Company number: 08136680

Admedo Limited (Company)

Written Resolutions

	Passed on \8	Jun	2014
propose		an Ordinar	(the "Act"), the directors of the Company y Resolution and resolution 2 below is r the Resolutions)
Ordinar	y Resolution		
1.	THAT , the terms of a contract proposed to be made between the Company and Early Advantage Limited Partnership for the purchase by the Company of 412 ordinary shares of £0 001 each in the capital of the Company (Shares) for a total consideration of £140,036 57 as set out in the contract attached (Purchase Contract) be approved and the Company be authorised to enter into the Purchase Contract		
Special	Resolution		
2		of association	including (without limitation) the rights of of the Company be disapplied in respect rsuant to the Purchase Contract
Agreem		ocument he	fore signifying your agreement to the
Resolut	ions		
The und	The undersigned, a person entitled to vote on the above Resolutions on 18 July 2014. (the Circulation Date) hereby irrevocably agrees to the Resolutions		
Signed	by Nick Moutter		
Date			
Signed	by Douglas Scott		
Date	by bodgias ocott		
	by Andrew Stevens		
Signed Date	by Andrew Stevens		
	by Andrew Stevens		
Date	by Andrew Stevens by Steven Brown		

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04/08/2014 COMPANIES HOUSE #296

Signed by lan Woodruffe	
Date	
	_
Signed for and on behalf of Playfair Capital	
Nominee Limited	
Date	
Signed for and on behalf of Early Advantage Limited Partnership	
Date	
Signed by Richard Fearn	
Date	
Signed for and on behalf of Regents Park Partners II ECF LP	
Date	
Signed for and on behalf of Encore Admedo	
Limited	
Date	
Signed for and on behalf of Playfair Capital Investment Nominee Limited	
Date	
Signed by Anthony Marrett	
Date	

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Signed for and on behalf of Kima Ventures SAS	St
Date	

You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions If you agree to all of 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 Nick Moutter at the Registered Office

Post returning the signed copy by post to Nick Moutter at the Registered Office

By email by attaching a scanned copy of the signed document to an email and sending it to nick moutter@admedo.com

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, within 28 days beginning with the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
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Company number: 08136680

Admedo Limited (Company)

Written Resolutions

	Passed on \	8 July	2014	
propose	t to Chapter 2 of Part 13 of the Compa that resolution 1 below is passed a as a Special Resolution on the above	s an Ordinary	Resolution and reso	
Ordinar	y Resolution			
1.	THAT, the terms of a contract pro Advantage Limited Partnership for the £0 001 each in the capital of the Con as set out in the contract attached (F authorised to enter into the Purchase	ne purchase by npany (Shares Purchase Con	the Company of 412 of) for a total consideration	ordinary shares of on of £140,036 57
Special	Resolution			
2	THAT , all rights of pre-emption howed pre-emption contained in the articles of the acquisition by the Company of	of association	of the Company be dis	applied in respect
Agreem	ent			
Resolut				
The unc	dersigned, a person entitled to vote of tion Date) hereby irrevocably agrees to	on the above I the Resolution	Resolutions on $18 \int_{18}^{18}$	or the
Signed	by Nick Moutter			
Date				
			·	
	by Douglas Scott			
Date				
	by Andrew Stevens			
Date				
	by Steven Brown		_	
Date				

Signed by lan Woodruffe Date	
Date	
Signed for and on behalf of Playfair Capital	
Nominee Limited	
Date	
Signed for and on behalf of Early Advantage	
Limited Partnership	
Date	
Signed by Richard Fearn	
Date	
Signed for and on behalf of Regents Park	
Partners II ECF LP	
Date	
Signed for and on behalf of Encore Admedo	
Limited	
Date	
Signed for and on behalf of Playfair Capital	
Investment Nominee Limited	· · · · · · · · · · · · · · · · · · ·
Date	
	\mathcal{N}
Signed by Anthony Marrett	Thank!
Date	

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Signed for and on behalf of Kima Ventures SAS	
Date	

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Company number 08136680

Admedo Limited (Company)

