

**The Companies Act 1985
(As amended by the Companies Act 1989)
Private company limited by Shares**

**ARTICLES OF ASSOCIATION
OF
10ACT LTD
05617 099
(amended by Special Resolution on 30 March 2016)**

- 1(a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) and as further amended by the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company
- 1(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
- 1(c) In these Articles the following expressions shall have the following meanings

"A Ordinary Shares"	the A ordinary shares of £0 0001 each in the capital of the Company having the rights set out in Articles 38 to 46
"A Ordinary Shareholder(s)"	the holder(s) of any A Ordinary Shares
"Exit"	a Sale, Listing, liquidation or other distribution of capital
"Equity Shares"	all of the ordinary shares and the A Ordinary Shares for the time being in issue and all shares derived from them (and any of them) whether by conversion, consolidation or subdivision or by way of rights or bonus issue or otherwise in issue
"Exit Value"	<p>(a) in the case of a Listing, the proceeds arising from the Equity Shares sold in connection with the Listing, but excluding any ordinary shares issued for the purpose of raising additional capital for the Company as part of the Listing arrangements</p> <p>(b) in the case of a Sale, the value attributed to the Equity Shares and/or the consideration paid and payable for the Equity Shares in respect of such transaction (including the value of any consideration</p>

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then satisfied otherwise than in cash and including any future contingent consideration when paid)

(c) in the case of a liquidation or other distribution of capital, the aggregate amount in money or money's worth available for distribution to the holders of the Equity Shares

"Listing"

the admission of any of the Company's shares to trading on the London Stock Exchange Plc's market for listed securities, or Alternative Investment Market, or any other Recognised Investment Exchange becoming effective

"Recognised Investment Exchange" a recognised investment exchange as defined in Section 285(1) of the Financial Services and Markets Act 2000

"Sale"

the transfer (whether through a single transaction or a series of transactions) of Equity Shares as a result of which any person (or persons connected with each other, or persons acting in concert with one another) would hold or acquire beneficial ownership of or over 50% of the total number of Equity Shares in the Company

- 2 Pursuant to The Companies (Single Member Private Limited Companies) Regulations 1992 the Company may be registered as a company having only one member or subsequently become so after incorporation Whenever there shall be only one member of the Company such member may act alone in exercising all the powers, discretions and authorities vested in the members If the Company either becomes a company with only one member having been registered with more than one or becomes a company with more than one member having been registered with only one it shall insert a statement to the appropriate effect in the Register of Members and the date of the occurrence in accordance with Section 352A of the Act

Allotment Of Shares

- 3 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to Article 6 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit
- 4 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such

further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this Article 4 shall have effect subject to section 80 of the Act.

- 5 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company
- 6 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

Shares

- 7 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.
- 8 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

General Meetings And Resolutions

- 9 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.
- 10(a) No business shall be transacted at any general meeting unless a quorum is present. Subject to Article 10 (b) below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

- 10(b) If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum
- 10(c) If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefore such adjourned general meeting shall be dissolved
- 10(d) Regulations 40 and 41 in Table A shall not apply to the Company
- 11(a) If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in Article 11(c) below.
- 11(b) Any decision taken by a sole member pursuant to Article 11(a) above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book
- 11(c) Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting
- 12 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly
- 13 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors maybe deposited at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting

Appointment Of Directors

- 14(a) Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretion and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly
- 14(b) Regulation 64 of Table A shall not apply to the Company

- 15 The Directors shall not be required to retire by rotation and Regulation 73 to 80 (inclusive) of Table A shall not apply to the Company
- 16 No person shall be appointed a Director at any General Meeting unless either -
- (a) he is recommended by the Directors, or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed
- 17(a) Subject to Article 16 above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director
- 17(b) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined by the Company in General Meeting as the maximum number of Directors for the time being in force
- 18 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in General Meeting pursuant to Article 16 (b) above For the purpose of this Article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder

Proceedings Of Directors

- 19 Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the Director concerned A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address or to a facsimile number given by him to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom A Director may waive notice of any meeting either retrospectively or prospectively Regulation 88 of Table A shall be modified accordingly
- 20 The chairman shall not, in the event of an equality of votes at any general meeting of the Company or at any meeting of the directors or of a committee of directors, have a second or casting vote Regulation 50 in Table A shall not apply to the Company, and regulations 88 and 72 in Table A shall be modified accordingly

- 21 All or any of the members of the Board or any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting (whether in person or by his alternate or by means of such type of communication device) to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the chairman of the meeting then is.
- 22(a) A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in Section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.
- 22(b) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.
- 23(a) In this Article "communication" and "electronic communication" shall bear the meanings set forth in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.
- 23(b) A person in electronic communication with the chairman and with all other parties to a meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.
- 23(c) A meeting at which one or more of the directors attends by way of electronic communication is deemed to be held at such place as the directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

Borrowing Powers

- 24 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Disqualification Of Directors

- 25 The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly

Alternate Directors

- 26 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly
- 27 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present

Gratuities and Pension

- 28 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers
- 29 Regulation 87 in Table A shall not apply to the Company

Dividends

- 30 No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company

Notices

- 31(a) Any notice or other document may be served on or delivered to any Member by the Company either personally, or by sending it by post addressed to the Member at his registered address or by facsimile transmission or other instantaneous means of transmission to a number provided by the Member for this purpose, or by leaving it at his registered address addressed to the Member, or by any other means authorised in writing by the Member concerned. In the case of joint holders of a share, service of delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly

- 31(b) Any notice or other document which is sent by post, shall be deemed to have been served or delivered 24 hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post or sent by facsimile transmission or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

Execution of Documents

- 32 The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. Any document signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal of the Company. A document shall only be so signed with the authority of a resolution of the Directors or a committee of the Directors. Regulation 101 of Table A shall not apply to the Company.
- 33 The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

Indemnity

- 34 Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.
- 35 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.
- 36 Regulation 118 in Table A shall not apply to the Company.

