

Company Number 09201970

PEGCO LTD
(the "Company")

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

Circulated 15/07/ 2016
Passed 15/07/ 2016

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 that the same take effect as if it had been passed as an ordinary resolution of the Company at a general meeting duly convened and held, and
- in the case of resolution 2 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

ORDINARY RESOLUTION

- 1 **THAT** in accordance with section 551 of the Act (in substitution for all previous authorities pursuant to section 551 of the Act which are hereby revoked), the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot up to a maximum nominal value of £0 57639 ordinary shares of £0 00001 each in the capital of the Company (the "New Shares") at a price of £8 6747 per ordinary share, provided that this authority shall unless renewed, varied or revoked by the Company prior to such date, expire six months from the date of passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require the New Shares to be allotted after such expiry and the directors may allot the New Shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired

SPECIAL RESOLUTION

- 2 **THAT** in accordance with section 570 of the Act, the directors be generally empowered to allot the equity securities described in resolution 1 above as if the 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 be and are hereby waived

[Signature Pages to follow]

THURSDAY

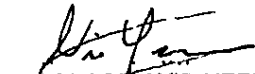


A09 *A5FJX7KG* 15/09/2016 #363
COMPANIES HOUSE

AGREEMENT

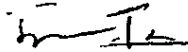
Please read the notes at the end of this document before signifying your agreement to the above resolutions (the "Resolutions").

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



NICOLAS DAVID YEELES

Date 15/07/2016



JULIA JEAN-I TAN

Date 15/07/2016



ALEXANDER GEORGE PEATTIE

Date 15/07/2016

RICHARD FEARN

Date

NICHOLAS SAVAGE

Date

JAMES KEMP

Date

HARISH KUMAR

Date

WILLIAM FLIND

Date

FIONN CONCANNON

Date

MATTHEW ORTON

Date

JOSH FELDBERG

Date

WILLIAM FRANCIS FREWEN

Date

ROBERT BLACKBURN GRAY

Date

MARK ANDREW CRAWLEY

Date

[SIGNATURE PAGE TO PEGCO LIMITED MEMBERS' WRITTEN RESOLUTIONS]

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 and entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions

NICOLAS DAVID YEELES

Date

JULIA JEAN-I TAN

Date

ALEXANDER GEORGE PEATTIE

Date


RICHARD FEARN

Date 22 / 07 / 2016

NICHOLAS SAVAGE

Date

JAMES KEMP

Date

HARISH KUMAR

Date

WILLIAM FLIND

Date

FIONN CONCANNON

Date

MATTHEW ORTON

Date

JOSH FELDBERG

Date

WILLIAM FRANCIS FREWEN

Date

ROBERT BLACKBURN GRAY

Date

MARK ANDREW CRAWLEY

Date

[SIGNATURE PAGE TO PEGCO LIMITED MEMBERS' WRITTEN RESOLUTIONS]

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 and entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions.

NICOLAS DAVID YEELES

Date

JULIA JEAN-I TAN

Date

ALEXANDER GEORGE PEATTIE

Date

RICHARD FEARN

Date


NICHOLAS SAVAGE

Date 28/7/16

JAMES KEMP

Date

HARISH KUMAR

Date

WILLIAM FLIND

Date

FIONN CONCANNON

Date

MATTHEW ORTON

Date

JOSH FELDBERG

Date

WILLIAM FRANCIS FREWEN

Date

ROBERT BLACKBURN GRAY

Date

MARK ANDREW CRAWLEY

Date

[SIGNATURE PAGE TO PEGCO LIMITED MEMBERS' WRITTEN RESOLUTIONS]

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 and entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions

NICOLAS DAVID YEELES

Date

JULIA JEAN-I TAN

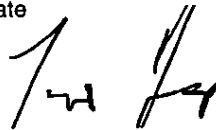
Date

ALEXANDER GEORGE PEATTIE

Date

RICHARD FEARN

Date



NICHOLAS SAVAGE

Date

JAMES KEMP

Date 16 / 07 / 2016

HARISH KUMAR

Date

WILLIAM FLIND

Date

FIONN CONCANNON

Date

MATTHEW ORTON

Date

JOSH FELDBERG

Date

WILLIAM FRANCIS FREWEN

Date

ROBERT BLACKBURN GRAY

Date.

