

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

December 28, 2012

The undersigned, being all of the directors of Company, 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:

Amended and Restated Certificate of Incorporation.

WHEREAS, the Board has determined that it is in the best interests of the Company and its stockholders to amend and restate its Certificate of Incorporation to (i) increase the total number of authorized shares of capital stock to 32,250,000, (ii) increase the total number of authorized shares of the Company’s common stock (“Common Stock”) to 22,250,000 and (iii) authorize 10,250,000 shares of Series A Preferred Stock with rights and preferences as more fully set forth in the Amended and Restated Certificate of Incorporation in substantially the form attached hereto as Exhibit A (the “Restated Certificate”).

RESOLVED, that the Restated 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 Restated Certificate.

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

Series A Preferred Stock Financing.

WHEREAS, the Board has determined that it is in the best interests of the Company and its stockholders to raise additional funds through the sale and issuance of up to 10,250,000 shares of its Series A Preferred Stock (the “Stock”) at a purchase price of \$0.4375 per share pursuant to the terms and conditions of the Series A Preferred Stock Purchase Agreement (the “Purchase Agreement”), in substantially the form attached hereto as Exhibit B, by and among the Company and the investors listed on Exhibit A to the Purchase Agreement (the “Purchasers”);

WHEREAS, in connection with the transactions contemplated by the Purchase Agreement, the Company, the Purchasers and certain existing stockholders of the Company (the "Existing Shareholders") will enter into an Investors' Rights Agreement in substantially the form attached hereto as Exhibit C (the "Investors' Rights Agreement"), a Right of First Refusal and Co-Sale Agreement in substantially the form attached hereto as Exhibit D (the "Co-Sale Agreement") and a Voting Agreement in substantially the form attached hereto as Exhibit E (the "Voting Agreement"), pursuant to which, among other things, the Company will grant to the Purchasers certain registration and other rights (collectively, the "Series A Financing");

WHEREAS, each Purchaser has a pre-existing personal or business relationship with the Company or any of its officers, directors or controlling persons, or by such Purchaser's business or financial experience or the business or financial experience of such Purchaser's financial advisors who are unaffiliated with and who are not compensated by the Company, directly or indirectly, could be reasonably assumed to have the capacity to protect its own interests in connection with the acquisition of the Stock;

WHEREAS, each Purchaser has represented that said Purchaser purchasing the Stock for Purchaser's own account and not with a view to or for sale in connection with any distribution of such Stock;

WHEREAS, the offer and sale of the Stock will not be accomplished by the publication of any advertisement;

WHEREAS, the Stock will be issued pursuant to the exemptions from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), provided by Section 4(2) thereof and the exemptions from the registration or qualification requirements of other applicable state securities laws;

WHEREAS, pursuant to Section 144 of the Delaware General Corporation Law, no contract or transaction between a corporation and one or more of its directors or officers, or between a corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers, are directors or officers, or have a financial interest (any such party is referred to herein individually as an "Interested Party," or collectively as the "Interested Parties," and any such contract or transaction is referred to herein as an "Interested Party Transaction"), shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee which authorizes the contract or transaction, or solely because any such director's or officer's votes are counted for such purpose, if (1) the material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum, (2) the material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders, or (3) the

contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board, a committee or the shareholders;

WHEREAS, the terms and conditions of the Series A Financing are hereby disclosed or made known to the Board;

WHEREAS, it is hereby disclosed or made known to the Board that Jonathan Leitersdorf is a director and officer of the Company and is an investor in the Series A Financing, and as such may be an Interested Party and the Series A Financing may be an Interested Party Transaction;

WHEREAS, the Board is aware of the material facts and terms related to the Series A Financing and has had an adequate opportunity to ask questions regarding, and to investigate the nature of, the relationships and/or interests of the Interested Parties with and in the Company in connection with the Series A Financing; and

WHEREAS, after careful consideration, the Board has determined that the terms and conditions of the Series A Financing are just and equitable and fair as to the Company and its stockholders and that it is in the best interests of the Company and its stockholders to ratify the Series A Financing.

RESOLVED, that the Purchase Agreement, the Investors' Rights Agreement, the Co-Sale Agreement and the Voting Agreement, respectively, together with such changes thereto as any executive 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 Purchase Agreement, the Investors' Rights Agreement, the Co-Sale Agreement and the Voting Agreement and the sale and issuance of the Stock to qualified Purchasers pursuant to the terms of the Purchase Agreement, are hereby approved.

RESOLVED FURTHER, that the officers of the Company, and any of them, are each hereby authorized to execute and deliver on behalf of the Company the Purchase Agreement, the Investors' Rights Agreement, the Co-Sale Agreement, the Voting Agreement and all agreements and instruments contemplated thereby and to take all actions necessary to complete all transactions contemplated by the Purchase Agreement.

RESOLVED FURTHER, that upon receipt and acceptance of a signed Purchase Agreement and receipt of the consideration described in the Purchase Agreement, the appropriate officers of the Company are authorized and directed to cause certificates representing the Stock to be issued to the Purchasers and the Stock, and the Common Stock issuable upon conversion of the Series A Preferred Stock upon such issuance, shall be fully paid and nonassessable.

RESOLVED FURTHER, that 10,250,000 shares of the Company's Common Stock are hereby reserved for issuance upon conversion of the shares of Series A Preferred Stock.

RESOLVED FURTHER, that the Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock such number of shares as

shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock in the manner provided in the Company's Certificate of Incorporation.

RESOLVED FURTHER, that the officers of the Company, and any of them, are each hereby authorized and directed to prepare or cause to be prepared and filed at such time as required by applicable law or regulation securities law filings as are required by applicable state securities laws with the appropriate state securities law governmental authorities.