Written Resolutions

	William I	00010110110		
	Passed on \ \ \ \ \ \ \	July	2014	
propose	Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolution 1 below is passed as an Ordinary Resolution and resolution 2 below is passed as a Special Resolution on the above date (together the Resolutions)			
Ordinar	y Resolution			
1	THAT, the terms of a contract proposed to be made between the Company and Early Advantage Limited Partnership for the purchase by the Company of 412 ordinary shares of £0 001 each in the capital of the Company (Shares) for a total consideration of £140,036 53 as set out in the contract attached (Purchase Contract) be approved and the Company be authorised to enter into the Purchase Contract		ares of 036 57	
Special	Resolution			
2	THAT, all rights of pre-emption howsoever pre-emption contained in the articles of a of the acquisition by the Company of the	ssociation of	the Company be disapplied in r	
Agreem	ent			
Please : Resolut	read the notes at the end of this docu	ument before	signifying your agreement	to the
The undersigned, a person entitled to vote on the above Resolutions on 18 July 2014 (the Circulation Date) hereby irrevocably agrees to the Resolutions			(the	
Signed	by Nick Moutter	Ç., ,	AL	>
Date			•	
Signed	by Douglas Scott			
Date				
Signed Date	by Andrew Stevens			
Date				
Signed Date	by Steven Brown			

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Signed by lan Woodruffe	
Date	
Signed for and on behalf of Playfair Capital	
Nominee Limited	
Date	
Signed for and on behalf of Early Advantage Limited Partnership	
Date	
Signed by Richard Fearn	
Date	
Signed for and on behalf of Regents Park	
Partners II ECF LP	
Date	
Signed for and on behalf of Encore Admedo Limited	
Date	
Signed for and on behalf of Playfair Capital	
Investment Nominee Limited	
Date	
Signed by Anthony Marrett	
Date	
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Signed for and on behalf of Kima Ventures SAS	
Date	-

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Company number. 08136680

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Special	Resolution		
2	THAT, all rights of pre-emption howsoever pre-emption contained in the articles of a of the acquisition by the Company of the	association of t	he Company be disapplied in respect
Agreem	ent		
Resolut			
The und	dersigned, a person entitled to vote on the cion Date) hereby irrevocably agrees to the	he above Res Resolutions	olutions on 18 July 1244 (the
Signed	by Nick Moutter		
Date			
		<u> </u>	
Signed	by Douglas Scott		
Date			
-			
	by Andrew Stevens		
Date			
	by Steven Brown		
Date	•		

	
Signed by Ian Woodruffe	
Date	
Signed for and on behalf of Playfair Capital Nominee Limited	
Date	
Signed for and on behalf of Early Advantage	
Limited Partnership Date	
Signed by Richard Fearn	
Date	
Signed for and on behalf of Regents Park Partners II ECF LP	
Date	
Signed for and on behalf of Encore Admedo	
Limited Date	
Signed for and on behalf of Playfair Capital	
Investment Nominee Limited Date	
Date	
Signed by Anthony Marrett	
Date	

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Date	

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Admedo Limited (Company)

Written Resolutions

		Passed on	18	July	2014	
propose	that resolution 1	art 13 of the Co below is passe	mpanies d as an	Act 2000 Ordina		ctors of the Company esolution 2 below is
Ordinar	y Resolution					,
1.	Advantage Limite £0 001 each in the	ed Partnership for the capital of the contract attache	or the pu Compan ed (Purc	irchase b y (Share hase Co	by the Company of 4° (ss) for a total consider	Company and Early 12 ordinary shares of ration of £140,036 57 and the Company be
Special	Resolution					
2	pre-emption cont	ained in the artic	cles of a	ssociatio		mitation) the rights of disapplied in respect se Contract
Agreem	ent					
Please Resolut		t the end of th	ııs docu	ıment be	efore signifying you	r agreement to the
The und	dersigned, a perso tion Date) hereby	n entitled to vo	te on the	e above Resoluti	Resolutions on 16 ons	July letty (the
Signed	by Nick Moutter					
Date						
5	l by Douglas Scott	t				
Date						
Signed	by Andrew Steve	ns				
Date						
	by Steven Brown	1				
Date					_	
				•	1	

	
Conned by less Mondroffs	
Signed by lan Woodruffe	·
Date	
Signed for and on behalf of Playfair Capital	
Nominee Limited	
Date	
Signed for and on behalf of Early Advantage	
Limited Partnership	
Date	· ·= = -
Signed by Richard Fearn	
Date	
Signed for and on behalf of Regents Park	
Partners II ECF LP	
Date	
Date	
	/ ≰
Owned for and on habits of Francis A.	1 Van -
Signed for and on behalf of Encore Admedo	
Limited	
Date	
Signed for and on behalf of Playfair Capital	
Investment Nominee Limited	
Date	
Signed by Anthony Marrett	
Date	
	<u> </u>