MARK ANDREW CRAWLEY

Date

[SIGNATURE PAGE TO PEGCO LIMITED MEMBERS' WRITTEN RESOLUTIONS]

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 and entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions

NICOLAS DAVID YEELES

Date

JULIA JEAN-I TAN

Date

ALEXANDER GEORGE PEATTIE

Date

RICHARD FEARN

Date

NICHOLAS SAVAGE

Date

JAMES KEMP

Date

HARISH KUMAR

Date

WILLIAM FLIND

Date

FIONN CONCANNON

Date


MATTHEW ORTON

Date 29/07/2016

JOSH FELDBERG

Date

WILLIAM FRANCIS FREWEN

Date

ROBERT BLACKBURN GRAY

Date

MARK ANDREW CRAWLEY

Date

[SIGNATURE PAGE TO PEGCO LIMITED MEMBERS' WRITTEN RESOLUTIONS]

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 and entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions

NICOLAS DAVID YEELES

Date

JULIA JEAN-I TAN

Date

ALEXANDER GEORGE PEATTIE

Date

RICHARD FEARN

Date

NICHOLAS SAVAGE

Date

JAMES KEMP

Date

HARISH KUMAR

Date

WILLIAM FLIND

Date

FIONN CONCANNON

Date

MATTHEW ORTON


Date

JOSH FELDBERG

Date

WILLIAM FRANCIS FREWEN

Date



19/7/06

ROBERT BLACKBURN GRAY

Date

MARK ANDREW CRAWLEY

Date

[SIGNATURE PAGE TO PEGCO LIMITED MEMBERS' WRITTEN RESOLUTIONS]

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 and entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions

NICOLAS DAVID YEELES

Date

JULIA JEAN-I TAN

Date

ALEXANDER GEORGE PEATTIE

Date

RICHARD FEARN

Date

NICHOLAS SAVAGE

Date,

JAMES KEMP

Date

HARISH KUMAR

Date

WILLIAM FLIND

Date

FIONN CONCANNON

Date

MATTHEW ORTON

Date

JOSH FELDBERG

Date,

WILLIAM FRANCIS FREWEN

Date


ROBERT BLACKBURN GRAY

Date

MARK ANDREW CRAWLEY

Date

[SIGNATURE PAGE TO PEGCO LIMITED MEMBERS' WRITTEN RESOLUTIONS]

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 and entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions

NICOLAS DAVID YEELES

Date

JULIA JEAN-I TAN

Date

ALEXANDER GEORGE PEATTIE

Date

RICHARD FEARN

Date

NICHOLAS SAVAGE

Date

JAMES KEMP

Date

HARISH KUMAR

Date

WILLIAM FLIND

Date

FIONN CONCANNON

Date

MATTHEW ORTON

Date

JOSH FELDBERG

Date

WILLIAM FRANCIS FREWEN

Date

ROBERT BLACKBURN GRAY

Date


MARK ANDREW CRAWLEY

Date 22/7/16

[SIGNATURE PAGE TO PEGCO LIMITED MEMBERS' WRITTEN RESOLUTIONS]


SONJA UYS

Date 2/8/2016

GIDEON MERTON JOSEPH

Date

NISHEL PATEL

Date

NICHOLAS RICHARD TRAIL GUBBINS

Date

STUART BARNES

Date

NICHOLAS JON KEEGAN

Date

MATTHEW DON

Date

DAVID PAUL BROWN

Date

ELLIOT HANNAH

Date

NICHOLAS LOCKWOOD

Date

CHARLES STEWART WADE

Date

CHRISTOPHER SIMON KEMP

Date

SHAUN ALEXANDER VARGA

Date

NICOLA JAYNE WADE

Date

[SIGNATURE PAGE TO PEGCO LIMITED MEMBERS' WRITTEN RESOLUTIONS]

SONJA UYS

Date

NISHEL PATEL

Date

STUART BARNES

Date

MATTHEW DON

Date

ELLIOT HANNAH

Date

CHARLES STEWART WADE

Date

SHAUN ALEXANDER VARGA

Date

GIDEON MERTON JOSEPH

Date



NICHOLAS RICHARD TRAIL GUBBINS

Date 23/07/16

NICHOLAS JON KEEGAN

Date

DAVID PAUL BROWN

Date

NICHOLAS LOCKWOOD

Date

CHRISTOPHER SIMON KEMP

Date

NICOLA JAYNE WADE

Date

[SIGNATURE PAGE TO PEGCO LIMITED MEMBERS' WRITTEN RESOLUTIONS]

