

Company No: 5674773

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

**TUXEDO MONEY SOLUTIONS LIMITED
("Company")**

Written Resolution

**2 February 2018
("Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution:

ORDINARY RESOLUTION

- 1 That the directors of the Company be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise any power of the Company to allot or grant rights to subscribe for or to convert any security into:
 - 1.1 any B ordinary shares of £0.20 each in the Company up to a maximum nominal amount of £0.40;
 - 1.2 any C ordinary shares of £0.10 each in the Company up to a maximum nominal amount of £0.90;
 - 1.3 any D ordinary shares of £0.01 each in the Company up to a maximum nominal amount of £0.91;and
 - 1.4 any participating shares of £0.0001 each in the Company up to a maximum nominal amount of £0.56;

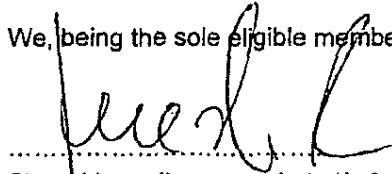
providing that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution.



AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution

We, being the sole eligible member of the Company, hereby irrevocably agree to the resolution



Signed by a director on behalf of
TMS Bond Bidco Limited

Date: 2 February 2018

NOTES:

- 1 If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and delivering the signed copy by hand to any director of the Company. If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree to the resolution if you fail to reply.
- 2 If you agree with the resolution, please ensure that your agreement reaches us on or before the date which is 28 days from and including the circulation date set out above (the "End Date"). If your agreement reaches us after the End Date, it will be ineffective. Further, unless by the end date sufficient agreement has been received for this resolution to pass, it will lapse.