

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
CERTIFIED WRITTEN RESOLUTION

miiCard Limited

(Registered Number SC400459)

FRIDAY



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24/01/2014

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COMPANIES HOUSE

Effective date of the Resolution(s) 16<sup>th</sup> January 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 - 5 (inclusive) below."

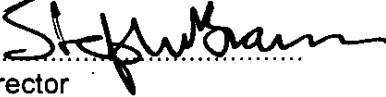
**ORDINARY RESOLUTIONS**

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 122,936 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 March 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 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 Sixthirty Fintech Accelerator 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 54,360 ordinary shares of £0.001 each in the share capital of the Company (at a subscription price of not less than £1.09 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."
4. "THAT in accordance with section 551 of the Act, the director(s) of the Company be and are hereby generally and unconditionally authorised to allot and issue up to 12.5% of the fully diluted equity share capital of the Company (from time to time) pursuant to employee options in accordance with the terms of the investment agreement relating to the Company dated 23<sup>rd</sup> April 2012. This authority shall 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.”

5. “THAT in accordance with section 551 of the Act, the director(s) 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 Yodlee Inc. which is dated 6<sup>th</sup> March 2012 (the “**Yodlee Warrant**”) provided such number of shares to be allotted pursuant to the Yodlee Warrant does not exceed 12% of the equity share capital of the Company (as at 6<sup>th</sup> March 2012 – being 147,420 ordinary shares of £0.001 each). This authority shall 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.”
6. “THAT all authorities conferred on the directors prior to the date of passing of this resolution to allot relevant securities as per section 80 of the Companies Act 1985 (as amended or re-enacted from time to time) or to allot shares in the Company or grant rights to subscribe for or to convert any security into shares (under section 551 of the Companies Act 2006 or otherwise) are hereby revoked.”

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Director