

Company No: 04198746

**COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
SYNIVERSE HOLDINGS LIMITED
(the "Company")**

Circulation Date. 1 September 2015

We, the undersigned, being an eligible member of the Company entitled to vote on the following resolutions on the circulation date of the Written resolutions of the Company, hereby

- (i) confirm that we have received a copy of the following Written resolutions proposed by the directors of the Company in accordance with section 291 of the Companies Act 2006, resolution 1 being proposed as a Special resolution, resolution 2 being proposed as an Extraordinary resolution and resolutions 3, 4 & 5 being proposed as Ordinary resolutions, and
- (ii) signify our agreement in accordance with section 296 of the Companies Act 2006 that the following resolutions be and are hereby passed as Written resolutions of the Company pursuant to sections 288 to 300 of the Companies Act 2006, and that resolution 1 shall take effect as a Special resolution of the Company, resolution 2 shall take effect as an Extraordinary resolution and resolutions 3, 4 & 5 shall take effect as Ordinary resolutions

SPECIAL RESOLUTION in accordance with section 283 of the Companies Act 2006

- 1 "That the Company be wound-up voluntarily"

EXTRAORDINARY RESOLUTION in accordance with the Companies Act (Commencement No 3 Consequential Amendments, Transitional Provisions and Savings) Order 2007 Schedule 3, para 23

- 2 "That the Joint Liquidators be and they are hereby authorised to distribute all or part of the assets in such proportions as they mutually agree and that they are hereby authorised to distribute to the Shareholders in specie the whole or any part of the assets of the Company".

ORDINARY RESOLUTIONS in accordance with section 282 of the Companies Act 2006

- 3 "That Guy Robert Thomas Hollander and Roderick John Weston of Mazars LLP, Tower Bridge House, St Katharine's Way, London, E1W 1DD be and they are hereby appointed Joint Liquidators for the purpose of such winding-up"
- 4 "That the Joint Liquidators be authorised to act jointly and severally"
- 5 "That the Joint Liquidators' remuneration be agreed as a fixed fee of £3,500 plus disbursements plus VAT, which will be settled by the parent company"

Signed

Laura E. Binion

Dated: 1 September 2015

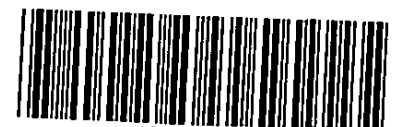
Print name

Laura E. Binion

Authorised representative of Syniverse Technologies BV

COMPANIES HOUSE

MONDAY



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07/09/2015

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EXPLANATORY NOTES FOR SHAREHOLDERS:

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating the document where indicated above and returning it to the Company using one of the following methods
 - **BY HAND** delivering the signed copy to Natasha Webb at Mazars LLP, Tower Bridge House, St Katharine's Way, London E1W 1DD
 - **BY POST** returning the signed copy by post to Natasha Webb at Mazars LLP, Tower Bridge House, St Katharine's Way, London E1W 1DD
 - **BY FAX** faxing the signed copy to 020 7063 4001 marked "for the attention of the Natasha Webb"
 - **BY EMAIL** by attaching a scanned copy of the signed document to an e-mail and sending it to Natasha.webb@mazars.co.uk

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. If sufficient agreement has not been received for the Resolutions to pass, within 28 days from the date the Resolutions were circulated, then they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this period
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority then returning this document