(the "Company")

## Written Resolutions of the Company

\*A3IJ53EP\*

9 15/10/2014 COMPANIES HOUSE #9

Circulation date 4 Serson 2014 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed as (in respect of resolution 1) an ordinary resolution and (in respect of resolution2) a special resolution ("Resolutions")

#### **ORDINARY RESOLUTION**

- That the directors of the Company be authorised (generally and unconditionally) pursuant to section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (Allotment Rights) on the terms set out therein, but so that
  - (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are:
    - (i) 56,039 ordinary shares of £0.01 each, and
    - (II) 13,846 A ordinary shares of £0.01 each,
  - (b) this authority shall expire on 30 September 2014;
  - (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry, and
  - (d) all unexercised authorities already vested in the directors as at the date of this resolution to allot shares or to grant Allotment Rights, or to allot relevant securities (as defined in the Act), are revoked.

### **SPECIAL RESOLUTION**

- That the directors of the Company be generally empowered, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of that Act), pursuant to the authority conferred on them by the resolution 1 above), as if section 561(1) of that Act did not apply to any such allotment, provided that this power
  - (a) is limited to the allotment of equity securities as set out in resolution 1(a) above, and
  - (b) shall expire on the date set out in resolution 1(b) above (unless renewed, varied or revoked by the Company prior to or on that date) save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry.

#### **AGREEMENT**

(the "Company")

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Circulation date O4/0 a / 2014 ("Circulation Date")

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#### **AGREEMENT**

Date.

The undersigned, the persons entitled to vote on the Resolutions on the Circulation Date referred to above, hereby irrevocably agreed to the Resolutions.
Signed for and on behalf of <b>Finance Yorkshire Equity LP</b>
Date·
Signed. for and on behalf of <b>Finance Yorkshire Seedcorn LP</b>
Date
Signed. for and on behalf of Nesta Investment Management LLP as FCA authorised investment manager of Nesta Impact Investments 1 LP
Date:
Signed for and on behalf of LBS Innovation Ltd as investment manager of The Technology and Innovation Fund LP
Date 6 SEPTEMEND PAGE
Signed Alexander Letts
Date
Signed: Stephen Woodford
Date
Signed Nigel Medhurst
Date .
Signed Peter Simpson

methods.

Signed P	Procter
Date	
Signed: <b>Doug E</b>	3onnar
Date	
Signed.	
Date.	
Signed Paul N	eale
Date	
Signed <sup>.</sup> <b>Kevin</b> I	
Date	
Signed: Justin	Dowley
Date	
Signed for and	on behalf of <b>Rowanmoor Trustees Limited</b>
Date.	
NOTES	
1	If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following

- $\circ\quad$  By Hand  $\,$  delivering the signed copy to the registered office of the Company
- o Post: returning the signed copy by post to the registered office of the Company

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(the "Company")

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Circulation date: 4 Sept 2014 ("Circulation Date")

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Date 4 DEPLEMB	Der 2014
Signed: for and on behalf of <b>Nesta Investme</b> as FCA authorised investment manage <b>Nesta Impact Investments 1 LP</b>	
Date:	
Signed for and on behalf of <b>LBS Innovation</b> as investment manager of <b>The Technology and Innovation F</b>	
Date	
Signed Alexander Letts	
Date	
Signed. Stephen Woodford	
Date.	
Signed: Nigel Medhurst	
Date:	
Signed Peter Simpson	•

Signed Chris F	Procter
Date	•
Signed: <b>Doug I</b>	Bonnar
Date	
Signed: Alan H	
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Signed N	
Date	
Signed <b>Kevin</b>	Parry
Date	
Signed: <b>Justin</b>	Dowley
Date	
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Date .	••
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Signed:	••
Date: .	
Signed Alan Hughes	••
Date:	••
Signed: Paul Neale	••
Date: , .	••
Signed: , Kevin Parry	•
Date:	
Signed <b>Justin Dowley</b>	••
Date:	
Signed: for and on behalf of <b>Rowanmoor Tr</b> i	 ustees Limited
Date	
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(the "Company")

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Signed: Peter Simpson
Date:

Signed: <b>Chris Procter</b>			
Date <sup>.</sup>			
Signed. <b>Doug Bonnar</b>	the burn	એ	
Date <sup>.</sup>	4 sources	jo14	
Signed: <b>Alan Hughes</b>			
Date:	•	•	
Signed Paul Neale		•	
Date.		• ••	
Signed: <b>Kevin Parry</b>		•	
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Date:	•
Signed for and on behalf of LBS Innovat as investment manager of The Technology and Innovatio	
Date	••
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Date: 4 SEMENAS	20 2014
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Date.	••
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Date: 4 SUPTEMBE	27014
Signed Peter Simpson	
Date:	

