

Company number: 07472717

**The Companies Act 2006**  
**Private company limited by shares**  
**Written resolutions**  
**of**  
**AffecTV Limited (the "Company")**

26 September 2014 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that resolution (1) below is passed as an ordinary resolution of the Company (the "**Ordinary Resolution**") and resolution (2) below is passed as a special resolution of the Company (the "**Special Resolution**")

**Ordinary Resolution:**

- 1 **That** the directors be and they are generally and unconditionally authorised pursuant to section 551, Companies Act 2006 to exercise all the powers of the Company to allot relevant securities in the Company up to a maximum nominal amount of £28 00 at any time or times during the period of five years from the date of the passing of this resolution on which date this authority shall expire, provided that the Company may, prior to such expiry make any offer or agreement which would or might require such relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired

**Special Resolution:**

- 2 **That** pursuant to Section 567, Companies Act 2006, sub-section (1) of Section 561, Companies Act 2006, and sub-sections (1) to (5) inclusive of Section 562, Companies Act 2006 shall be excluded from applying to authority conferred by resolution 1 above

**Important:**

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

The undersigned, being the sole member entitled to vote on the resolutions on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolution and the Special Resolution





**Glen Calvert**

Date **26/9/14**

For and on behalf of **Octopus Titan VCT 4 PLC**

Date

For and on behalf of **Octopus Titan VCT 5 PLC**

Date

For and on behalf of **Octopus Investments Nominees Limited**

Date



**Glen Calvert**

Date

*Apr. 62*

For and on behalf of **Octopus Titan VCT 4 PLC**

Date. *26/9/14*

*Apr. 62*

For and on behalf of **Octopus Titan VCT 5 PLC**

Date *26/9/14*

*Apr. 62*

For and on behalf of **Octopus Investments Nominees Limited**

Date *26/9/14*

## Notes

- 1 If you agree to the Ordinary Resolution and the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods  
  
By hand (by delivering the signed copy to 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Simon Jones)  
  
By post (by returning the signed copy 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Simon Jones)  
  
By email (by attaching a scanned copy of the signed document to an email and sending it to [simon.jones@osborneclarke.com](mailto:simon.jones@osborneclarke.com)) Please enter "Written resolution" in the subject box
- 2 **The Ordinary Resolution and the Special Resolution will lapse if sufficient votes in favour of them have not been received by the date 28 days from the Circulation Date.** Please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Ordinary Resolution and the Special Resolution
- 3 Once you have signified your agreement to the resolution such agreement cannot be revoked
- 4 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s)
- 5 If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Companies Act 2006 to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member
- 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