

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**CERTIFIED WRITTEN RESOLUTION**

**miiCard Limited**  
**(Registered Number SC400459)**

Effective date of the Resolution(s) 5<sup>th</sup> September 2014 ("the Effective Date")

The undernoted resolutions were duly passed as Special and Ordinary Resolutions of the above named company by Written Resolution of the Members of the Company on the Effective Date, viz:-

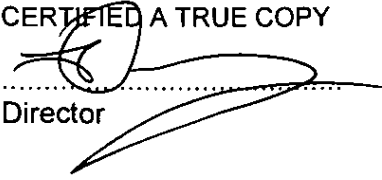
**SPECIAL RESOLUTION**

1. "THAT all rights of pre-emption whether arising under the articles of association of the Company, the Act or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to resolutions 2 - 3 (inclusive) below."

**ORDINARY RESOLUTIONS**

2. "THAT, in accordance with section 551 of the Act, the directors of the Company be and are hereby generally and unconditionally authorised to allot up to 467,968 ordinary shares of £0.001 each in the share capital of the Company to PBT Enterprises LLC in consideration of the work carried out by miiFinPass LLC; declaring that this authority shall (unless renewed, varied or revoked by the Company) expire unless sooner revoked or altered by the Company in general meeting, five years from the Circulation Date specified above provided that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.."
3. "THAT in accordance with section 551 of the Act, the directors of the Company be and are hereby generally and unconditionally authorised to allot shares in the share capital of the Company strictly in accordance with the terms of the warrant instrument constituted by the Company and granted in favour of PBT Enterprises LLC which is to be dated at or around the date this written resolution is passed (the "Warrant") provided such number of shares to be allotted pursuant to the Warrant does not exceed 87,744 ordinary shares of £0.001 each in the share capital of the Company (at a subscription price of not less than £1.65 per ordinary share of £0.001); declaring that this authority shall (unless renewed, varied or revoked by the Company) expire unless sooner revoked or altered by the Company in general meeting, five years from the Circulation Date specified above provided that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired."

CERTIFIED A TRUE COPY

  
Director

FRIDAY



SCT

17/10/2014 #220  
COMPANIES HOUSE

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**CERTIFIED WRITTEN RESOLUTION**

miiCard Limited  
(Registered Number SC400459)

Effective date of the Resolution(s) 15<sup>th</sup> October 2014 ("the Effective Date")

The undernoted resolutions were duly passed as Special and Ordinary Resolutions of the above named company by Written Resolution of the Members of the Company on the Effective Date, viz:-


**SPECIAL RESOLUTION**

1. "THAT all rights of pre-emption whether arising under the articles of association of the Company, the Act or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to resolutions 2 and 3 below."

**ORDINARY RESOLUTIONS**

2. "THAT, in accordance with section 551 of the Act, the directors of the Company be and are hereby generally and unconditionally authorised to allot up to 33,330 ordinary shares of £0.001 each in the share capital of the Company at a price of £1.65 per ordinary share; declaring that this authority shall (unless renewed, varied or revoked by the Company) expire on 31<sup>st</sup> October 2014."
3. "THAT, in accordance with section 551 of the Act, the directors of the Company be and are hereby generally and unconditionally authorised to allot up to 101,725 ordinary shares of £0.001 each in the share capital of the Company at a minimum price of £1.16 per ordinary share declaring that this authority shall expire, unless sooner revoked or altered by the Company, five years after the date of this resolution but providing that before such expiry, the Company may grant rights which require shares to be allotted and the Company may allot any such shares, notwithstanding that the authority conferred by this resolution has expired."

CERTIFIED A TRUE COPY

  
.....  
Director