Signed: Chris P	rocter	••
Date:		•
Signed Doug E	Sonnar	••
Date:		•
Signed <sup>*</sup> <b>Alan H</b> e	ughes	••
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Signed: for and on behalf of LBS Innovation Ltd as investment manager of The Technology and Innovation Fund LP		
Date:		
Signed: . Alexander Letts		
Date:	••	
Signed <sup>*</sup> <b>Stephen Woodford</b>	•	
Date:		
Signed: Nigel Medhurst	•	
Date		
Signed: Peter Simpson	••	
Date:		

Signed Chris F	Procter	••
Date <sup>.</sup>		·
Signed: <b>Doug E</b>	: Bonnar	
Date.		
Signed H		
Date:		
Signed: Paul N		•••
Date <sup>.</sup>	<b>A</b>	••
Signed <b>Kevin</b> I	Parry	~
Date:	4 SEPTEMBY	2,2014
Signed: Justin	Dowley	
Date.		
Signed: for and	: on behalf of <b>Rowanmoor Tru</b>	 ustees Limited
Date.		•
NOTES	<b>i</b>	
1.	If you agree with the Resolut document where indicated ab methods:	cions, please indicate your agreement by signing and dating this bove and returning it to the Company using one of the following

By Hand, delivering the signed copy to the registered office of the Company

o Post: returning the signed copy by post to the registered office of the Company

- 2. 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.
- 3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4. Unless written agreement has been received for the Resolutions to pass within 28 days of the Circulation Date referred to above it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 5. 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

(the "Company")

# Written Resolutions of the Company

Circulation date: 04/09/2014 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed as (in respect of resolution 1) an ordinary resolution and (in respect of resolution2) a special resolution ("Resolutions").

#### **ORDINARY RESOLUTION**

- 1. That the directors of the Company be authorised (generally and unconditionally) pursuant to section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (Allotment Rights) on the terms set out therein, but so that:
  - (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are:
    - (i) 56,039 ordinary shares of £0.01 each; and
    - (II) 13,846 A ordinary shares of £0.01 each;
  - (b) this authority shall expire on 30 September 2014;
  - (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry, and
  - (d) all unexercised authorities already vested in the directors as at the date of this resolution to allot shares or to grant Allotment Rights, or to allot relevant securities (as defined in the Act), are revoked.

## **SPECIAL RESOLUTION**

- 2. That the directors of the Company be generally empowered, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of that Act), pursuant to the authority conferred on them by the resolution 1 above), as if section 561(1) of that Act did not apply to any such allotment, provided that this power:
  - (a) is limited to the allotment of equity securities as set out in resolution 1(a) above;
     and
  - (b) shall expire on the date set out in resolution 1(b) above (unless renewed, varied or revoked by the Company prior to or on that date) save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry.

#### **AGREEMENT**

The undersigned, the persons entitled to vote on the Resolutions on the Circulation Date referred to above, hereby irrevocably agreed to the Resolutions:				
Signed for and on behalf of Finance Yorkshire Equity LP				
Date:				
Signed: for and on behalf of <b>Finance Yorksh</b>	 ire Seedcorn LP			
Date:	•			
Signed: for and on behalf of <b>Nesta Investment Management LLP</b> as FCA authorised investment manager of <b>Nesta Impact Investments 1 LP</b>				
Date:				
Signed: for and on behalf of LBS Innovation Ltd as investment manager of The Technology and Innovation Fund LP				
Date	"			
Signed: Alexander Letts				
Date:	••			
Signed Stephen Woodford				
Date	••			
Signed: <b>Nigel Medhurst</b>				
Date:				
Signed: Peter Simpson	••			
Date:				

Signed: Chris Procter	
Date:	
Signed: <b>Doug Bonnar</b>	
Date	••
Signed. Alan Hughes	
Date: .	
Signed: Paul Neale	
Date.	"
Signed. <b>Kevin Parry</b>	•
Date:	
Signed: Justin Dowley	••
Date	1 1111.1
Signed. for and on behalf of <b>Rowanmoor Tr</b>	Lustees Limited
Date: 4 STOTENDED	2014

# **NOTES**

- 1. If you agree with the Resolutions, 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.
  - o By Hand: delivering the signed copy to the registered office of the Company
  - $_{\rm O}$   $\,$  Post: returning the signed copy by post to the registered office of the Company

- 2. 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.
- 3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4. Unless written agreement has been received for the Resolutions to pass within 28 days of the Circulation Date referred to above it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 5. 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.

