 27th September 2019

NOTES

1. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of the Resolutions. If you agree with both 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 attaching a scanned copy of the signed document to an e-mail and sending it to simon@getchip.uk. Please type "Written resolutions" in the e-mail subject box.

If you do not agree to both of 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 both 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 Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

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 Daniel Harris
Print Name *Signature*

DocuSigned by:
Daniel Harris
BO49831AB500434.....

Date: 27th September 2019

NOTES

1. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of the Resolutions. If you agree with both 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 attaching a scanned copy of the signed document to an e-mail and sending it to simon@getchip.uk. Please type "Written resolutions" in the e-mail subject box.

If you do not agree to both of 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 both 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 Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

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 Julian Bier
Print Name

DocuSigned by:
Julian Bier
.....
Signature

Date: 27th September 2019

NOTES

1. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of the Resolutions. If you agree with both 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 attaching a scanned copy of the signed document to an e-mail and sending it to simon@getchip.uk. Please type "Written resolutions" in the e-mail subject box.

If you do not agree to both of 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 both 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 Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

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 Eli Nathenson
Print Name *Signature*

DocuSigned by:

6B4AA5B00E9D4E9.....

Date: 27th September 2019

NOTES

1. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of the Resolutions. If you agree with both 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 attaching a scanned copy of the signed document to an e-mail and sending it to simon@getchip.uk. Please type "Written resolutions" in the e-mail subject box.

If you do not agree to both of 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 both 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 Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.


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 Gideon Frank
Print Name

DocuSigned by:

..... EE0704753482498
Signature

Date: 27th September 2019

NOTES

1. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of the Resolutions. If you agree with both 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 attaching a scanned copy of the signed document to an e-mail and sending it to simon@getchip.uk. Please type "Written resolutions" in the e-mail subject box.

If you do not agree to both of 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 both 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 Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

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 Dominic Benton
Print Name

DocuSigned by:
Dominic Benton
E1D07B69DEBA49G
Signature

Date: 27th September 2019

NOTES

1. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of the Resolutions. If you agree with both 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 attaching a scanned copy of the signed document to an e-mail and sending it to simon@getchip.uk. Please type "Written resolutions" in the e-mail subject box.

If you do not agree to both of 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 both 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 Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

RICHARD FRANK

Summerfield House, Fortune Lane, Elstree, Borehamwood, Herts WD6 3RY

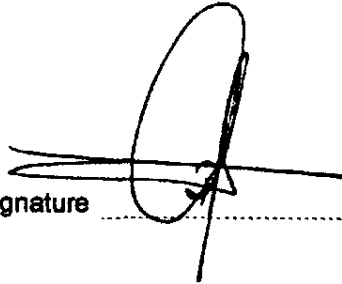
NON-EXECUTIVE DIRECTOR CONSENT

I refer to the proposed issue of A Ordinary Shares of £0.0000001 each and B Investment Shares of £0.0000001 each in the capital of **CHIP FINANCIAL LTD** a private limited company incorporated in England under number 10113174 and whose registered office is at 232 Shoreditch High Street, London, England, E1 6PJ ("**Company**") up to an aggregate nominal amount of £0.73 ("**Allotments**").

I hereby grant my consent to the Allotments and, for the purposes of clause 11 and schedule 4 of the investment agreement relating to the Company dated 6 January 2017 (as varied by a deed of variation dated 15 February 2018 and a deed of variation dated 28 November 2018) ("**Investment Agreement**") and article 23 of the Company's articles of association ("**Articles**"), the execution by me of this deed shall constitute the Non-Executive Director Consent (as such term is defined in the Investment agreement and the Articles).

I sign this waiver as a deed on *27 September* 2019

SIGNED and DELIVERED as a deed by)
RICHARD FRANK)
in the presence of:-)

Signature 

Witness signature 

Witness name JANET PANGAN
(block capitals)

Witness address SUMMERFIELD HOUSE
FORTUNE LANE
BORHAMWOOD WD6 3RY
Occupation HOUSEKEEPER