Signed for and on behalf of Kima Ventures SAS	
Date	

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Company number. 08136680

Admedo Limited (Company)

Written Resolutions

		١.				
	Passed on \	à July	2014			
propose		an Ordinar	(the "Act"), the directors of the Company ry Resolution and resolution 2 below is r the Resolutions)			
Ordinar	y Resolution					
1.	THAT, the terms of a contract proposed to be made between the Company and Early Advantage Limited Partnership for the purchase by the Company of 412 ordinary shares of £0 001 each in the capital of the Company (Shares) for a total consideration of £140,036 57 as set out in the contract attached (Purchase Contract) be approved and the Company be authorised to enter into the Purchase Contract					
Special	Resolution					
2		association	including (without limitation) the rights of n of the Company be disapplied in respect irsuant to the Purchase Contract			
Agreem	ent					
Please Resolut		cument be	fore signifying your agreement to the			
The unc	dersigned, a person entitled to vote on tion Date) hereby irrevocably agrees to the	the above e Resolutio	Resolutions on 18 July late (the ons			
Signed	by Nick Moutter					
Date						
		(S8.48-			
Signed	by Douglas Scott		@1)1m1			
Date						
Signed	by Andrew Stevens					
Date	of Allahou Glovella					
	by Steven Brown					
Date						

Signed for and on behalf of Kima Ventures SAS	
Date	

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Company number: 08136680

Admedo Limited (Company)

Written Resolutions

Passed on 18 July 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolution 1 below is passed as an **Ordinary Resolution** and resolution 2 below is passed as a **Special Resolution** on the above date (together the **Resolutions**)

Ordinary Resolution

1. THAT, the terms of a contract proposed to be made between the Company and Early Advantage Limited Partnership for the purchase by the Company of 412 ordinary shares of £0 001 each in the capital of the Company (Shares) for a total consideration of £140,036 57 as set out in the contract attached (Purchase Contract) be approved and the Company be authorised to enter into the Purchase Contract

Special Resolution

2 **THAT**, all rights of pre-emption howsoever arising including (without limitation) the rights of pre-emption contained in the articles of association of the Company be disapplied in respect of the acquisition by the Company of the Shares pursuant to the Purchase Contract

Agreement

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

The undersigned, a person entitled to vote on the above Resolutions on **Circulation Date**) hereby irrevocably agrees to the Resolutions

(the

Signed by Nick Moutter	
Date	
Signed by Douglas Scott	
Date	
	AJSteris
Signed by Andrew Stevens	4)3000cs
Date	
Stand by Charan Braum	
Signed by Steven Brown	
Date	

			
Signed by lan Woodruffe			
Date			
Signed for and on behalf of Playfair Capital			
Nominee Limited			
Date			
Signed for and on behalf of Early Advantage			
Limited Partnership			
Date			
			
Signed by Richard Fearn			
Date			
Signed for and on behalf of Regents Park			
Partners II ECF LP		·	
Date			
			
Signed for and on behalf of Encore Admedo			
Limited			
Date			
Signed for and on behalf of Playfair Capital			
Investment Nominee Limited Date			
Signed by Anthony Marrett Date			
Date			
	L		

Signed for and on behalf of Kima Ventures SAS	
Date	

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	Passed on	18	July	2014
propose	t to Chapter 2 of Part 13 of the Co	ompar ed as	nies Act 20 an Ord i	006 (the "Act"), the directors of the Company nary Resolution and resolution 2 below is ther the Resolutions)
Ordinary	Resolution			
1	Advantage Limited Partnership £0 001 each in the capital of the	for the Comp ed (Pr	purchase pany (Sha urchase (be made between the Company and Early e by the Company of 412 ordinary shares of ares) for a total consideration of £140,036 57 Contract) be approved and the Company be
Special	Resolution			
2	pre-emption contained in the art	icles o	of associa	sing including (without limitation) the rights of tion of the Company be disapplied in respect s pursuant to the Purchase Contract
Agreem	ent			
Resolut The und	ions	ote or	n the abo	ve Resolutions on 18 July 2014 (the lutions
Signed	by Nick Moutter			
Date				
Signed Date	by Douglas Scott			
Signed Date	by Andrew Stevens			
Signed Date	by Steven Brown			Ster kn.

