

Company number. 06569025

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
LINKDEX LIMITED (the "Company")

23 August 2016 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, and with effect from the completion of the acquisition of the entire issued share capital of the Company, the directors of the Company propose that the following resolutions are passed as special resolutions of the Company (the "**Resolutions**") Capitalised terms used but not defined in these Resolutions have the meaning such terms are given in the articles of association of the Company (the "**Articles**")

SPECIAL RESOLUTIONS

1 **THAT**, the Articles adopted on 13 December 2013 be amended as follows

(a) the existing article 2 be amended so that the following words be inserted

"provided that where there are no Investor Directors appointed to the Board at the relevant time, "Investor Director Consent" shall mean the prior written consent of the Director(s)"

after the words

"'Investor Director Consent' means the prior written consent and the Oxford Funds",

2 **THAT**, the existing article 25 be deleted in its entirety and the following be inserted in its place

"Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall be no fewer than one ";

3 **THAT**, the existing article 26 be deleted in its entirety,

4 **THAT**, the existing article 28 1 be deleted in its entirety and the following be inserted in its place

"In its application to the Company, Regulation 89 of Table A shall be so modified

(a) *by the deletion of the words "at any other number shall be two" in the first sentence, and*

(b) *by the addition of the following sentence in its place "at any other number shall be one" ", and*



- 5 **THAT**, subject to the passing of Resolution 1, Resolution 2, Resolution 3 and Resolution 4 above, that the Articles be amended as follows by the insertion of a new article 35

"Notwithstanding anything to the contrary contained in these Articles or in any other agreement between the Shareholders or any of such Shareholders

- (a) any of the Directors shall forthwith register any transfer of shares to any bank or institution (or any nominee of such bank or institution) to which such Shares have been mortgaged or charged by way of security upon receipt of notice of such transfer and no transferor of any Shares in the Company (or proposed transferor of such Shares) shall be required to offer the Shares to the Shareholders or any Shareholder for the time being of the Company which are or are to be the subject of any transfer as aforesaid, and, no such Shareholder or Shareholders shall have any right under these Articles or otherwise (howsoever arising) to require such Shares to be transferred to such Shareholder or Shareholders (or any nominee of the same) whether for valuable consideration or otherwise,
- (b) the directors shall not decline to register any transfer of Shares, nor may they suspend the registration of such transfer, where such transfer is executed by any bank or institution to whom such shares have been mortgaged or charged by way of security, or by any nominee of such bank or institution, pursuant to the power of sale or appropriation under such security, and a certificate by any such bank or institution that the Shares were so mortgaged or charged and the transfer was so executed shall be conclusive evidence of such facts, and
- (c) the Company shall not be entitled to exercise any lien which the Company has in respect of Shares where such Shares are mortgaged or charged by way of security to a bank or institution (or the nominee of such bank or institution) "

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolution



Signed by VINCENT MIFSUD for and on behalf of **SCRIBBLE TECHNOLOGIES INC.** as attorney for and on behalf of each of the members of the Company set out in the schedule under a power of attorney dated 23 August 2016

Date

23 August 2016

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 4 Unless, by the date 28 days after the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date
- 5 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
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

SCHEDULE

- 1 John Straw
- 2 Anthony David Everett
- 3 John Gotley
- 4 Clare Coleman-Straw
- 5 Nick Wood
- 6 Tom Gleeson
- 7 Tom Wood
- 8 Agenda 21 Digital Limited
- 9 Steven Brown
- 10 Martin Armstrong
- 11 Amadeus Capital Partners Limited acting in the capacity as manager of Amadeus III
- 12 Amadeus Capital Partners Limited acting in the capacity as manager of Amadeus III
Affiliates Fund LP
- 13 Amadeus Capital Partners Limited acting in the capacity as manager of Amadeus and
Angels Seed Fund
- 14 Graeme Wood
- 15 Robin Klein
- 16 Matt Roberts
- 17 Matthew Stone
- 18 Vibhu Mohindra
- 19 David Brown
- 20 Paul Livett
- 21 Jayne Macdonald
- 22 Viscount James Grimston
- 23 Alex D Hunter
- 24 Alex D Hunter (a/c TLH)
- 25 Alex D Hunter (a/c ICH)
- 26 Alex D Hunter (a/c HCH)
- 27 Mark Pearson
- 28 Thomas J Hughes
- 29 Chris Tradgett
- 30 Alliance Trust Pensions Limited
- 31 500 Start Ups LLP
- 32 Peter Hargreaves
- 33 Alexandra Brown
- 34 Otilie Hunter
- 35 Scott Button
- 36 James Clark
- 37 LGV LP
- 38 Share Nominees Limited (a/c Oxford Capital Growth EIS (IHT))
- 39 Share Nominees Limited (a/c Oxford Gateway EIS Portfolio)
- 40 Share Nominees Limited (as nominee for Jon D'arcy)
- 41 Share Nominees Limited (as nominee for Luke Ponsonby)
- 42 Share Nominees Limited (as nominee for Michael Weber)
- 43 Share Nominees Limited (as nominee for Roger Marshall)
- 44 Share Nominees Limited (as nominee for Simon Hall)
- 45 Share Nominees Limited (as nominee for Simon Mansfield)
- 46 Share Nominees Limited (as nominee for Peter Ferguson)
- 47 Share Nominees Limited (as nominee for Richard Carss)
- 48 Share Nominees Limited (as nominee for Colin Wilson)
- 49 Share Nominees Limited (as nominee for Lady Christabel Flight)
- 50 Share Nominees Limited (as nominee for Martyn Holman)
- 51 Share Nominees Limited (as nominee for Sir Robert Wilson)
- 52 Share Nominees Limited (as nominee for Marsha Mayes)
- 53 Share Nominees Limited (as nominee for Simon Prior-Palmer)
- 54 Share Nominees Limited (as nominee for Jonathan Bell)
- 55 Share Nominees Limited (as nominee for Giles Keating)
- 56 Share Nominees Limited (as nominee for Anthony Harns)
- 57 Share Nominees Limited (as nominee for Anthony Loehnis)

58 Share Nominees Limited (as nominee for David Hutchinson)
59 Share Nominees Limited (as nominee for James Nettleton)
60 Andrew Doble
61 Toby Shaw
62 Nicholas John Suckley
63 Rhys Williams
64 Peter Miles Robins
65 Stephen John Dover