

Company number: 06035209

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SINGLE MEMBER'S RESOLUTION

of

VINCENTO PAYMENT SOLUTIONS LIMITED

(the "Company")

Pursuant to Section 357 of the Companies Act 2006

Dated: 28 February 2012

TC Invest AG, being the sole member of the Company entitled to attend and vote at a general meeting of the Company, hereby passes the following ordinary and special resolutions in writing (such resolutions to have effect pursuant to section 357 Companies Act 2006).

Ordinary Resolution

1. Directors' authority to allot shares

THAT, in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors be given the powers to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006 but is without prejudice to any allotment of shares or grant of rights to subscribe for or to convert any security into shares already made or offered or agreed to be made pursuant to such authorities

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Special Resolution

2. Amendment to Articles

THAT the articles of association of the Company be amended by deleting the present article 2 in its entirety and replacing it with the following new article 2:

“2 ALLOTMENT OF SHARES

- 2.1 The directors may allot, grant options over or otherwise dispose of shares in the Company, to such persons, on such terms and in such manner as they think fit
- 2.2 In accordance with section 567 (1) of the Act, sections 561(1) and 562(1) to (6)(inclusive) of the Act shall not apply to the Company ”



For and on behalf of **TC Invest AG**

Dated 28 February 2012