#### 2012 Stock Plan Amendment

WHEREAS, the Board deems it advisable, and in the best interest of the Company and its sole stockholder, to amend the Company's 2012 Stock Plan (the "Plan") to increase the number of shares of the Company's Common Stock that can be offered under the Plan from 2,000,000 shares to a total of 2,750,000 shares (the "Plan Amendment").

RESOLVED, that the Board hereby approves the Plan Amendment.

#### Board Size Increase

WHEREAS, the Board deems it advisable, and in the best interest of the Company, to increase the number of authorized directors which shall constitute the whole of the Board from 4 directors to 5 directors.

RESOLVED, that the number of authorized directors on the Board shall be 5 directors.

#### Director Appointment

WHEREAS, the Board deems it advisable, and in the best interest of the Company, to appoint David J. Mitchell as a member of the Board.

RESOLVED, that David J. Mitchell is appointed a member of the Board contingent upon the initial closing of the Series A Financing, to serve until his successor is elected and qualified or until her earlier resignation or removal.

RESOLVED, FURTHER, that David J. Mitchell and the Company shall enter into the Company's standard form of Indemnification Agreement for officers and directors in the form previously adopted by the Board.

#### Option Grant

RESOLVED, that the individual listed on Exhibit F hereto is hereby granted an option pursuant to the Company's 2012 Equity Incentive Plan (the "Plan") to acquire up to the number of shares of the Company's Common Stock indicated on Exhibit F.

RESOLVED FURTHER, that the Board has reviewed the earnings history and financial condition of the Company, discussed the current prospects and expected operating results

with management for the Company, and made such other investigations as it deems advisable in order to determine the fair market value of the Common Stock of the Company and hereby determines such fair market value to be an amount which is not greater than \$0.10 per share.

RESOLVED FURTHER, that the option shall be an incentive stock option to the maximum extent permitted under Section 422 of the Internal Revenue Code of 1986, as amended.

RESOLVED FURTHER, that the option shall be evidenced by and subject to the terms and conditions of the appropriate form of standard agreement previously approved by the Board, with standard four-year vesting to commence as of each such individual's Vesting Commencement Date as indicated on Exhibit F hereto.

RESOLVED FURTHER, that the offer and sale of the options and the shares of Common Stock issuable upon exercise of the options shall be made in reliance on the exemption from registration provided by Rule 701 promulgated under the Securities Act of 1933, as amended.

RESOLVED FURTHER, that the proper officers of the Company are hereby authorized and directed to make all such arrangements, execute and deliver all such certificates and other instruments and documents, and perform all other acts that he or they may deem to be reasonable and necessary or appropriate in order to fully implement the foregoing resolutions.

#### Amended and Restated Bylaws Amendment

WHEREAS, Article 10 of the Amended and Restated Bylaws of the Company (the "Restated Bylaws") provides that the Board can repeal, alter or amend the Restated Bylaws; and

WHEREAS, the Board deems it advisable, and in the best interest of the Company and its sole stockholder, to amend the Restated Bylaws as set forth in substantially the form attached hereto as Exhibit G (the "Amended and Restated Bylaws").

RESOLVED, that the Amended and Restated Bylaws be, and hereby are, adopted and approved, together with such changes or modifications as any officer of the Company may approve as necessary and appropriate.

#### 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

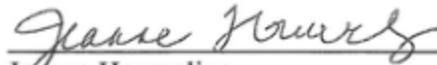
within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this Company.

This Unanimous Written Consent shall be filed with the minutes of the proceedings of the Board of Directors 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.

  
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Jeanne Houweling

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Jonathan Leitersdorf

\_\_\_\_\_  
Gil Mandelzis

\_\_\_\_\_  
Roy Lowrance

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Jeanne Houweling



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Jonathan Leitersdorf

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Gil Mandelzis

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Roy Lowrance

On Dec 28, 2012, at 3:39 PM, "Gil Mandelzis" <[REDACTED]> wrote:

> approved

>

> Gil Mandelzis

> Executive Chairman

> Direct: [REDACTED]

> Mobile: [REDACTED]

> Asst: [REDACTED]

> [REDACTED]

>

>

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> -----Original Message-----

> From: Jonathan Leitersdorf [REDACTED]

> Sent: Friday, December 28, 2012 2:45 AM

> To: Gil Mandelzis; [REDACTED]; [REDACTED]

> Cc: Johann Guye

> Subject: FW: AdFin Board

>

> Dear Board members,

> As promised, please find the cap table and consent. Please sign the consent today and mail it to johann and me. we are aiming to close the transaction today. I appreciate your swift response here.

> Best Wishes for the New Year,

> Jonathan

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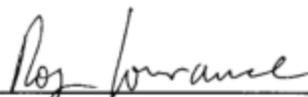
Jeanne Houweling

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Jonathan Leitersdorf

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Gil Mandelzis



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Roy Lowrance

**EXHIBIT A**

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**EXHIBIT B**

**SERIES A PREFERRED STOCK PURCHASE AGREEMENT**

**EXHIBIT C**  
**INVESTORS' RIGHTS AGREEMENT**

**EXHIBIT D**

**RIGHT OF FIRST REFUSAL AND CO-SALE AGREEMENT**

**EXHIBIT E**  
VOTING AGREEMENT

**EXHIBIT F**

**STOCK OPTION GRANT**

<b>Name</b>	<b>Number of Shares</b>	<b>Vesting Commencement Date</b>	<b>Type</b>	<b>Vesting Schedule</b>
David J. Mitchell	246,964	12/28/12	NSO	25% annually on the VCD

**EXHIBIT G**  
AMENDED AND RESTATED BYLAWS