

# **EXHIBIT L**

**DIGFINEX INC.**

*(a company incorporated in the British Virgin Islands with company number 1777268)*

**(the Company)**

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**UNANIMOUS WRITTEN RESOLUTIONS OF THE DIRECTORS OF THE COMPANY**

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The undersigned, being each of the directors of the Company (the **Directors**), consent to the following resolutions in accordance with section 129 of the BVI Business Companies Act, 2004 (as amended) (the **BCA**) and regulation 10.12 of the Company's articles of association (the **Articles**).

**1. BACKGROUND****1.1 It is PROPOSED that:**

- (a) iFinex Inc. (the **Borrower**), a BVI business company incorporated under the laws of the British Virgin Islands with company number 1774852 and in which the Company holds shares, enters into a Hong Kong law governed facility agreement with Tether Limited, as lender (the **Lender**) whereby the Lender will make available to the Borrower a revolving facility of up to US\$900,000,000 (the **Facility Agreement**); and
- (b) in order to secure any sums due to the Lender under or in connection with the Facility Agreement, the Company grants to the Lender a Hong Kong law governed share charge over 60,000,000 of the common shares of no par value it holds in the Borrower (the **Borrower Share Charge**),

(together with any further actions contemplated by the Facility Agreement, the Borrower Share Charge and any other Finance Documents (as defined in the Facility Agreement), the **Transaction**).

**2. DECLARATION OF INTERESTS**

- 2.1 It is noted that by executing these resolutions, each Director confirms that they have noted the nature and extent of their interests in the matters, transactions and documents contemplated in these resolutions for the purposes of section 124 of the BCA and regulation 13 of the Articles, including any relationship between each Director and the Lender and the Borrower. No Director is, by virtue of any such interests, prohibited under the Articles from voting on a matter related to the transaction or from signing any document on behalf of the Company, or from doing any other thing in their capacity as Director of the Company, that relates to the transactions contemplated herein.

The undersigned, being each Director of the Company, consent to the adoption of these resolutions. These resolutions may be executed in counterparts and the effective date of the resolutions is the date when the last Director to sign the resolutions signs and dates it.

  
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**Lodovico Jan van der Velde**

Date: 15 Mar 2019

\_\_\_\_\_  
**Glancarlo Devasini**

Date: \_\_\_\_\_

The undersigned, being each Director of the Company, consent to the adoption of these resolutions. These resolutions may be executed in counterparts and the effective date of the resolutions is the date when the last Director to sign the resolutions signs and dates it.

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**Ludovicus Jan van der Velde**

Date: \_\_\_\_\_

  
\_\_\_\_\_  
**Giancarlo Devasini**

Date: 15 Mar 2019

**IFINEX INC.***(a company incorporated in the British Virgin Islands with company number 1774852)***(the Company)****UNANIMOUS WRITTEN RESOLUTIONS OF THE DIRECTORS OF THE COMPANY**

The undersigned, being each of the directors of the Company (the **Directors**), consent to the following resolutions in accordance with section 129 of the BVI Business Companies Act, 2004 (as amended) (the **BCA**) and regulation 10.12 of the Company's articles of association (the **Articles**).

**1. BACKGROUND****1.1 It is PROPOSED that:**

- (a) the Company enters into a Hong Kong law governed facility agreement with Tether Limited, as lender (the **Lender**) whereby the Lender will make available to the Company a revolving facility of up to US\$900,000,000, certain sums of which have already been advanced to the Company (the **Facility Agreement**);
- (b) in order to secure any sums due to the Lender under or in connection with the Facility Agreement, DigFinex Inc., a BVI business company incorporated under the laws of the British Virgin Islands with company number 1777268 (**DigFinex**), grants to the Lender a Hong Kong law governed share charge over 60,000,000 of the common shares of no par value DigFinex holds in the Company (the **Shares**) (the **Borrower Share Charge**);
- (c) in order to distinguish the Shares from those other common shares held by DigFinex in the Company, being a further 60,000,000 common shares of no par value, the Company assigns distinctive numbers to each of its common shares, such that the following common shares be assigned the distinctive numbers set out in the following table (the **Share Table**):

Shareholder	Number of common shares held	Distinctive numbers
[REDACTED]	3,255,837	1 to, and including 3,255,837
[REDACTED]	300,000	3,255,838 to, and including 3,555,837
[REDACTED]	256,422	3,555,838 to, and including 3,812,259
[REDACTED]	322,118	3,812,260 to, and including 4,134,377
[REDACTED]	3,237,511	4,134,378 to, and including 7,371,888

	1,205,565	7,371,889	to, and including	8,577,453
	120,000,000	8,577,454	to, and including	128,577,453
	1,000,000	128,577,454	to, and including	129,577,453
	1,127,361	129,577,454	to, and including	130,704,814
	800,000	130,704,815	to, and including	131,504,814
	1,503,505	131,504,815	to, and including	133,008,319
	300,000	133,008,320	to, and including	133,308,319
	923,645	133,308,320	to, and including	134,231,964
	8,600,000	134,231,965	to, and including	142,831,964
	17,860,475	142,831,965	to, and including	160,692,439
	580,000	160,692,440	to, and including	161,272,439
	501,326	161,272,440	to, and including	161,773,765
	12,673,121	161,773,766	to, and including	174,446,886

(d) of those 120,000,000 shares held by DigFinex, the 60,000,000 shares being given the distinctive numbers 8,577,454 to, and including, 68,577,453 be and are designated as the Shares subject to the Borrower Share Charge,

(together with any further actions contemplated by the Facility Agreement, the Borrower Share Charge and any other Finance Documents (as defined in the Facility Agreement), the **Transaction**).

1.2 It is further **NOTED** that no share certificates have been issued for the common shares of the Company and, consequently, no replacement share certificates are to be issued to any holders of common shares in the Company as a result of the designations made above.

## 2. **DECLARATION OF INTERESTS**

2.1 It is noted that by executing these resolutions, each Director confirms that they have noted the nature and extent of their interests in the matters, transactions and documents contemplated in these resolutions for the purposes of section 124 of the BCA and regulation 16 of the Articles, including any relationship between each Director and the Lender and DigFinex Inc. No Director is, by virtue of any such interests, prohibited under the Articles from voting on a matter related to the transaction or from signing any document on behalf of the Company, or from doing any other thing in their capacity as Director of the Company, that relates to the transactions contemplated herein.

## 3. **MATTERS FOR CONSIDERATION**

3.1 It is **NOTED** that:

(a) drafts of the following documents have been circulated to, and reviewed by, each Director (the **Documents** and each a **Document**):

The undersigned, being each Director of the Company, consent to the adoption of these resolutions. These resolutions may be executed in counterparts and the effective date of the resolutions is the date when the last Director to sign the resolutions signs and dates it.



\_\_\_\_\_  
Ludovicus Jan van der Velde

Date: 15 Mar 2019


\_\_\_\_\_  
Giancarlo Devasini

Date: \_\_\_\_\_

The undersigned, being each Director of the Company, consent to the adoption of these resolutions. These resolutions may be executed in counterparts and the effective date of the resolutions is the date when the last Director to sign the resolutions signs and dates it.

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**Ludovicus Jan van der Velde**

Date: \_\_\_\_\_

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**Giancarlo Devasini**

Date: 15 Mar 2019