

Company number 09141916

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Monetaflex Limited ('the Company')

TUESDAY



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LD2

29/09/2015

#371

COMPANIES HOUSE

147

September 2015 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions as specified (**Resolution**).

### **SPECIAL RESOLUTION**

#### **1. ADOPTION OF ARTICLES**

THAT, the Company adopt new Articles of Association as are set out in the Articles of Association attached to this resolution and which are by this resolution adopted as the new Articles of Association in substitution for and to the complete exclusion of the existing Articles of Association of the Company.

### **ORDINARY RESOLUTIONS**

#### **2. SUBDIVISION**

That the Ordinary Shares of £0.01 in the issued share capital of the Company be subdivided into Ordinary Shares of 0.0001 each in the capital of the Company, with the rights and restrictions set out in the Articles of Association of the Company referred to in the resolution above.

#### **3. AUTHORITY TO ALLOT**

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot Ordinary Shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £29,217 provided that this authority shall, unless renewed, varied or revoked by the Company, expire 12 months after the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding

that the authority conferred by this resolution has expired. This resolution shall become effective on the receipt of the relevant subscription monies and should any of the investors listed in the attached Schedule of Investment fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares allotted shall be adjusted down accordingly.

## SPECIAL RESOLUTION

### 4. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 3 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 5, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the nominal amount and time period specified in resolution 3 (unless renewed, varied or revoked by the Company prior to or on that date), 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 Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

## AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date hereby irrevocably agrees to the Resolution:

Signed by MICHAEL EAYLEROW

Date:

19.09.2015

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods.

**By hand.** delivering the signed copy to Simbarashe Chiguma, 86 – 90 Paul Street, London EC2A 4NE.

**Post:** returning the signed copy by post to Simbarashe Chiguma, 86 – 90 Paul Street, London EC2A 4NE.