(the "Company")

# **Written Resolutions of the Company**

Circulation date. O4/o9/2014 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed as (in respect of resolution 1) an ordinary resolution and (in respect of resolution2) a special resolution ("Resolutions")

#### **ORDINARY RESOLUTION**

- That the directors of the Company be authorised (generally and unconditionally) pursuant to section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (**Allotment Rights**) on the terms set out therein, but so that:
  - (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are:
    - (i) 56,039 ordinary shares of £0.01 each, and
    - (II) 13,846 A ordinary shares of £0 01 each;
  - (b) this authority shall expire on 30 September 2014;
  - (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry, and
  - (d) all unexercised authorities already vested in the directors as at the date of this resolution to allot shares or to grant Allotment Rights, or to allot relevant securities (as defined in the Act), are revoked

#### SPECIAL RESOLUTION

- That the directors of the Company be generally empowered, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of that Act), pursuant to the authority conferred on them by the resolution 1 above), as if section 561(1) of that Act did not apply to any such allotment, provided that this power:
  - (a) is limited to the allotment of equity securities as set out in resolution 1(a) above; and
  - (b) shall expire on the date set out in resolution 1(b) above (unless renewed, varied or revoked by the Company prior to or on that date) save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry.

#### **AGREEMENT**

The undersigned, the persons entitled above, hereby irrevocably agreed to the	to vote on the Resolutions on the Circulation Date referred to ne Resolutions:	
Signed. for and on behalf of <b>Finance Yorksh</b>	ire Equity LP	
Date:		
Signed: for and on behalf of <b>Finance Yorksh</b>	ire Seedcorn LP	
Date:		
Signed for and on behalf of <b>Nesta Investme</b> as FCA authorised investment manage <b>Nesta Impact Investments 1 LP</b>		
Date		
Signed: for and on behalf of LBS Innovation Ltd as investment manager of The Technology and Innovation Fund LP		
Date	•	
Signed Alexander Letts		
Date:		
Signed <sup>.</sup> Stephen Woodford	••	
Date	••	
Signed Nigel Medhurst		
Date		
Signed <b>Peter Simpson</b>	••	
Date:		

methods:

Signed:

Chris Procter	
Date:	
Signed: Doug Bonnar	
Date	
Signed Alan Hughes	
Date	
Signed Paul Neale	
Date .	
Signed: .  Kevin Parry	
Signed. Justin Dowley	
Date 4 SEPTENDED ZOL4	
Signed. for and on behalf of <b>Rowanmoor Trustees Limited</b>	
Date .	
NOTES	
1 If you agree with the Resolutions, please indicate your agreement by signing	and dating this

o By Hand: delivering the signed copy to the registered office of the Company

o Post, returning the signed copy by post to the registered office of the Company

document where indicated above and returning it to the Company using one of the following

- 2. 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
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- 5. 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.

#### FFREES FAMILY FINANCE LIMITED

(the "Company")

## Written Resolutions of the Company

Circulation date  $O4/ \sim \int 2014$  ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed as (in respect of resolution 1) an ordinary resolution and (in respect of resolution2) a special resolution ("Resolutions")

### **ORDINARY RESOLUTION**

- That the directors of the Company be authorised (generally and unconditionally) pursuant to section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (**Allotment Rights**) on the terms set out therein, but so that
  - (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are.
    - (i) 56,039 ordinary shares of £0 01 each, and
    - (II) 13,846 A ordinary shares of £0.01 each;
  - (b) this authority shall expire on 30 September 2014,
  - (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry, and
  - (d) all unexercised authorities already vested in the directors as at the date of this resolution to allot shares or to grant Allotment Rights, or to allot relevant securities (as defined in the Act), are revoked.

### **SPECIAL RESOLUTION**

- That the directors of the Company be generally empowered, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of that Act), pursuant to the authority conferred on them by the resolution 1 above), as if section 561(1) of that Act did not apply to any such allotment, provided that this power
  - (a) is limited to the allotment of equity securities as set out in resolution 1(a) above; and
  - (b) shall expire on the date set out in resolution 1(b) above (unless renewed, varied or revoked by the Company prior to or on that date) save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry.