Signed by lan Woodruffe	
Date	
Signed for and on behalf of Playfair Capital Nominee Limited	
Date	
Signed for and on behalf of Early Advantage	
Limited Partnership	
Date	
Signed by Richard Fearn	
Date	
Signed for and on behalf of Regents Park Partners II ECF LP	
Date	
Signed for and on behalf of Encore Admedo Limited	
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Signed for and on behalf of Playfair Capital Investment Nominee Limited	
Date	
Signed by Anthony Marrett	
Date	

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Date	

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	Passed on	18 July	2014	,	
propose	nt to Chapter 2 of Part 13 of the Come that resolution 1 below is passed as a Special Resolution on the abo	ipanies Act 20 as an Ordir	06 (the "Act"), th	and resolution 2 below is	
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Special	Resolution				
2	THAT, all rights of pre-emption ho pre-emption contained in the article of the acquisition by the Company	es of associat	ion of the Compa	iny be disapplied in respect	
Agreem	nent				
Please Resolut	read the notes at the end of this	s document	before signıfyın	g your agreement to the	
The und	dersigned, a person entitled to vote tion Date) hereby irrevocably agrees	e on the above to the Resolu	re Resolutions of utions	n 18 July Cour (the	
Signed	by Nick Moutter				
Date					
	l by Douglas Scott				
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	by Andrew Stevens				
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	by Steven Brown		. <u> </u>		
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Signed by lan Woodruffe	
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Signed for and on behalf of Playfair Capital Nominee Limited	
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Signed for and on behalf of Early Advantage Limited Partnership	
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Signed by Richard Fearn	
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Written Resolutions

	Passed on	18	1014	•	2014
			-		
ursuant to Chapter 2 of Part 1	13 of the Com	nanies	Act 20	106 (t	he "Aci

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	:		
Signed by Nick Moutter			
Date		•	
Signed by Douglas Scott			
Date	,	•	
Signed by Andrew Stevens Date			
		1 -	
Signed by Steven Brown		. <u>.</u>	

	
Signed for and on behalf of Playfair Capital Nominee Limited	
Date	
Signed for and on behalf of Early Advantage	
Limited Partnership	
Date	•
Signed by Richard Fearn	
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	•
Signed for and on behalf of Regents Park Partners II ECF LP	-
Date	•
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1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of 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 Nick Moutter at the Registered Office

Post returning the signed copy by post to Nick Moutter at the Registered Office

By email by attaching a scanned copy of the signed document to an email and sending it to nick moutter@admedo.com

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, within 28 days beginning with the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
- In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Senionty 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

Company number 08136680

Admedo Limited (Company)

Written Resolutions Passed on 18) Uly 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolution 1 below is passed as an **Ordinary Resolution** and resolution 2 below is passed as a **Special Resolution** on the above date (together the **Resolutions**)

Ordinary Resolution

1. THAT, the terms of a contract proposed to be made between the Company and Early Advantage Limited Partnership for the purchase by the Company of 412 ordinary shares of £0 001 each in the capital of the Company (Shares) for a total consideration of £140,036 57 as set out in the contract attached (Purchase Contract) be approved and the Company be authorised to enter into the Purchase Contract

Special Resolution

2 THAT, all rights of pre-emption howsoever arising including (without limitation) the rights of pre-emption contained in the articles of association of the Company be disapplied in respect of the acquisition by the Company of the Shares pursuant to the Purchase Contract

Agreement

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

The undersigned, a person entitled to vote on the above Resolutions on 18 July 2014 (the Circulation Date) hereby irrevocably agrees to the Resolutions

	·			
Signed by Nick Moutter				
Date				
Signed by Douglas Scott				
Date				
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Signed by Andrew Stevens				
Date				
Signed by Steven Brown				
Date			-	
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Signed by lan Woodruffe	
Date	
Signed for and on behalf of Playfair Capital	
Nominee Limited	
Date	
Date	
Signed for and on behalf of Early Advantage	
Limited Partnership	
Date	
Signed by Richard Fearn	10
Date	
Date	
Signed for and on behalf of Regents Park	
Partners II ECF LP	
Date	
Signed for and on behalf of Encore Admedo	
Limited	
Date	
Date	
Signed for and on behalf of Playfair Capital	
Investment Nominee Limited	
Date	
Signed by Anthony Marrett	
Date	
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Signed for and on behalf of Kima Ventures SAS	-
Date	

