



Mogo Finance S.A.
Corporate Decision

Place: Luxembourg
Date: 13 July 2018


On this day of 13 July 2018, we, the undersigned, being the authorized representatives of **Mogo Finance S.A.**, a public company limited by shares registered in the Grand Duchy of Luxembourg with registration number B 174.457, legal address at 9, Allée Scheffer, L-2520, Luxembourg, Grand Duchy of Luxembourg (*hereinafter referred to as – Mogo Finance*), a 98% shareholder of **Mogo LLC**, a limited liability company registered under the laws of Georgia on 18/03/2014, under identification number: 404468688 (*hereinafter referred to as – the Company*), in our capacity as authorized representatives of sole shareholder of the Company, acting on the basis of the Charter, declare as follows:


1. It has been resolved to dismiss the current Director of the Company, Mr. George Makaridze (Citizen of Georgia, Personal Number: 01017016579) and replace him with another, namely Mr. Guram Salia (Citizen of Georgia, Personal Number: 01018000075, residing at: Kekelidze street #10, flat #17, 0179, Tbilisi, Georgia), holding managerial and representative powers as limited by the Articles of Association of the Company.
2. It has been further resolved to amend and restate the Charter of Mogo LLC as follows:
 - a. Clause 10.3 is to be amended and restated as follows:
“election and recall of the Members of Supervisory Board, the Company’s controllers and receivers;”
 - b. Clause 10.7 is to be amended and restated as follows:
“specifying remuneration for the Supervisory Board Members and the auditor;”
 - c. Clause 18.8 is to be amended and restated as follows:
“elect/appoint Company’s external auditor and Director;”
 - d. Clause 28 is to be amended and restated as follows:
“The day-to-day business operations of the Company are managed by a sole Director who is fully equipped with managerial and representative powers, subject to limitations imposed by present Charter, in particular, clause 10. Any action/decision/transaction on behalf of the Company requiring competence and/or approval by Shareholder’s Meeting as per present Charter, can only be carried out/performed/completed upon obtaining the relevant approval of Shareholders. For avoidance of doubt, the Director is authorized to unilaterally and upon own discretion change the following registered data of the Company: e-mail address and legal address.”
3. It has been further resolved to issue a power of attorney to **Ms. Ekaterine Svanidze** (Citizen of Georgia, Personal No. 01031004818), **Mr. Giorgi Kilasonia** (Citizen of Georgia, Personal No. 62001043285), **Ms. Inga Natelauri** (Citizen of Georgia, Personal No. 01017048181) and **Ms. Mariam Chikhradze** (Citizen of Georgia, Personal No. 01005031021) (the “Trustees”) in order to, jointly and/or severally, sign and execute the and respectively carry out actions necessary and appropriate for registration of change of (a) Director; and (b) Charter of the Company, sign any document on behalf of Mogo Finance related to herein mentioned registration including the Application for Registration at the LPPL National Agency of Public Registry of the Ministry of Justice of Georgia and eliminate any defect that may arise out of such registration. The Trustees

shall be authorized to pay any expenses necessary for prompt registration of the new Director of the Company.

This Power of Attorney shall be valid until the completion of the aforementioned tasks, but not longer than until 12 January 2019

On behalf of Mogo Finance


Caroline Goergen,
type A director


Liviu Rusu,
type B director

LEGALIZATION

The undersigned notary hereby
legalizes the signature(s) of

Luxembourg, the

17/07/2018

CAROLINE GOERGEN AND

LIVIU RUSU



