

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
CERTIFIED WRITTEN RESOLUTION

MIICARD LIMITED  
(Registered Number SC400459)

Effective date of the Resolution(s): 25/11/2016 ("the Effective Date")

The undernoted resolution was duly passed as a Special Resolution of the above named company by Written Resolution of the Members of the Company on the Effective Date, viz:-

**ORDINARY RESOLUTION**

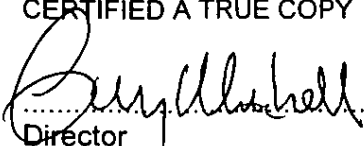
"THAT:

- (1) the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (as amended) (the "Act") to allot and issue such number of relevant securities (as defined in that section) the maximum nominal amount of relevant securities to be allotted in pursuance of this authority shall be:-
  - a. the aggregate of 769,230 ordinary shares of £0.001 each in the share capital of the Company at a minimum price of £1.95 per ordinary share and in accordance with the share applications between the Company and certain existing and new investors on or after the date hereof noting that this authority shall expire on 31 January 2017, unless sooner renewed, varied or revoked by the Company in general meeting; and
  - b. strictly in accordance with the terms of the warrant instrument constituted by the Company to shareholders investing in shares in terms of resolution (1) a above 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 384,615 ordinary shares of £0.001 each in the share capital of the Company (at a subscription price of not less than £1.95 per ordinary share of £0.001); declaring that this authority shall (unless renewed, varied or revoked by the Company) expire on 31 July 2017 (inclusive)."

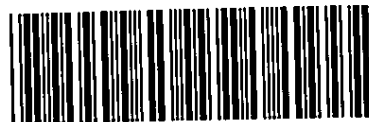
**SPECIAL RESOLUTION**

- (2) "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 Resolution (1) above."
- (3) "That the name of the company be and is hereby changed from "Miicard Limited" to "The IDCO. Limited"."

CERTIFIED A TRUE COPY

  
Director

WEDNESDAY



\*S5KUBRQB\*  
SCT 30/11/2016 #197  
COMPANIES HOUSE