

SCA INVESTMENTS LIMITED
(the "Company")

WEDNESDAY



MEMBERS' WRITTEN RESOLUTIONS PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006 (the "Act")

Circulated 27 June 2014

We, the undersigned, being the members of the Company entitled to attend and vote at general meetings of the Company, pursuant to Chapter 2 of Part 13 of the Act hereby AGREE and RESOLVE in the case of resolution 1 and resolution 2 that the same take effect as if each had been passed as an ordinary resolution of the Company at a general meeting duly convened and held and in the case of resolution 3 that the same take effect as if it had been passed as a special resolution of the Company at a general meeting duly convened and held MMC Ventures (as defined in that certain subscription and shareholders' agreement dated 29 November 2013 relating to the Company (the "SSA")), for purposes of clause 10 and schedule 6 of the SSA, hereby CONSENT to the allotment and issuance of shares pursuant to the authority provided in resolution 1 and resolution 2 below

Ordinary Resolutions

- 1 **THAT**, in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot up to 58,466 F ordinary shares of £0.001 each in the capital of the Company (the "**F Ordinary Shares**") and 58,466 G ordinary shares of £0.001 each in the capital of the Company (the "**G Ordinary Shares**"), such authority to expire (unless previously renewed, varied or revoked by the Company) six months after the date on which this resolution is passed
- 2 **THAT** in accordance with section 551 of the Act, the 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 to employees, contractors and advisers to the Company on the exercise of options pursuant to a share scheme or otherwise (the "**Rights**") up to 24,980 B ordinary shares of £0.001 each in the capital of the Company (the "**Option Shares**"), provided that this authority is for a period expiring five years from the date of this Resolution, unless renewed, varied or revoked by the Company, 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

Special Resolution

- 3 **THAT**, pursuant to the authority granted in resolution 1 and resolution 2 above and in accordance with section 570 of the Act, the directors be generally empowered to allot such equity securities as if the restrictions as to pre-emption provisions in the articles of association of the Company did not apply to such allotment and any rights of pre-emption in connection therewith are hereby waived, provided that this power shall
 - 3.1 be limited to the allotment of up to 58,466 F Ordinary Shares and expire 6 months from the date of passing of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date),
 - 3.2 be limited to the allotment of up to 58,466 G Ordinary Shares and expire 6 months from the date of passing of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date), and
 - 3.3 be limited to the allotment of up to 24,980 Option Shares and expire 5 years from the date of passing of this Resolution (unless renewed, varied or revoked by the Company

Company Number 08027386

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

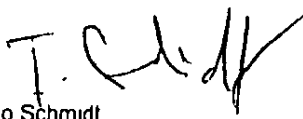
- 4 **THAT** in accordance with the proposed share transfers of an aggregate of 20,915 G Ordinary Shares from certain shareholders of the Company to Harbrook Limited (the "**G Ordinary Share Transfers**"), any rights of co-sale or rights of first refusal contained in the articles of association of the Company in connection therewith be, and are hereby waived in respect of the G Ordinary Share Transfers
- 5 **THAT** the articles of association of the Company appended hereto be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association

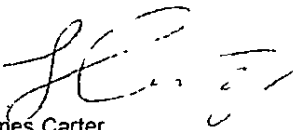
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above resolutions (the "**Resolutions**")

The undersigned, being the members of the Company entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions

[Signature Pages Follow]


Timo Schmidt
27/08/14
Date


James Carter
27/08/14
Date

Oliver Hummel

Ricardo Hummel

Date

Date

Fabian Struengmann

Heloise Cotton

Date

Date

Daniel Carey

Alexander Kistner

Date

Date

Owain Thomas

Matthieu Michon

Date

Date

Johannes Minho Roth

Wolfgang Batt

Date

Date

Godefroy Schrago

Diego Affo

Date

Date

Timo Schmidt

Date

Oliver Hummel

Date

Fabian Struengmann

Date

Daniel Carey

Date

Owain Thomas

Date

Johannes Minho Roth

Date

Godefroy Schrago

Date

James Carter

Date

Ricardo Hummel

Date

Heloise Cotton

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Alexander Kistner

Date

Matthieu Michon

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Wolfgang Batt

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Diego Affo

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Fabian Struengmann

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Diego Affo

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Stephen Draisey

Keith Foreman

Date

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27/08/14

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Gareth Voyle

Brian Daniel

Date

Date

Mark Martin

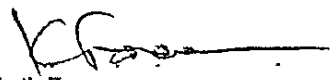
Richard Howes

Date

Date

Stephen Draisey

Date


Keith Foreman

27/06/14
Date

Gareth Voyle

Date

Brian Daniel

Date

Mark Martin

Date

Richard Howes

Date

Gordon Pates

Date

Ian Hetherington

Date

Signed for and on behalf of
MMC London Fund LP
acting by its manager
MMC Ventures Limited
acting by a director

Date

Signed for and on behalf of Mainspring
Nominees Limited acting as attorney for
Mainspring Nominees (2) Limited

Date

Signed for and on behalf of
ANGEL COFUND

Date

Ian West

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Andreas Raffel

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Gareth Voyle

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Mark Martin

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Signature page to the SCA Investments Limited members' resolutions

Stephen Draisey

Date

Keith Foreman

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Gareth Voyle

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Brian Daniel

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Mark Martin

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Richard Howes

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