

Company number: 06569025

The Companies Act 2006

Private company limited by shares

Written resolutions

of

Linkdex Limited

SATURDAY



A10 *A54KT7T4* 09/04/2016 #26
COMPANIES HOUSE

25 November 2015 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Linkdex Limited (the "**Company**") propose that resolutions (1) and (2) below be and they are passed as ordinary resolutions (the "**Ordinary Resolutions**") and resolutions (3) and (4) below be and they are passed as special resolutions (the "**Special Resolutions**")

Ordinary Resolutions:

- 1 **That** the directors of the Company be and they are unconditionally authorised pursuant to Section 551, Companies Act 2006 to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into shares in the capital of the Company up to an aggregate nominal amount of £5 52898, such amount may be issued as Ordinary Shares of £0 00001 each and/or Series A Shares of £0 00001 each as the directors may determine provided always that the number of Ordinary Shares of £0 00001 each issued pursuant to this authority shall in no circumstances exceed 217,068 Ordinary Shares of £0 00001 each This authority shall expire on the date 5 years after the passing of this resolution unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires
- 2 **That** pursuant to article 3 1 of the articles of association of the Company the maximum amount of shares in the capital of the Company that may be allotted by the Company from time to time shall be increased to 5,978,585 shares of £0 00001 each divided into Ordinary Shares of £0 00001 each not exceeding 2,077,640 in number and Series A Shares of £0 00001 each

Special Resolutions:

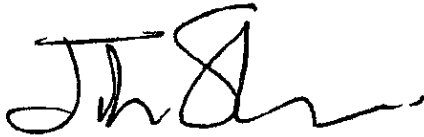
- 3 **That** pursuant to article 12 3 of the articles of association of the Company, all and any rights of pre-emption in respect of shares in the capital of the Company to be issued by the Company pursuant to the authority granted pursuant to resolution (1) above shall be disapplied and such shares may be issued free of all and any rights of pre-emption to existing shareholders of the Company and/or other third parties at the sole discretion of the board of directors of the Company from time to time
- 4 **That** the proposed entry by the Company into a facility agreement to be entered into between (1) the Company, (2) Beringea LLP and (3) the Lenders (as defined therein) and a debenture granting security over the Company's assets and undertaking between (1) the Company and (2) Beringea LLP (as Security Trustee) be and it is approved

(2) Beringea LLP (as Security Trustee) be and it is approved

Important.

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and the Special Resolutions.

The undersigned hereby irrevocably agree to the Ordinary Resolutions and the Special Resolutions



Signed

Name **John Straw**

Date **26/11/18**

Signed

Name **Anthony David Everett**

Date

Signed

Name **John Gotley**

Date

Signed

Name **Clare Coleman-Straw**

Date

Signed

Name **Nick Wood**

Date.

Signed

Name **Tom Gleeson**

Signed

Name **Tom Wood**

Date

Signed

Name **For and on behalf of Agenda 21 Digital Limited**

Date

Signed.

Name **For and on behalf of Agenda 21 Partners LLP**

Date

Signed

Name: **Steven Brown**

Date

Signed

Name. **Martin Armstrong**


Date

Signed.

Name **David McClure**

Date

Signed



Name **For and on behalf of Amadeus Capital Partners Limited acting in the capacity as manager of Amadeus III**

Date . **24/11/15**

Signed .

Name **Tom Wood**

Date

Signed .


Name **For and on behalf of Agenda 21 Digital Limited**

Date

Signed

Name **For and on behalf of Agenda 21 Partners LLP**

Date .

Signed. 

Name **Steven Brown**

Date **26/4/15**

Signed

Name **Martin Armstrong**

Date

Signed ..

Name **David McClure**

Date: .

Signed

Name **For and on behalf of Amadeus Capital Partners Limited acting in the capacity as manager of Amadeus III**

Date

Signed

Name **Tom Wood**

Date

Signed

Name For and on behalf of **Agenda 21 Digital Limited**

Date

Signed

Name For and on behalf of **Agenda 21 Partners LLP**

Date

Signed

Name **Steven Brown**

Date

Signed



Name **Martin Armstrong**

Date **26/11/15**

Signed

Name **David McClure**

Date

Signed

Name For and on behalf of **Amadeus Capital Partners Limited** acting in the capacity as manager of **Amadeus III**

Date

Signed. 

