

Company No. 6580786

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTIONS OF KALIXA PAYMENTS GROUP LIMITED (Company)

THURSDAY



LD1 *L5LX9F60* 15/12/2016 #42
COMPANIES HOUSE

Pursuant to section 288 of the Companies Act 2006 (CA 2006) I, the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company, signify my agreement to and pass the following written resolution as a special resolution of the Company

SPECIAL RESOLUTIONS

- 1 That the share capital of the Company be reduced from €51,437,836 and £1,681,167 divided into 51,437,836 cumulative preference shares of €1 00 each, 1,513,050 ordinary shares of £1 00 each and 168,117 A ordinary shares of £1.00 each (of which all of the cumulative preference shares, all of the ordinary shares and all of the A ordinary shares have been issued and are fully paid) to £1,513,050 divided into 1,513,050 ordinary shares of £1 00 each, by cancelling and extinguishing in full all 51,437,836 of the existing issued and fully paid cumulative preference shares of €1 00 each and all 168,117 A ordinary shares or £1.00 each (Capital Reduction)
- 2 That upon the Capital Reduction taking effect, ~~the articles of association in the attached form be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.~~

Signature

Name. Kalixa Group Limited

Date: 12 December 2016

EXPLANATORY STATEMENT TO MEMBER

(This explanatory statement is not part of any proposed written resolution)

- 1 This document is proposed by the board of directors of the Company
- 2 This document is sent to the sole eligible member on 2016
(Circulation Date)
- 3 A copy of the solvency statement supporting the resolution is attached to this document
- 4 "Eligible members" are the members who are entitled to vote on the resolution on the Circulation Date
- 5 If you wish to signify agreement to this document please follow the procedure below
 - (a) you (or someone acting on your behalf) must sign, print your name beneath and date this document,
 - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document,
 - (c) please return the document to the Company at its registered address or hand it to the any director in person
- 6 To be valid, this document must be received no later than 15 days after the Circulation Date
- 7 If this document is not received by this time your vote will not count Unless sufficient eligible members sign and return this document by that deadline, the proposed written resolution will lapse
- 8 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received