

ADFIN SOLUTIONS, INC.
UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS

April 5, 2013

The undersigned, being all of the directors of AdFin Solutions, Inc., a Delaware corporation (the “Company”), do hereby adopt the following resolutions by unanimous written consent as authorized by the Bylaws of the Company and Section 141(f) of the Delaware General Corporation Law:

Certificate of Amendment of the Amended and Restated Certificate of Incorporation.

WHEREAS, the board of directors (the “Board”) of the Company has determined that it is in the best interests of the Company and its stockholders to amend its Amended and Restated Certificate of Incorporation as set forth in the Certificate of Amendment of the Amended and Restated Certificate of Incorporation in substantially the form attached hereto as Exhibit A (the “Amendment Certificate”).

RESOLVED, that the Amendment Certificate is hereby adopted and approved, together with such changes thereto as any officer of the Company may deem necessary and appropriate and as any such officer shall approve, with such approval to be conclusively established by the execution and delivery of the Amendment Certificate.

RESOLVED FURTHER, that, upon obtaining necessary stockholder approval, the officers of the Company are hereby authorized and directed to execute and file the Amendment Certificate with the Delaware Secretary of State.

Amendments to Series A Preferred Stock Financing Documents.

WHEREAS, the Board has determined that it is in the best interests of the Company and its stockholders to amend that certain Series A Preferred Stock Purchase Agreement, by and among the Company and the investors listed therein, dated December 28, 2012, Investors’ Rights Agreement, by and among the parties listed therein, dated December 28, 2012, Voting Agreement, by and among the parties listed therein, dated December 28, 2012 and Right of First Refusal and Co-Sale Agreement, by and among the parties listed therein, dated December 28, 2012 as set forth in the amendments to such documents in substantially the form attached hereto as Exhibit B (the “Amendments”).

RESOLVED, that the Amendments are hereby adopted and approved, together with such changes thereto as any officer of the Company may deem necessary and appropriate and

as any such officer shall approve, with such approval to be conclusively established by the execution and delivery of the Amendments.

Enabling Resolutions.

RESOLVED, that the officers of the Company, and any of them, are each hereby authorized and directed to execute all documents and to take such action as any of such officers may deem necessary or advisable to carry out and perform the purposes of the foregoing resolutions.

RESOLVED FURTHER, that any actions taken prior to the date of the foregoing resolutions adopted hereby by the persons elected as the officers of the Company that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this Company.

This Unanimous Written Consent shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the directors. This unanimous written consent shall be effective as of the date when it has been signed by all of the directors of the Company.

[Remainder of this Page Intentionally Left Blank]

This Unanimous Written Consent may be signed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument.



Jeanne Houweling

Jonathan Leitersdorf

Gil Mandelzis

Tom Glocer

David J. Mitchell

This Unanimous Written Consent may be signed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument.

Jeanne Houweling



Jonathan Leitersdorf

Gil Mandelzis

Tom Glocer

David J. Mitchell

This Unanimous Written Consent may be signed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument.

Jeanne Houweling

Jonathan Leitersdorf



Gil Mandelzis

Tom Glocer

David J. Mitchell

This Unanimous Written Consent may be signed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument.

Jeanne Houweling

Jonathan Leitersdorf

Gil Mandelzis



Tom Glocer

David J. Mitchell

This Unanimous Written Consent may be signed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument.

Jeanne Houweling

Jonathan Leitersdorf

Gil Mandelzis

Tom Glocer

David J. Mitchell



EXHIBIT A

**CERTIFICATE OF AMENDMENT OF AMENDED AND RESTATED CERTIFICATE OF
INCORPORATION**

EXHIBIT B

AMENDMENTS TO THE SERIES A FINANCING DOCUMENTS