

**RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF
CREATION INVESTMENTS FUSION, LLC (“COMPANY”) HELD ON JULY 28, 2021, AT
9AM CT AT 156 N. JEFFERSON STREET SUITE 201, CHICAGO, ILLINOIS USA**

A. Participation in the Offer for Sale

The Board was informed that the board of directors of Fusion Micro Finance Limited (“**Fusion Microfinance**”) has passed a resolution approving an initial public offering of its equity shares of Rs. 10 each (“**Equity Shares**”), including an offer for sale of Equity Shares (the “**Offer**”) by certain shareholders, through the book building process in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. The Company is desirous of participating in the Offer by way of an offer for sale of up to four (4) million Equity Shares of Fusion Microfinance held by the Company. The board of directors of the Company perused the matter and the following resolutions were moved and passed unanimously:

1. Offer for Sale of Equity Shares of Fusion Micro Finance Limited

“**RESOLVED THAT** subject to the consent of the Securities and Exchange Board of India (“**SEBI**”), and/or such other approvals, permissions and sanctions of all other concerned authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the board of directors of the Company/authorised signatory of the board of directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee of the Board/“**Signatory**”), and provisions of any applicable laws, regulations, policies and guidelines in India or outside India, the Company hereby consents to the sale of up to four (4) million Equity Shares of Rs. 10 each (“**Equity Shares**”) of Fusion Microfinance (“**Offer for Sale**”), pursuant to the initial public offering of Fusion Microfinance (“**Offer**”) at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, as amended for cash, at such price per Equity Share as may be fixed and determined by Fusion Microfinance through its IPO Committee in consultation with the Book Running Lead Managers to the Offer (the “**BRLMs**”), within the price band as determined by Fusion Microfinance, through its IPO Committee in consultation with the BRLMs, to such categories of persons in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at that time and in such manner as may be determined by the Board/ Signatory.

“**RESOLVED FURTHER THAT** a copy this resolution may be shared by the Company for the purpose of the Offer, with, *inter alia*, Fusion Microfinance, the BRLMs and other intermediaries appointed for the Offer, in accordance with the provisions of the SEBI ICDR Regulations.”

2. Decisions in respect of the Offer

“**RESOLVED THAT** for the purposes of giving effect to the Offer for Sale of up to four (4) million Equity Shares of Rs. 10 each of Fusion Microfinance for cash, pursuant to the Offer, the Board appoints and authorises Patrick T. Fisher, Manager, and Kenneth D. Vander Weele, Director individually, to take the following steps:

- a) to approve the price per Equity Share for the Offer along with Fusion Microfinance, in consultation with the BRLMs, and to approve any modifications, variations and alterations thereto;

- b) to approve the price band for the Offer along with Fusion Microfinance, in consultation with the BRLMs, and to approve any modifications, variations and alterations thereto;
- c) to approve the appointment and entry into arrangements with the BRLMs, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, share escrow banks, registrars, accountants, legal advisors and any other agencies/ intermediaries or persons, as applicable;
- d) to sign and execute the offer agreement, registrar agreement, share escrow agreement, syndicate agreement, escrow agreement, underwriting agreement, the draft red herring prospectus, the red herring prospectus and the prospectus and any other document required in relation to the Offer for Sale;
- e) to approve the timing and all the terms and conditions of the transfer of the Equity Shares and to accept any amendments, modifications, variations or alterations thereto;
- f) to delegate any of the authorities set out herein and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable for such purpose, including without limitation, allocation and transfer of the shares as permissible in accordance with the relevant rules;
- g) to execute, sign, deliver, perfect, do and perform all such other instruments, acts, deeds, matters and things in relation to the aforesaid Offer as fully and effectually in all respects as could be done by law.”

“**RESOLVED FURTHER THAT** Patrick T. Fisher, Manager, and Kenneth D. Vander Weele, Director, be and are hereby, individually, authorised to do all such acts, matters, deeds and things necessary or desirable in connection with, incidental or ancillary to giving effect to above resolution, for and on behalf of the Company and to comply with all other requirements under applicable law in this regard.”

CERTIFIED TRUE COPY

Attested for *Creation Investments Fusion, LLC*



Name: Patrick Fisher
Designation: Manager
Creation Investments Fusion, LLC

