

4810
Company number: NI635108

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ORCA MONEY LIMITED ("Company")

25 November 2016 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (the "Directors") propose that:

- the resolution numbered one below is passed as an ordinary resolution (the "Ordinary Resolution"); and
- the resolution numbered two below is passed as a special resolution (the "Special Resolution"),

(together the "Resolutions").

1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (the "CA 2006"), the directors of the Company (the "Directors") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £17.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2016.

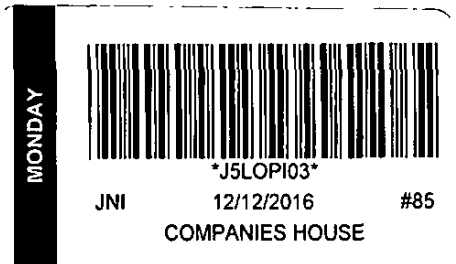
This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the CA 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 1 above 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 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- a) be limited to the allotment of equity securities up to an aggregate nominal amount of £17.00; and



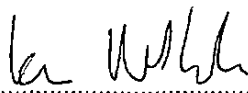
- b) expire on 31 December 2016 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities 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 Resolutions.

The undersigned, being the only persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

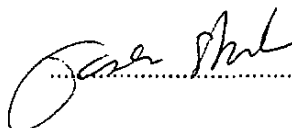
Signed by Iain Niblock:


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Date:

25/11/2016

Signed by Jordan Stodart:

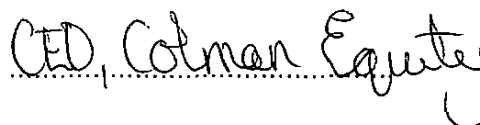

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Date:

25/11/2016

Signed by 

Director for and on behalf of Colman
Equity Limited


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Date:

25/11/2016

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Cleaver Fulton Rankin Sols, 50 Bedford Street, Belfast BT2 7FW.

You may not return the Resolutions to the Company by any other method.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.