

Company No. 08668507

**The Companies Act 2006**  
**Private company limited by shares**  
**Written resolutions**  
**of**  
**Landbay Partners Limited**

**3 DECEMBER 2015** (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the members of Landbay Partners Limited (the "Company") propose that

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

**Ordinary Resolution**

- 1 **That** the directors of the Company be and they are unconditionally authorised pursuant to Section 551, Companies Act 2006 to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to an aggregate nominal amount of £750,000. This authority shall expire on the date 5 years after the passing of this resolution unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires
- 2 **That** the directors of the Company be and they are unconditionally authorised pursuant to Section 551, Companies Act 2006 to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, any further shares in the Company as required pursuant to the terms of any deferred subscription agreements entered into between (1) the Company and (2) Emily Goodall between the Circulation Date and 8 January 2016. This authority shall expire on the date 5 years after the passing of this resolution unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires

**Special Resolution**

- 3 **That** the directors of the Company be and they are empowered for the purposes of Section 570, Companies Act 2006 to allot equity securities (as defined by Section 560 of the Act) for cash pursuant to the authorities conferred by resolutions 1 and 2 above as if Section 561, Companies Act 2006 and the pre-emption provisions contained in the Company's articles of association did not apply to any such allotment

**Important**

**Please read the notes at the end of this document before signifying your agreement to any of the resolutions set out above**

I, the undersigned, being a person entitled to vote on the above resolutions on the Circulation Date (see Notes 4), hereby irrevocably vote as indicated above (see Note 3)

WEDNESDAY



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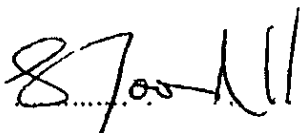
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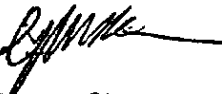
Signed



Name John Goodall

Date 18 DECEMBER 2015

Signed



Name Graeme Stern

Date 18 DECEMBER 2015

Signed

Name James Alexander

Date

Signed



Name Runjit Bhopal

Date 18 DECEMBER 2015

Signed

Name Tony Ward

Date

duly authorised signatory  
for and on behalf of  
**Seedrs Nominees Limited**

Date

Signed

Name Thomas Hill

Date

Signed

Name Andrew Oldham

Date

Signed

Name Maulik Sallor

Date

Signed

Name Julian Sutton

Date

Signed

Name Efstratios Chatzigiannis

Date

duly authorised signatory  
for and on behalf of  
**Paratus AMC Ltd**

Date

duly authorised signatory  
for and on behalf of  
**Omni Equity Partners LLC**

Date

#### Notes

1

If you agree to 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

- By hand (by delivering the signed copy to 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of James Crotty)

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

- By hand (by delivering the signed copy to 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of James Crotty)

Signed

Name John Goodall

Date

Signed

Name Graeme Stern

Date

Signed

Name James Alexander

Date

Signed

Name Runjit Bhopal

Date


Signed

Name Tony Ward

Date . . .

duly authorised signatory  
for and on behalf of  
**Seedrs Nominees Limited**

Date

  
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**18 DECEMBER 2015**

Signed

Name Thomas Hill

Date

Signed

Name Andrew Oldham

Date

Signed

Name Maulik Sailor

Date

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Name Julian Sutton

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Signed

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for and on behalf of  
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for and on behalf of  
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Date

duly authorised signatory  
for and on behalf of  
**Omni Equity Partners LLC**

Date **18 DECEMBER 2015**

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- By post (by returning the signed copy to 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of James Crotty)
- By email (by attaching a scanned copy of the signed document to an email and sending it to james.crotty@osborneclarke.com)

**Please note that return of this document will not be accepted by fax.**

- 2 **The resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one)** Unless you do not wish to vote on the resolutions, 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 resolutions.
- 3 Once you have signified your agreement to the resolutions 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 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.