Transfers of Shares

- 37 The Directors may in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

Rights of the A Ordinary Shares

Dividends

- 38 The Equity Shares shall be entitled to dividends in such amounts as the Directors may determine, but so that a dividend payment on one class shall not give rise to an entitlement on any other class

Voting

- 39 The A Ordinary Shares shall have no voting rights, save in the case of any resolutions that effect the rights attached to the A Ordinary Shares ("A Ordinary Share Resolutions") in which case the consent of all A Ordinary Shareholders must be obtained for the A Ordinary Share Resolutions to pass

Distribution of Exit Value

- 40 In the event of an Exit, the following provisions will apply to the division of Exit Value
- (a) If, immediately prior to an Exit, an A Ordinary Shareholder is not a director of the Company, or otherwise engaged by the Company in some other capacity as agreed by the Board ("Engagement"), then such A Ordinary Shareholder shall only be entitled to receive nominal value in respect of his shares, unless the Board, in its absolute discretion, decides that this Article 40(a) shall not apply
- (b) Subject to (a) above, the Exit Value shall be distributed as follows
- (i) to the A Ordinary Shareholder
- if the Exit Value is less than or equal to £5m 0 98% of the Exit Value, or
 - if the Exit Value is in excess of £5m but less than or equal to £10m £100,000, or
 - if the Exit Value is in excess of £10m but less than or equal to £60m £100,000, plus 3 40% of the excess Exit Value over £10m, up to £17 5m, plus 4 90% of the excess Exit Value over £17 5m up to £25m, plus 4 66% of the excess Exit Value over £25m up to £60m, or
 - if the Exit Value is in excess of £60m 3 92% of the Exit Value,

and the relevant Exit Value thresholds as described above shall be reduced proportionately for any Exit involving a Sale of less than 100% of the Equity Shares or distribution of less than 100% of the Exit Value

- (ii) Where any part of the Exit Value in a Sale is contingent on future performance, the Exit Value shall be calculated as follows
- by applying the formula set out in Article 40(b)(i) above to that part of consideration that is non contingent; plus
 - when any contingent consideration becomes payable, the further amount due to the A Ordinary Shareholder shall be calculated by applying the formula set out in Article 40(b)(i) to the aggregate of the non contingent and contingent consideration, from which shall be deducted any payments in respect of the Exit Value already made to the A Ordinary Shareholder
- (iii) After the application of Exit Value to the A Ordinary Shareholder in accordance with Article 40(b)(i) and (ii) above, the remaining Exit Value shall be divided between the holders of ordinary shares in proportion to the number of ordinary shares held

Company right to re-purchase A ordinary shares

- 41 If the Engagement of the original A Ordinary Shareholder ceases, then the Company shall be entitled to buy back the A Ordinary Shareholder's and Permitted Transferee's A Ordinary Shares at their nominal value. If the A Ordinary Shareholder or their Permitted Transferee fails to execute any purchase contract with the Company or share transfer necessary to implement the provisions of this Article 41, then the Directors may authorise the company secretary or some other person to execute such document and receive any consideration monies due in trust for the A Ordinary Shareholder or their Permitted Transferee and their receipt shall be a good discharge to the Company.
- 42 Save in respect of an A Ordinary Shareholder (where Article 41 shall apply), if an employee or director of the Company who holds shares ceases to be such director or employee without remaining or becoming a director or employee of the Company or any other of its group companies ("Outgoing Member"), then unless the Board otherwise agrees, the Company shall be entitled to buy back the Outgoing Member's shares at their nominal value. If the Outgoing Member fails to execute any purchase contract with the Company or share transfer necessary to implement the provisions of this Article 42, then the Directors may authorise the company secretary or some other person to execute such document and receive any consideration monies due in trust for the Outgoing Member and their receipt shall be a good discharge to the Company.

Drag and tag along rights

- 43 If at any time an offer is made for the Company which is accepted by the holders of more than 50% of the ordinary shares in the capital of the Company ("Drag Offer") then the A Ordinary Shareholders shall be obliged to accept the Drag Offer in respect of all of the A Ordinary Shares.

- 44 If any offer is made to the holders of more than 50% of the ordinary shares in the capital of the Company ("Tag Offer") then they shall procure that such Tag Offer is extended to the A Ordinary Shareholder
- 45 In each case the total proceeds of any Drag Offer or Tag Offer shall be allocated amongst all shareholders in accordance with Article 40(b)

Transfer of shares

- 46 The A Ordinary Shareholder shall not be permitted to sell or transfer his shares to any third party, save in accordance with these Articles and to the original A Ordinary Shareholder's spouse ("Permitted Transferee")