Name For and on behalf of Amadeus Capital Partners Limited acting in the capacity as manager
of Amadeus III Affiliates Fund LP

Date: 26/11/15

Signed: 

Name For and on behalf of Amadeus Capital Partners Limited acting in the capacity as manager
of Amadeus and Angels Seed Fund

Date: 26/11/15

Signed

Name Graeme Wood

Date

Signed:

Name Robin Klein

Date

Signed:

Name Matt Roberts

Date

Signed

Name Matthew Stone

Date

Signed

Name Vibhu Mohindra

Date.

Signed

Name For and on behalf of **Amadeus Capital Partners Limited** acting in the capacity as manager
of **Amadeus III Affiliates Fund LP**

Date

Signed 

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26/11/15

Signed

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Name **Matt Roberts**

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Name **Matthew Stone**

Date

Signed

Name **Vibhu Mohindra**

Date

Signed

Name: For and on behalf of **Amadeus Capital Partners Limited** acting in the capacity as manager
of **Amadeus III Affiliates Fund LP**

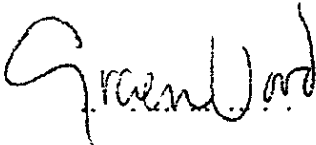
Date

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of **Amadeus and Angels Seed Fund**

Date

Signed



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26/11/15

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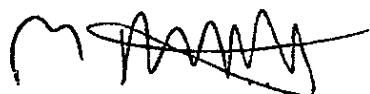
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26/11/15

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Name **Matthew Stone**

Date

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Name **Vibhu Mohindra**

Date

Signed 

Name: **David Brown**

Date: .. **28/11/15** ..

Signed: ..

Name: **Paul Livett**

Date: ..

Signed: ..

Name: **Jayne Macdonald**

Date: ..

Signed: ..

Name: **James Grimston**

Date: ..

Signed: ..

Name: **Alex D Hunter**

Date: ..

Signed: ..

Name: **Alex D Hunter (a/c TLH)**

Date: ..

Signed: ..

Name: **Alex D Hunter (a/c ICH)**

Date: ..

Signed . . .

Name **David Brown**

Date

Signed . . .

Name **Paul Livett**

Date

Signed .

Name **Jayne Macdonald**

Date

Signed 

Name **James Grimston**

Date **26/4/15**

Signed . .

Name **Alex D Hunter**

Date

Signed .

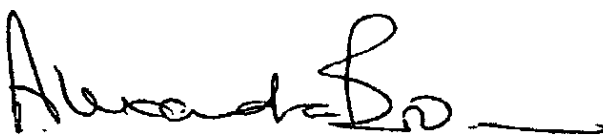
Name **Alex D Hunter (a/c TLH)**

Date

Signed .

Name **Alex D Hunter (a/c ICH)**

Date .

Signed 

Name **Alexandra Brown**

Date **26/11/15**

Signed

Name **Otilie Hunter**

Date

Signed:

Name **Scott Button**

Date

Signed:

Name **James Clark**

Date

Signed:

Name **For and on behalf of LGV LP**

Date.

Signed

Name **For and on behalf of Share Nominees Limited (a/c Oxford Capital Growth EIS (IHT))**

Date:

Signed:

Name **For and on behalf of Share Nominees Limited (a/c Oxford Gateway EIS Portfolio)**

Date

Signed

Name: **Alexandra Brown**

Date:

Signed:

Name: **Otilie Hunter**

Date:

Signed

Name **Scott Button**

Date:

Signed

Name **James Clark**

Date:

Signed

Name For and on behalf of **LGV LP**

Date:

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Date: **26/11/15**

Signed: 

Name For and on behalf of **Share Nominees Limited (a/c Oxford Gateway EIS Portfolio)**

Date: **26/11/15**