

Number 09005942

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

Of

DIGITAL PAYMENTS PLC

At a general meeting of the Company duly convened and held at 3000 Hillswood Drive, Hillswood Business Park, Chertsey, Surrey, KY16 0RS on Tuesday 7 July 2015 the following resolutions were duly passed as ordinary and special resolutions of the Company respectively

ORDINARY RESOLUTIONS

- 1 That the Company's annual accounts for the financial year ended 31 December 2014, together with the Directors' Report and Auditors' Report on those accounts be received,
- 2 That Michael Muscato be appointed as a Director of the Company;
- 3 That Jeffrey's Henry LLP be appointed as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company at a remuneration to be determined by the Directors.
- 4 That for the purpose of section 555 of the Companies Act 2006 (**the Act**) the Directors of the Company be hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) up to an aggregate nominal amount of £5,000,000 provided that this authority shall expire at the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

This authority is in substitution for all subsisting authorities, conferred upon the Directors for the purposes of section 555 of the Act, without prejudice to any allotments made pursuant to the terms of such authorities.

WEDNESDAY



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COMPANIES HOUSE

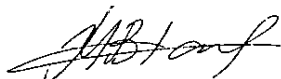
SPECIAL RESOLUTION

5 That, subject to the passing of resolution 4 above, the Directors of the Company be empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred by resolution 4 above as if section 561 of the Act did not apply to any such allotment provided that the power conferred by this resolution shall be limited to

5 1 the allotment of equity securities for cash in connection with an issue or offer of equity securities (including, without limitation, under a rights issue, open offer or similar arrangement) to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of equity securities subject only to such exclusions or other arrangements as the board may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange in any territory, and

5 2 the allotment (otherwise than pursuant to sub-paragraph 5 1 of this resolution 5) of equity securities up to an aggregate nominal value of £5,000,000

The power conferred by this resolution 5 shall expire (unless previously renewed, revoked or varied by the Company in general meeting), at such time as the general authority conferred on the board by resolution 4 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot or sell equity securities for cash in pursuance of such an offer or agreement as if the authority conferred hereby had not expired



Mikhail Raskin

Director

7 July 2015