

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
CERTIFIED WRITTEN RESOLUTION
The IDCo. Limited
(Registered Number SC400459)



S4XL657N
SCT 20/12/2019 #69
COMPANIES HOUSE
S8KOZS0P
SCT 20/12/2019 #132
COMPANIES HOUSE

Effective date of the Resolution(s) 12 NOVEMBER 2019 ("the Effective Date")

The undernoted resolutions were duly passed as Special and Ordinary Resolutions of the above named company by Written Resolution of the Members of the Company on the Effective Date, viz:-

ORDINARY RESOLUTION

"THAT:

- (1) all authorities conferred on the directors prior to the date of passing of this resolution to allot relevant securities as per section 549 of the Companies Act 2006 (as amended or re-enacted from time to time) or to allot shares in the Company or grant rights to subscribe for or to convert any security into shares (under section 551 of the Companies Act 2006 or otherwise) are hereby revoked;
- (2) the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (as amended or re-enacted from time to time) (the "Act") to allot and issue such number of relevant securities (as defined in that section) the maximum nominal amount of relevant securities to be allotted in pursuance of this authority shall be:-
 - a. 925,242 ordinary shares of £0.001 each in the share capital of the Company at a minimum price of £0.34 per ordinary share and in accordance with the share applications between the Company and certain existing and new investors on or after the date hereof noting that this authority shall expire on 20 December 2019, unless sooner renewed, varied or revoked by the Company in general meeting; and
 - b. 3,249,999 Series A Shares of £0.001 each in the share capital of the Company at a minimum price of £0.34 per Series A Share and in accordance with the share applications between the Company and certain existing and new investors on or after the date hereof noting that this authority shall expire on 20 December 2019, unless sooner renewed, varied or revoked by the Company in general meeting.
 - c. up to 54,360 ordinary shares to Sixthirty Fintech Accelerator LLC at a subscription price of not less than £1.09 per Ordinary Share strictly in accordance with the terms of the warrant instrument constituted by the Company and granted in favour of Sixthirty Fintech Accelerator LLC and declaring that in the case of this resolution, such authority shall (unless sooner renewed, varied or revoked by the Company) expire five years from the Circulation Date specified above, provided that the Company may before

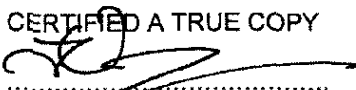
the expiry of such authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired;

- d. 51,091 ordinary shares of £0.001 each in the share capital of the Company at a minimum price of £1.95 per ordinary share pursuant to a convertible loan note instrument issued by the Company on 31 October 2017 and declaring that in the case of this resolution, such authority shall (unless sooner renewed, varied or revoked by the Company) expire five years from the Circulation Date specified above, provided that the Company may before the expiry of such authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired."
- e. up to 2,435,000 ordinary shares of £0.001, pursuant to employee and consultants options that may be granted in accordance with the terms of the subscription and shareholders' agreement relating to the Company to be dated on or around the date of this resolution declaring that in the case of this resolution, such authority shall (unless sooner renewed, varied or revoked by the Company) expire five years from the Circulation Date specified above, provided that the Company may before the expiry of such authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired."

SPECIAL RESOLUTION

- (3) "THAT all rights of pre-emption whether arising under the Articles of Association of the Company, the Act or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to Resolution (2) above."

CERTIFIED A TRUE COPY


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Director