

Company Number: 09366948

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SatoshiPay Ltd (the Company)

.....**25 July**..... **2018 (the Circulation Date)**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the **Special Resolution**).

DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, in accordance with section 569 of the Companies Act 2006 (**CA 2006**), the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the CA 2006) as if section 561 of the CA 2006 did not apply to any such allotment provided that the authority granted by this resolution shall cease to have effect where:

- a) this power is revoked;
- b) the Company ceases to be a private company limited by shares; or
- c) there is more than one class of shares in the Company.

AGREEMENT

Please read the Notes at the end of this document before signing to indicate your agreement to the Special Resolution.

The undersigned are persons entitled to vote on the Special Resolution on the Circulation Date.

Signed on behalf of
Flakenwerder Investment UG

.....*Bern*.....

Date

.....25 July 2018.....

Signed on behalf of
Prinzenwelher Limited

.....

Date

.....

153464191_2

FRIDAY



A23 *A7B36CZM* 27/07/2018 #297
COMPANIES HOUSE

Signed on behalf of
Citadel Two UG

Date

Signed on behalf of
**Axel Springer Plug and Play
Accelerator GmbH**

Date

Signed on behalf of
Blue Star Capital Plc

Date

Anthony Fabian
25 July 2018

Signed on behalf of
Galloway Limited

Date

Signed on behalf of
Quan Wo

Date

Signed on behalf of
Kryptonite 1 Plc

Date

Signed on behalf of
Montanila UG

Date

CLW

25 July 2018

NOTES

1. If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by email to alex@satoshipay.io:

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.

3. Unless sufficient agreement is received for the Resolution to pass by no later than 30 days from the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

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 when returning this document.