

**SHAREHOLDER RESOLUTIONS**  
of  
**MONITISE PLC**

WEDNESDAY



(Company No: 06011822) (the "**Company**")

**SPECIAL RESOLUTIONS**


1. That the Company be re-registered as a private limited company under the Companies Act 2006 by the name of Monitise Limited.
2. That the articles of association of the Company appended to these resolutions ("**Amended Articles**") are approved and the Amended Articles be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

**ORDINARY RESOLUTIONS**

3. That, with effect from the Company's re-registration as a private limited company and in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006.

Signed ..... 

**For and on behalf of Fiserv UK Limited**

Dated  September 2017