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Company number 08136680

Admedo Limited (Company)

Written Resolutions

Passed on

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Signed by Steven Brown	
Date	

Signed by lan Woodruffe	
Date	- ,
Date	
Signed for and on behalf of Playfair Capital	
Nominee Limited	
Date	
Signed for and on behalf of Early Advantage	
Limited Partnership	
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Signed by Richard Fearn	//
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Limited	
Date	
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Date	
Signed by Anthony Marrett	
Date	

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Date		

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Off-market Purchase Agreement

relating to 412 ordinary shares of £0.001 each in the capital of Admedo Limited

- (1) Early Advantage Limited Partnership
- (2) Admedo Limited

Dated

2014

One Redcliff Street Bristol BS1 6TP T +44 (0)117 917 7777 DX 7815 Bristol

Contents

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This agreement is made the

day of

2014

Between.

- (1) Early Advantage Limited Partnership a limited partnership registered in England and Wales under number LP013679 whose registered office is at Cavendish House, 39-41 Waterloo Street, Birmingham B2 5PP (Seller)
- (2) Admedo Limited a company registered in England and Wales under number 08136680 whose registered office is at 16 Parker Court, Staffs Technology Park, Dyson Way, Stafford ST18 0WP (Company)

Background

- (A) The Seller is the registered holder of 412 ordinary shares of £0 001 each in the capital of the Company (Shares and each, a Share)
- (B) It is proposed that the Company shall purchase the Shares from the Seller for cancellation on the terms of this agreement

It is agreed as follows

1 Interpretation

11 The definitions and rules of interpretation in this clause and in the background section (above) shall apply in this agreement

Encumbrance

any interest or equity of any person (including any right to acquire, option or right of pre-emption) or any mortgage, charge, pledge, lien, assignment, hypothecation, security interest, title retention or any other security agreement or arrangement

Reduction in Capital

the reduction in capital by the Company of its share premium account by £800,025 by the cancellation of the share premium account relating to the Series A convertible preference shares of the Company to be completed by the Company and registered at Companies House on or around the date hereof

- 12 Clause headings shall not affect the interpretation of this agreement
- A person includes a natural person, corporate or unincorporated body (whether or not 13 having separate legal personality) and that person's personal representatives. successors and permitted assigns
- 14 A reference to a party shall include that party's personal representatives, successors and permitted assigns
- 15 A reference to writing or written includes fax but not e-mail (unless otherwise expressly provided in this agreement)
- 16 References to clauses are to the clauses of this agreement

2 Sale and Purchase of Shares

21 The Seller agrees to sell, or procure the sale of, the Shares free from Encumbrances for a consideration of £339 895 per Share and the Company agrees to purchase them and to pay such consideration to the Seller

- The Seller warrants to the Company that it is the sole legal and beneficial owner of the Shares and is entitled to transfer the legal and beneficial title to the Shares to the Company free from all Encumbrances, without the consent of any other person
- Each party warrants to the other that it has the requisite power and authority to enter into and perform this agreement, and it constitutes valid, legal and binding obligations on that party in accordance with its terms
- 2.4 Completion of the sale and purchase of the Shares shall take place immediately after the Reduction in Capital has been completed by the Company and registered at Companies House, when the Seller shall deliver a duly executed instrument of transfer of the Shares in favour of the Company and the share certificate(s) or other evidence of title to the Shares to the Company and the Company shall satisfy its obligation to pay the consideration due in respect of the Shares by payment of the sum of £140,036 57 to the Seller by way of telegraphic transfer for same day value to the Seller's account at

Bank Lloyds Bank

Sort code 30-00-03

Account number 00502217

3 Further Assurance

The Seller shall (at the cost of the Company) promptly execute and deliver such documents, perform such acts and do such things as the Company may require from time to time for the purpose of giving full effect to this agreement

4 Assignment

4 1 Neither party shall assign, transfer, mortgage, charge, declare a trust of, or deal in any other manner with any of its rights and obligations under this agreement

5 Entire Agreement

This agreement constitutes the entire agreement between the parties and supersedes and extinguishes all previous discussions, correspondence, negotiations, drafts, agreements, promises, assurances, warranties, representations and understandings between them, whether written or oral, relating to its subject matter

6 Costs and Stamp Duty

Each party shall bear its own costs arising out of the negotiation, preparation and execution of this agreement. All stamp duty (including fines, penalties and interest) that may be payable on or in connection with this agreement and any instrument executed under this agreement shall be born by the Company.

