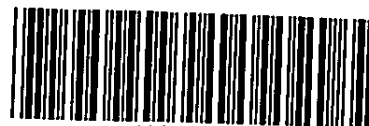


Company number: 04629543

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COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS Of

360 SOLUTIONS (UK) LIMITED (the "Company")

The following resolutions were duly passed as ordinary and special resolutions of the Company (as indicated) on 2 October 2013 by way of written resolution in accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006

ORDINARY RESOLUTION

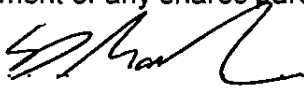
- 1 **THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "**Act**") to exercise all or any of the powers of the Company to allot B ordinary shares of £1 each in the Company or to grant rights to subscribe for, or to convert any security into such shares in the Company (such shares and rights being together referred to in this resolution as "**Relevant Securities**") up to an aggregate nominal value of £10 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date on which this resolution is passed save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired

SPECIAL RESOLUTIONS

- 2 That the articles of association of the Company be amended by the insertion of the following as a new article 2A after the existing article 2
 - 2A For so long as the share capital of the Company is divided into ordinary shares of £1 each ("**Ordinary Shares**") and B ordinary shares of £1 each ("**B Shares**"), the Company's assets on a liquidation, capital reduction or otherwise remaining after payment of the Company's liabilities shall be returned to the Company's shareholders as set out below
 - 2A 1 if the aggregate value of such assets is less than £8,000,000, in paying the whole of such assets to the holders only of the Ordinary Shares (pari passu as if the same constituted one class of share), and
 - 2A 2 if the aggregate value of such assets is £8,000,000 or more, in paying the whole of such assets to the holders of the Ordinary Shares and the B Shares (pari passu as if the same constituted one class of share)

- 3 That article 4(i) of the articles of association of the Company shall not apply to the allotment of any shares pursuant to employee share options

Director



Date

2/10/13