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20/05/2016

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COMPANIES HOUSE

Company Number 06756486

THE COMPANIES ACTS 2006

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PRIVATE COMPANY LIMITED BY SHARES

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**SOLE MEMBER'S WRITTEN RESOLUTION****- of -****MAPPING FOR CHANGE C.I.C. (the "Company")**

Passed on 12/4/2016

Pursuant to Section 288 of the Companies Act 2006 ("CA 2006"), the sole shareholder of the Company, being entitled to attend and vote at any general meeting of the Company in respect of resolutions set out below, **HEREBY AGREES** that the following resolutions be passed as ordinary and special resolutions of the Company

**ORDINARY RESOLUTION**

- 1 **THAT**, in accordance with section 551 of the CA 2006, the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £200.00 provided that 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 to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

**SPECIAL RESOLUTIONS**

2. **THAT**, subject to the passing of Resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by

resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall

2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £200 00, and

2 2 expire on the fifth anniversary of the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

3 **THAT** the investment agreement to be made between the Company, University College London (“UCL”), Health Social Innovators LLP (“HSI”), Professor Muki Haklay, Mrs Louise Francis, and Mr Christopher Church, relating to, inter alia, the subscription for 5 ordinary shares by HSI in the agreed form (the “**Investment Agreement**”), was in the best interests of the Company and would promote the success of the Company for the benefit of its members as a whole, and that the terms of the Investment Agreement be and are hereby approved and that the execution on behalf of the Company of the Investment Agreement and any documents required in connection therewith by a Director be and is hereby approved

4 **THAT** the subscription by UCL for 193 ordinary shares (the “**UCL Shares**”) would be in the best interests of the Company and would promote the success of the Company for the benefit of its members as a whole, and that subject to receipt by the Company from UCL of the subscription monies for its shares, the Directors be authorised.

(a) to enter the name of UCL into the register of members and that 193 ordinary shares be allotted to UCL; and

(b) to issue a share certificate for 193 ordinary shares to UCL and the same be signed by a Director and delivered to UCL

5. **THAT** the subscription by HSI for 5 ordinary shares (the “**HSI Shares**”) would be in the best interests of the Company and would promote the success of the Company for the benefit of its members as a whole, and that subject to receipt by the Company from HSI of the subscription monies for its shares, the Directors be authorised:

(a) to enter the name of HSI into the register of members and that 5 ordinary shares be allotted to HSI, and

(b) to issue share certificates for 5 ordinary shares to HSI and the same be signed by a Director and delivered to HSI

- 6 **THAT** any Director is hereby authorised to do any act, including but not limited to signing, executing, delivering or entering into documents required in connection with the allotment and issue of the UCL Shares and the HSI Shares, including arranging for relevant documentation to be prepared and filed with Companies House on behalf of the Company
- 7 **THAT** any Director be and is hereby authorised to do any act, including but not limited to making non-material amendments to the Investment Agreement and any documents required in connection therewith, signing, executing and/or delivering any letter, notification, consent, agreement or other document whatsoever for and on behalf of the Company in connection with the transactions contemplated by the Investment Agreement, which he, in his reasonable opinion, thinks fit.

### **AGREEMENT**

We, the undersigned, being the sole shareholder entitled to vote on the above resolutions, irrevocably agree to such resolutions

**Name of Shareholder**

**Signature**

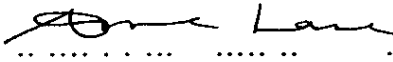
**Date of Signature**

Signed by ANNE LANE

For and on behalf of

**UNIVERSITY COLLEGE**

**LONDON**

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