

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ACCELERATY LIMITED

(a company registered in England no 09331397)
("the Company")

**WRITTEN RESOLUTIONS
OF
MEMBERS**

Circulation Date: 02/04/ 2015

Date Passed: 02/04/ 2015

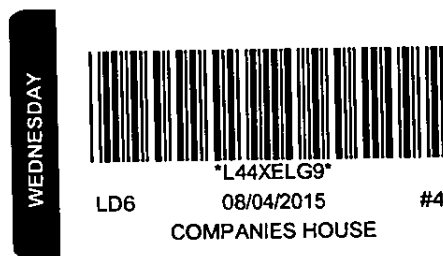
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the Act"), the directors of the Company propose that the following resolutions be passed as ordinary and special resolutions as indicated ("the Resolutions")

ORDINARY RESOLUTION

- 1 That the directors be and hereby are generally and unconditionally authorised in accordance with section 551 of the Act 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 an aggregate nominal value of £7,485 49, provided that such authority shall (unless previously revoked or varied by the Company in general meeting) expire on the fifth anniversary of the date hereof and save that the directors may allot relevant securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date

SPECIAL RESOLUTION

- 2 That pursuant to the authority granted in accordance with section 551 of the Act by resolution 1 above and in accordance with article 5 2 of the articles of association of the Company ("the Articles"), the pre-emption provisions of Article 5 1 of the Articles and any other provision of pre-emption under the Act shall not apply to the issue of Ordinary Shares pursuant to, or as contemplated by, a share subscription letter received from Octopus Investments Limited and dated on or about the date of these resolutions



AGREEMENT TO WRITTEN RESOLUTIONS

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being the persons entitled to vote on the Resolutions on the circulation date set out above, hereby irrevocably agree to the passing of the Resolutions



For and on behalf of OCS Services Limited



For and on behalf of Octopus Investments Nominees Limited

NOTES: If you wish to agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company at the Company's registered office or for the attention of Kim Hawkins by fax on 0800 763 1812 or by email (in PDF format) to kim.hawkins@sghmartineau.com If you do not agree to the Resolutions you need not do anything You will not be deemed to agree if you fail to respond Once you have indicated your agreement to the Resolutions you may not revoke your agreement Unless by the end of the period of 28 days beginning with the circulation date set out above sufficient agreement has been received for the Resolutions to be passed they will lapse