SONJA UYS

Date

GIDEON MERTON JOSEPH

Date

NISHEL PATEL

Date

NICHOLAS RICHARD TRAIL GUBBINS

Date

STUART BARNES

Date

NICHOLAS JON KEEGAN

Date

MATTHEW DON

Date



ELLIOT HANNAH

Date 28/07/16

DAVID PAUL BROWN

Date

NICHOLAS LOCKWOOD

Date

CHARLES STEWART WADE

Date

CHRISTOPHER SIMON KEMP

Date

SHAUN ALEXANDER VARGA

Date

NICOLA JAYNE WADE

Date

SONJA UYS

Date.

GIDEON MERTON JOSEPH

Date

NISHEL PATEL

Date

NICHOLAS RICHARD TRAIL GUBBINS

Date

STUART BARNES

Date

NICHOLAS JON KEEGAN

Date

MATTHEW DON

Date

DAVID PAUL BROWN

Date

ELLIOT HANNAH

Date

NICHOLAS LOCKWOOD

Date

CHARLES STEWART WADE

Date.

CHRISTOPHER SIMON KEMP

Date

SHAUN ALEXANDER VARGA

Date


NICOLA JAYNE WADE

Date 21/7/16

SONJA UYS

Date

GIDEON MERTON JOSEPH

Date

NISHEL PATEL

Date

NICHOLAS RICHARD TRAIL GUBBINS

Date

STUART BARNES

Date

NICHOLAS JON KEEGAN

Date

MATTHEW DON

Date


DAVID PAUL BROWN

Date 20/07/2016

ELLIOT HANNAH

Date

NICHOLAS LOCKWOOD

Date

CHARLES STEWART WADE

Date

CHRISTOPHER SIMON KEMP

Date

SHAUN ALEXANDER VARGA

Date

NICOLA JAYNE WADE

Date

[SIGNATURE PAGE TO PEGCO LIMITED MEMBERS' WRITTEN RESOLUTIONS]

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 delivering the signed copy to Felicity Milthen at JAG Shaw Baker, Barners House, 47 – 48 Barners Street, London, W1T 3NF
- Post returning the signed copy to Felicity Milthen at JAG Shaw Baker, Barners House, 47 – 48 Barners Street, London, W1T 3NF
- E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to felicity.milthen@jagshawbaker.com

If you do not agree to the Resolutions, 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 the Resolutions, 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 the Resolutions to be passed, they will lapse. If you agree to 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.

SONJA UYS
Date

GIDEON MERTON JOSEPH
Date

NISHEL PATEL
Date

NICHOLAS RICHARD TRAIL GUBBINS
Date

STUART BARNES
Date

NICHOLAS JON KEEGAN
Date

MATTHEW DON
Date

DAVID PAUL BROWN
Date

ELLIOT HANNAH
Date

NICHOLAS LOCKWOOD
Date

CHARLES STEWART WADE
Date

CHRISTOPHER SIMON KEMP
Date

SHAUN ALEXANDER VARGA
Date

NICOLA JAYNE WADE
Date

[SIGNATURE PAGE TO PEGCO LIMITED MEMBERS' WRITTEN RESOLUTIONS]

SONJA UYS

Date

GIDEON MERTON JOSEPH

Date

NISHEL PATEL

Date

NICHOLAS RICHARD TRAIL GUBBINS

Date

STUART BARNES

Date

NICHOLAS JON KEEGAN

Date

MATTHEW DON

Date

DAVID PAUL BROWN

Date

ELLIOT HANNAH

Date

NICHOLAS LOCKWOOD

Date

CHARLES STEWART WADE

Date

CHRISTOPHER SIMON KEMP

Date


SHAUN ALEXANDER VARGA

Date 20/7/2016

NICOLA JAYNE WADE

Date

[SIGNATURE PAGE TO PEGCO LIMITED MEMBERS' WRITTEN RESOLUTIONS]