

Company Number 05697423

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CANTAB RESEARCH LIMITED (the "Company")

Circulation Date 22nd June 2017 ("Circulation Date")

SATURDAY



A15 *A6X2FKMX* 06/01/2018 #64
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolution 1 is passed as an ordinary resolutions and resolution 2 is passed as a special resolution (together the "Resolutions").

ORDINARY RESOLUTIONS

1. **THAT** the directors of the Company are hereby generally and unconditionally authorised, for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares (of whatever class) in the Company up to an aggregate nominal value of £60.00. This authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot shares in the Company in pursuance of such offer or agreement as if such authority had not expired.

SPECIAL RESOLUTIONS

2. **THAT** subject to the passing of resolution 1 and in accordance with section 570 of the Act, the directors are hereby generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities set out in resolution 1.

AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Resolutions.

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signature:

ADL

Print Name:

ANTHONY JOHN ROBINSON

Signature:

Print Name:

For and on behalf of: **AMADEUS IV EARLY STAGE FUND A LP**

Signature:

Print Name:

For and on behalf of: **AMADEUS RESEF LP**

Signature:

Print Name: **LAURENCE GARRETT**

Signature:

Print Name: **JANE GIBSON**

Signature: 

Print Name: **RICHARD GIBSON**

Signature:

Print Name: **CHARLES HAMILTON**

Signature:

Print Name:

For and on behalf of: **ILEXIA LTD**

Signature:

Print Name:

For and on behalf of: **IQ CAPITAL EIS FUND 2016**

Signature:

Print Name:

For and on behalf of: **IQ CAPITAL EIS FUND II LP**

Signature:

Print Name:

For and on behalf of: **IQ CAPITAL SIDECAR FUND LP**

Signature:

Print Name: **PHIL O'DONOVAN**

Signature:

Print Name: **NICOLAS PINTO**

Signature:

Print Name: **IAN SABBERTON**

Signature:

Print Name: **ROBERT SANSOM**

Signature:

Print Name: **PIERRE VALADE**

Signature:

Print Name: **CAMPBELL WILLIAMSON**

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by one of the following methods:
 - 1.1 if you received the Resolutions by e-mail by replying to that e-mail and stating in your reply your name and that you agree to the Resolutions; or
 - 1.2 by signing and dating this document where indicated above and returning it to the Company.
- 2 If you are indicating agreement to the Resolutions on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 5 When agreement to the Resolutions has been received from members representing the requisite majority, they will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.