#### **AGREEMENT**

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

The undersigned, the persons entitled to vote on the Resolutions on the Circulation Date referred to above, hereby irrevocably agreed to the Resolutions
Signed. for and on behalf of <b>Finance Yorkshire Equity LP</b>
Date <sup>-</sup>
Signed for and on behalf of <b>Finance Yorkshire Seedcorn LP</b>
Date
Signed for and on behalf of Nesta Investment Management LLP as FCA authorised investment manager of Nesta Impact Investments 1 LP
Date
Signed. for and on behalf of LBS Innovation Ltd as investment manager of The Technology and Innovation Fund LP
Date .
Signed Alexander Letts
Date
Signed Stephen Woodford
Date <sup>-</sup>
Signed Nigel Medhurst
Date
Signed <sup>.</sup> Peter Simpson
Date.

Signed: **Chris Procter** Date Signed **Doug Bonnar** Date Signed: **Alan Hughes** Date Signed **Paul Neale** Date Signed: **Kevin Parry** Date Signed **Justin Dowley** 

for and on behalf of Rowanmoor Trustees Limited

# NOTES

Date:

Date

Signed

- If you agree with the Resolutions, 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:
  - o By Hand delivering the signed copy to the registered office of the Company
  - o Post returning the signed copy by post to the registered office of the Company

- 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.
- 3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4. Unless written agreement has been received for the Resolutions to pass within 28 days of the Circulation Date referred to above it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 5. 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.

#### FFREES FAMILY FINANCE LIMITED

(the "Company")

## Written Resolutions of the Company

Circulation date  $\circ \lor ( \circ \circ / 2014 (``Circulation Date")$ 

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed as (in respect of resolution 1) an ordinary resolution and (in respect of resolution2) a special resolution ("Resolutions")

### **ORDINARY RESOLUTION**

- That the directors of the Company be authorised (generally and unconditionally) pursuant to section 551 of the Act to exercise all the powers of the Company to allot snares in the Company and to grant rights to subscribe for or to convert any security into such shares (**Allotment Rights**) on the terms set out therein, but so that
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  - (a) is limited to the allotment of equity securities as set out in resolution 1(a) above, and
  - (b) shall expire on the date set out in resolution 1(b) above (unless renewed, varied or revoked by the Company prior to or on that date) save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry

### **AGREEMENT**

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

The undersigned,	the persons entitled	to vote on the	Resolutions or	the Circulation	Date referred	1 to
above, hereby irre	evocably agreed to the	he Resolutions				

Signed

for and on behalf of Finance Yorkshire Equity LP

Date

Signed

for and on behalf of Finance Yorkshire Seedcorn LP

Date

Signed

for and on behalf of  ${\bf Nesta\ Investment\ Management\ LLP}$  as FCA authorised investment manager of

**Nesta Impact Investments 1 LP** 

Date

Signed . for and on behalf of LBS Innovation Ltd as investment manager of The Technology and Innovation Fund LP

Date

Signed

**Alexander Letts** 

Date

Signed

Stephen Woodfor

Date

4 SEPTENBER 2014

Signed:

Nigel Medhurst

Date

Signed

**Peter Simpson** 

Date.

Signed: **Chris Procter** Date Signed: **Doug Bonnar** Date Signed **Alan Hughes** Date: Signed: **Paul Neale** Date: Signed: **Kevin Parry** Date Signed **Justin Dowley** Date:

for and on behalf of Rowanmoor Trustees Limited

Company Number 07516554

### **NOTES**

Date

Signed:

- If you agree with the Resolutions, 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:
  - o By Hand delivering the signed copy to the registered office of the Company
  - o Post returning the signed copy by post to the registered office of the Company

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- 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.

Date

The undersigned, the persons entitled to vote on the Resolutions on the Circulation Date referred to above, hereby irrevocably agreed to the Resolutions
Signed: for and on behalf of <b>Finance Yorkshire Equity LP</b>
Date:
Signed: for and on behalf of <b>Finance Yorkshire Seedcorn LP</b>
Date·
Signed for and on behalf of Nesta Investment Management LLP as FCA authorised investment manager of Nesta Impact Investments 1 LP
Date C SOTEMEN 1514
Signed for and on behalf of LBS Innovation Ltd as investment manager of The Technology and Innovation Fund LP
Date
Signed Alexander Letts
Date •
Signed Stephen Woodford
Date
Signed Nigel Medhurst
Date
Signed Peter Simpson

Signed Chris Pr	octer
Date	•
Signed. <b>Doug B</b>	onnar
Date	
Signed <b>Alan H</b> u	 ughes
Date:	
Signed. <b>Paul N</b> e	 eale
Date	
Signed <b>Kevin I</b>	· Parry
Date	
Signed <b>Justin</b>	Dowley
Date	
Signed for and	on behalf of <b>Rowanmoor Trustees Limited</b>
Date	
NOTES	
1.	If you agree with the Resolutions, 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

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