

Company No. 05108142

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
ALPHA FX LIMITED

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) we, the undersigned, being an eligible member (as defined by section 289 of the CA 2006) of Alpha FX Limited (the **Company**) for this purpose representing not less than 75% of the total voting rights of all such eligible members, signifies its agreement to and passes the following written resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. That the share capital of the Company be reduced:
 - a. from 125,231, divided into 17,996 ordinary shares, 906 B ordinary shares, 106 B2 ordinary shares, 841 C ordinary shares, 882 E ordinary shares (all of £1.00 each), 79,000 D ordinary shares, 13,500 D1 ordinary shares and 12,000 D2 ordinary shares (all of £0.01 each);
 - b. to 119,717, divided into 17,996 ordinary shares, 906 B ordinary shares, 106 B2 ordinary shares, 827 C ordinary shares, 882 E ordinary shares (all of £1.00 each) 79,000 D ordinary shares, 13,500 D1 ordinary shares and 6,500 D2 ordinary shares (all of £0.01 each).
2. That with immediate effect the articles of association of the Company be altered by the deletion of article 39.9.3.3 and the substitution therefore of the following new 39.9.3.3:

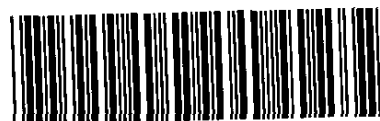
"39.9.3.3 *in respect of (i) a further 22.5% of the C Shares initially held by a C Shareholder as at the relevant Acquisition Date, or (ii) such number of C Shares as the Board shall determine if the C Shareholder's shareholding has increased or reduced since the Acquisition Date (other than as a result of the exercise of the Put Option), together with any Vested C Shares, (rounded up to the nearest whole number), if the Group Revenue for the financial year ending 31 December 2021 is greater than 1.25 multiplied by the Group Revenue for the financial year ending 31 December 2020 (the C First Target), by exercising such right in respect of all (and not some) of such C Shares within five Business Days following publication of the Company's audited annual accounts for the financial year ending 31 December 2021 and notification to the London Stock Exchange of the same;*"

Signature:

Director duly authorised for and on behalf of
Alpha FX Group Plc

Date: 16 NOVEMBER 2020

WEDNESDAY



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