

Company number 09446231

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

FOCUS FS LIMITED (the "Company")

28 March 2015 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that

- (a) resolutions 1 to 2 (inclusive) below are passed as ordinary resolutions (together the "**Ordinary Resolutions**"), and
- (b) resolution 3 below is passed as a special resolution (the "**Special Resolution**")

ORDINARY RESOLUTIONS

		For	Against
1	That the share capital of the Company be altered by the consolidation of all the 1,000 issued ordinary shares of £0 000001 each in the capital of the Company into 100 ordinary shares of £0 00001 each such shares having the rights and being subject to the restrictions set out in the Company's articles of association	x	
2	<p>That, subject to the passing of resolution 1, the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £3 50480, provided that</p> <p>(a) the authority granted under this resolution shall expire five years after the passing of this resolution, and</p> <p>(b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired</p>	x	

SATURDAY



	For	Against
This authority is in addition to any subsisting authorities		

SPECIAL RESOLUTION

	For	Against
3 That, subject to the passing of resolution 2, the directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities wholly for cash pursuant to the authority conferred by resolution 2 as if section 561 of the Companies Act 2006 did not apply to any such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Companies Act 2006)	x	

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the Ordinary Resolutions or the Special Resolution (together the "**Resolutions**")

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to those Resolutions for which "X" is marked in the "For" box above

Note To "vote" for a resolution you must sign below AND mark "X" in the "For" box for the resolution above

Signed



Name Tom Blomfield

(PRINT NAME)

For and on behalf of

(COMPLETE IF MEMBER IS A COMPANY)

Date 28th March 2015

NOTES

- 1 If you wish to vote in favour of a Resolution please put an 'X' in the box marked "For" next to that Resolution

If you wish to vote against a resolution please put an 'X' in the box marked "Against" next to that Resolution or leave both boxes next to that Resolution blank

Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods

- (a) **by hand** delivering the signed copy to Adam Thatcher at Taylor Wessing LLP, 24 Hills Road, Cambridge, CB2 1JP, or
- (b) **by post** returning the signed copy by post to Adam Thatcher at Taylor Wessing LLP, 24 Hills Road, Cambridge, CB2 1JP, or
- (c) **by email** by attaching a scanned copy of the signed document to an email and sending it to a thatcher@taylorwessing.com Please enter "Written resolutions" in the email subject box

If there are no Resolutions that you agree with, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to a Resolution, you may not revoke your agreement
- 3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for a Resolution to be passed, it will lapse If you agree to any or all of the Resolutions, please ensure that your agreement reaches us on or before this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 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