7 Variation and Waiver

- No variation of this agreement shall be effective unless it is in writing and signed by the parties (or their authorised representatives)
- No failure or delay by a party to exercise any right or remedy provided under this agreement or by law shall constitute a waiver of that or any other right or remedy, nor shall it prevent or restrict the further exercise of that or any other right or remedy No single or partial exercise of such right or remedy shall prevent or restrict the further

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exercise of that or any other right or remedy. A waiver of any right or remedy under this agreement or by law is only effective if it is in writing

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8 Notices

- 8.1 A notice given to a party under or in connection with this agreement
 - 8 1 1 shall be in writing and in English,
 - 8 1 2 shall be signed by or on behalf of the party giving it,
 - shall be sent to the relevant party of this agreement for the attention of the contact and to the address specified in clause 8 2, or such other address or person as that party may notify to the other in accordance with the provisions of this clause 8.
 - 8 1 4 shall be
 - (a) delivered by hand, or
 - (b) sent by pre-paid first class post, recorded delivery or special delivery, and
 - 8 1 5 unless proven otherwise is deemed received as set out in clause 8 4
- 8 2 The addresses and fax numbers for service of notices are
 - 8 2 1 Seller
 - (a) address Cavendish House, 39-41 Waterloo Street, Birmingham B2 5PP
 - (b) for the attention of Duncan Kerr
 - 8 2 2 Company
 - (a) address 16 Parker Court, Staffs Technology Park, Dyson Way, Stafford ST18 0WP
 - (b) for the attention of Nick Moutter
- A party may change its details for service of notices as specified in clause 8 2 by giving notice to the other party, provided that the address for service is an address in the UK following any change. Any change notified pursuant to this clause shall take effect at 9 00 am on the later of
 - the date (if any) specified in the notice as the effective date for the change, or
 - 8 3 2 five Business Days after deemed receipt of the notice of change
- Delivery of a notice is deemed to have taken place (provided that all other requirements in this clause have been satisfied)
 - 8 4 1 If delivered by hand, on signature of a delivery receipt or at the time the notice is left at the address, or
 - 8 4 2 If sent by pre-paid first class post, recorded delivery or special delivery to an address in the UK, at 9 00 am on the second Business Day after posting, or
 - If deemed receipt under the previous paragraphs of this clause 8 4 would occur outside business hours (meaning 9 00 am to 5 30 pm Monday to Friday on a day that is not a public holiday in the place of deemed receipt), at 9 00 am on the day when business next starts in the place of deemed receipt. For the purposes of this clause, all references to time are to local time in the place of deemed receipt.

- 8 5 To prove service, it is sufficient to prove that
 - 8 5 1 If delivered by hand, the notice was delivered to the correct address, or
 - If sent by fax, a transmission report was received confirming that the notice was successfully transmitted to the correct fax number, or
 - If sent by post, the envelope containing the notice was properly addressed, paid for and posted
- This clause 8 does not apply to the service of any proceedings or other documents in any legal action

9 Counterparts

This agreement may be executed in any number of counterparts, each of which when executed and delivered shall constitute a duplicate original, but all the counterparts shall together constitute the one agreement

10 Governing Law and Jurisdiction

- This agreement and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with the law of England and Wales
- 10.2 Each party irrevocably agrees that the courts of England and Wales shall have nonexclusive jurisdiction to settle any dispute or claim arising out of or in connection with this agreement or its subject matter or formation (including non-contractual disputes or claims)

This agreement has been executed and delivered as a deed on the date shown on the first page

Executed as a deed by Early Advantage Limited Partnership acting by in the presence of)
Signature of witness Name of witness	
Address of witness	
Executed as a deed by Admedo Limited acting by in the presence of)
Signature of witness Name of witness	

Address of witness

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