

FFREES FAMILY FINANCE LIMITED

(the "Company")

Written Resolutions of the Company

Circulation date ~~4 September~~ 2014 ("Circulation Date")

WEDNESDAY



A19 *A3IJ53EP* 15/10/2014 #9
COMPANIES HOUSE

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 resolution 2) 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

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

FFREES FAMILY FINANCE LIMITED

(the "Company")

Written Resolutions of the Company

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

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Company Number 07516554

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**

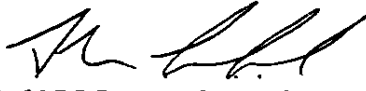
Date:

Signed. .
for and on behalf of **Finance Yorkshire Seedcorn LP**

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 SEPTEMBER 2014*

Signed
Alexander Letts

Date. .

Signed.
Stephen Woodford

Date. ..

Signed. ..
Nigel Medhurst

Date. .

Signed ..
Peter Simpson

Date. ..

Company Number 07516554

Signed
Chris Procter

Date ..

Signed:
Doug Bonnar

Date ..

Signed
Alan Hughes

Date ..

Signed
Paul Neale

Date ..

Signed
Kevin Parry

Date ..

Signed:
Justin Dowley

Date ..

Signed ..
for and on behalf of **Rowanmoor Trustees Limited**

Date ..

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Date

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Date 4 September 2014

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as FCA authorised investment manager of
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Date: ..

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for and on behalf of **Nesta Investment Management LLP**
as FCA authorised investment manager of
Nesta Impact Investments 1 LP

Date

Signed: ..
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as investment manager of
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Signed. ..
for and on behalf of **Finance Yorkshire Seedcorn LP**

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: ..

Signed: .
Nigel Medhurst

Date ..

Signed: ..
Peter Simpson

Date: ..

Company Number 07516554

Signed: ..
Chris Procter

Date: ..

Signed: ..
Doug Bonnar


Date: ..

Signed: ..
Alan Hughes

Date: ..

Signed: ..
Paul Neale

Date: ..

Signed: 
Kevin Parry

Date: 4 SEPTEMBER 2014

Signed: ..
Justin Dowley

Date: ..

Signed: ..
for and on behalf of **Rowanmoor Trustees Limited**

Date: ..

NOTES

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FFREES FAMILY FINANCE LIMITED

(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 resolution 2) 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

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

Company Number 07516554

The undersigned, the persons entitled to vote on the Resolutions on the Circulation Date referred to above, hereby irrevocably agreed to the Resolutions:

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for and on behalf of **Finance Yorkshire Equity LP**

Date: ..

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Date: .

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as FCA authorised investment manager of
Nesta Impact Investments 1 LP

Date: ..

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as investment manager of
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Paul Neale

Date: ..

Signed: ..
Kevin Parry

Date: ..

Signed: ..
Justin Dowley

Date: ..

Signed: 
for and on behalf of **Rowanmoor Trustees Limited**

Date: 4 SEPTEMBER 2014

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Company Number 07516554

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for and on behalf of **Finance Yorkshire Equity LP**

Date:

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Date: ..

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for and on behalf of **Nesta Investment Management LLP**
as FCA authorised investment manager of
Nesta Impact Investments 1 LP

Date ..

Signed: ..
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as investment manager of
The Technology and Innovation Fund LP

Date .

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Date: ..

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Company Number 07516554

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Signed: ..
Doug Bonnar

Date: ..

Signed: ..
Alan Hughes

Date: ..

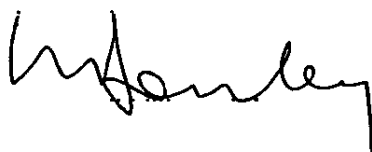
Signed: ..
Paul Neale

Date: ..

Signed: ..
Kevin Parry

Date: ..

Signed: ..
Justin Dowley



Date: 6 SEPTEMBER 2014

Signed: ..
for and on behalf of **Rowanmoor Trustees Limited**

Date: ..

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Signed:
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Date 4 SEPTEMBER 2014

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Doug Bonnar

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Signed
Alan Hughes

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Signed
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