

**CERTIFIED COPY RESOLUTIONS**

**PRIVATE COMPANY LIMITED BY SHARES**

**CERTIFIED WRITTEN RESOLUTIONS**

of

**MIICARD LIMITED**

(the "Company")

(Registered Number SC400459)

Effective date of the Resolution: *5<sup>th</sup> July* 2013 (the "Effective Date")

The undernoted resolutions were duly passed as Special and Ordinary Resolutions of the Company by Written Resolution 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**

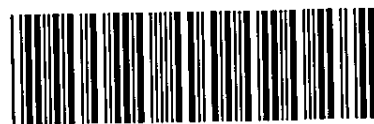
2. "THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally and unconditionally authorised to allot up to 303,030 ordinary shares of £0.001 each in the share capital of the Company at a price of £1.65 per ordinary share; declaring that this authority shall (unless renewed, varied or revoked by the Company) expire on 31 July 2013."
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 existing shareholders who agree to participate in a potential subscription for ordinary shares in the Company 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 30,030 ordinary shares of £0.001 each in the share capital of the Company; declaring that this authority shall (unless renewed, varied or revoked by the Company) expire on 31 December 2013."

**CERTIFIED A TRUE COPY**

  
.....  
Director

Date: *8<sup>th</sup> August 2013* 2013

WEDNESDAY



SCT \*S2EQ4DRT\* #160  
14/08/2013  
COMPANIES HOUSE