

Company No. 07853934

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

WEALTHIFY GROUP LIMITED

("Company")

Pursuant to chapter 2 part 13 of the Companies Act 2006, the directors of the Company propose that:

- Resolution 1 be passed as special resolution;
- Resolution 2 and 3 be passed as ordinary resolutions.

SPECIAL RESOLUTION

1. That, with immediate effect, the draft articles of association in the form attached be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company and thereby a new class of 'Preference Shares' and 'Ordinary Shares' are created.

ORDINARY RESOLUTIONS

2. That, subject to the passing of resolution 1, each of the 1,992,382 B ordinary shares currently in issue be redesignated as ordinary shares of £0.01 each in the capital of the Company.
3. That, subject to the passing of resolution 1, each of the 3,084,572 issued A ordinary shares of £0.01 each in the capital of the Company currently in issue be redesignated as ordinary shares of £0.01 each in the capital of the Company.

Circulation date: 4 June 2020

Registered office:
Wealthify Group Limited
Tec Marina Terra Nova Way
Penarth, Cardiff
Wales
CF64 1SA

Agreement to written resolutions

I, the undersigned, being the member entitled to vote on the above resolutions, irrevocably agree to such resolutions:



Name of corporate member:	AVIVA GROUP HOLDINGS LIMITED	
Name and position of signatory:	Name: <u>JULIAN BADELEY</u> <i>As attorney</i>	
Signed by authorised person on behalf of corporate member:	<u>Julian Badley</u> <i>As attorney</i>	
		Dated: <u>4 June 2020</u>

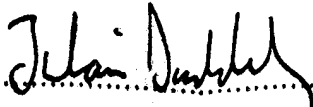
Name of member:	RICHARD THEODOSSIADES	
Signed:	Signed: <u>Julian Badley</u> Name: <u>JULIAN BADELEY</u> <i>As attorney</i>	

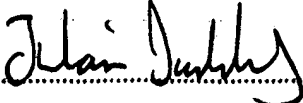
Name of member:	MICHELLE PEARCE-BURKE	
Signed:	Signed: <u>Julian Badley</u> Name: <u>JULIAN BADELEY</u> <i>As attorney</i>	

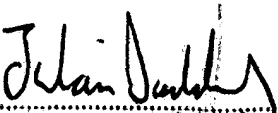
Name of member:	GERALD EPSTEIN	
Signed:	Signed: <u>Julian Badley</u> Name: <u>JULIAN BADELEY</u> <i>As attorney</i>	

Name of member:	KEVIN HUGHES	
Signed:	Signed: <u>Julian Badley</u>	

	Name: ... JULIAN BASSELEY	Dated: ... 4 June 2020
	<i>As attorney</i>	

Name of member:	RICHARD AVERY-WRIGHT	
Signed:	Signed:  Name: ... JULIAN BASSELEY	Dated: ... 4 June 2020
	<i>As attorney</i>	

Name of corporate member:	RCP HOLDINGS LIMITED	
Name and position of signatory:	Name: ... JULIAN BASSELEY	
	<i>As attorney</i>	
Signed by authorised person on behalf of corporate member:		Dated: ... 4 June 2020

Name of corporate member:	RCP GP LIMITED AS GENERAL PARTNER OF RCP WFY LP	
Name and position of signatory:	Name: ... JULIAN BASSELEY	
	<i>As attorney</i>	
Signed by authorised person on behalf of corporate member:		Dated: ... 4 June 2020

member:		
Name and position of signatory:	Name: <u>JULIAN SANDELEY</u> <i>As attorney</i>	
Signed by authorised person on behalf of corporate member:	<u>Julian Sandeley</u>	Dated: <u>4 June 2020</u>

Name of corporate member:	THE COUNTY COUNCIL OF THE CITY AND COUNTY OF CARDIFF	
Name and position of signatory:	Name: <u>JULIAN SANDELEY</u> <i>As attorney</i>	
Signed by authorised person on behalf of corporate member:	<u>Julian Sandeley</u>	Dated: <u>4 June 2020</u>

Name of corporate member:	THE LUBERON TAYLOR FAMILY TRUST	
Name and position of signatory:	Name: <u>JULIAN SANDELEY</u> <i>As attorney</i>	
Signed by authorised person on behalf of corporate member:	<u>Julian Sandeley</u>	Dated: <u>4 June 2020</u>

Name of corporate member:	AVERY-WRIGHT NOMINEES PTY LTD	
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Name and position of signatory:	Name: JULIAN SANDELEY As attorney
Signed by authorised person on behalf of corporate member: Julian Sandeley Dated: 4 June 2020