



iSwap SEF Application
Exhibit G-2 – Certificate of Good Standing



DECLARATION

The undersigned

Cornelis Johannes Jozefus Maria van Gool, civil-law notary (*notaris*) in Amsterdam (The Netherlands)

hereby solely relying on (online) information (including a copy of the articles of association of the Company, as defined hereunder) provided by the trade register on the date of this certificate, on which third parties (including the undersigned) may rely and without having conducted any further investigation **certifies that:**

- (1) **iSwap Euro B.V.**, a private company with limited liability, having its seat in Amsterdam and its address at Vijzelstraat 68, unit 109, 1017 HL Amsterdam (the **Company**), is registered with the trade register under number 72364610;
- (2) the following is registered (also evidenced from an online digital English extract as attached hereto):
 - (a) the Company was incorporated on 16 August 2018;
 - (b) the articles of association of the Company have been most recently amended on 11 October 2019;
 - (c) the Company is registered as *besloten vennootschap met beperkte aansprakelijkheid* (private company with limited liability);
 - (d) the Company has its registered address at Vijzelstraat 68, unit 109, 1017 HL Amsterdam;
 - (e) the issued capital amounts to EUR 1,500,001.- and is based on the articles of association of the Company, divided into 1,500,001 shares of EUR 1.- each;
 - (f) the paid-up capital amounts to EUR 1,500,000.-;
 - (g) iSwap Limited is registered as the sole shareholder of the Company;
 - (h) Kieron Louis Nolan and Nicholas Peter Hoare are registered as the managing directors of the Company and are each solely authorized to represent the Company;
 - (i) no resolution has been filed with the trade register concerning the statutory merger (*juridische fusie*) or demerger (*splitsing*) in both cases involving the Company as disappearing entity;
 - (j) no resolution has been filed with the trade register concerning the voluntary liquidation (*ontbinding*) of the Company;
 - (k) no statement of bankruptcy (*faillissement*) has been filed with the trade register.

The undersigned is not aware of any facts or circumstances that would lead to the conclusion that any of the (online) information included in the extract referred to above (including the articles of association of the Company) received on the basis whereof this certificate has been prepared is incorrect or no longer valid as from the date hereof, or that the articles of association of the Company have been amended since 11 October 2019.

To this declaration the general conditions of Osborne Clarke apply, which general conditions are available on www.osborneclarke.com. Any liability of Osborne Clarke in any matter relating to this opinion is limited to the amount, which is paid out under Osborne Clarke's professional liability insurance in the matter concerned, including the deductible (*eigen risico*), which Osborne Clarke carries pursuant to the insurance policy.

Amsterdam, 18 October 2019.



A handwritten signature in blue ink, consisting of several large, fluid loops and a final flourish.

Business Register extract

Netherlands Chamber of Commerce

CCI number 72364610

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The company / organisation does not want its address details to be used for unsolicited postal advertising or visits from sales representatives.

Legal entity

| | |
|---|---|
| RSIN | 859085697 |
| Legal form | Besloten Vennootschap (comparable with Private Limited Liability Company) |
| Statutory name | iSwap Euro B.V. |
| Corporate seat | Amsterdam |
| First entry in Business Register | 16-08-2018 |
| Date of deed of incorporation | 16-08-2018 |
| Date of deed of last amendment to the Articles of Association | 11-10-2019 |
| Issued capital | EUR 1.500.001,00 |
| Paid-up capital | EUR 1.500.000,00 |

Company

| | |
|--------------------|---|
| Trade name | iSwap Euro B.V. |
| Company start date | 16-08-2018 (registration date: 16-08-2018) |
| Activities | SBI-code: 64301 - Investment funds in financial assets SBI-code: 6420 - Financial holdings |
| Employees | 0 |

Establishment

| | |
|-----------------------|--|
| Establishment number | 000040478394 |
| Trade name | iSwap Euro B.V. |
| Visiting address | Vijzelstraat 68, unit 109, 1017HL Amsterdam |
| Postal address | Vijzelstraat 68, unit 109, 1017HL Amsterdam |
| Date of incorporation | 16-08-2018 (registration date: 16-08-2018) |
| Activities | SBI-code: 64301 - Investment funds in financial assets SBI-code: 6420 - Financial holdings For further information on activities, see Dutch extract. |
| Employees | 0 |

Sole shareholder

| | |
|------------------|---|
| Name | iSwap Limited |
| Visiting address | 155 Bishopsgate, floor 2, EC2M 3TQ Londen, United Kingdom |

Business Register extract

Netherlands Chamber of Commerce

CCI number 72364610

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| | |
|------------------------|---|
| Registered in | Companies Registration Office Cardiff, United Kingdom under number 07282059 |
| Sole shareholder since | 16-08-2018 (registration date: 16-08-2018) |

Board members

| | |
|---------------------------|--|
| Name | Nolan, Kieron Louis |
| Date of birth | 20-07-1967 |
| Date of entry into office | 16-08-2018 (registration date: 16-08-2018) |
| Powers | Solely/independently authorised |

| | |
|---------------------------|--|
| Name | Hoare, Nicholas Peter |
| Date of birth | 06-12-1964 |
| Date of entry into office | 09-10-2019 (registration date: 11-10-2019) |
| Powers | Solely/independently authorised |

Authorised representative

| | |
|-------------------------------|--|
| Name | Kryskiewicz, Dagmara Karolina |
| Date of birth | 05-01-1981 |
| Date of entry into office | 10-04-2019 (registration date: 10-04-2019) |
| Contents of power of attorney | There are other restrictions. See Dutch extract. |

Extract was made on 18-10-2019 at 16.17 hours.