

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

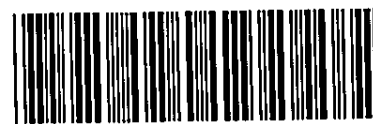
Agreement

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 **18 July 2014**, (the **Circulation Date**) hereby irrevocably agrees to the Resolutions

Signed by Nick Moutter	
Date	
Signed by Douglas Scott	
Date	
Signed by Andrew Stevens	
Date	
Signed by Steven Brown	
Date	

MONDAY



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04/08/2014

#296

COMPANIES HOUSE

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	
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Signed for and on behalf of Playfair Capital Investment Nominee Limited	
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Signed by Anthony Marrett	
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Signed for and on behalf of Kima Ventures SAS	
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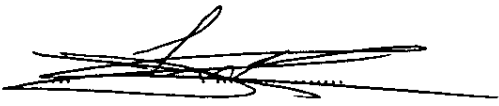
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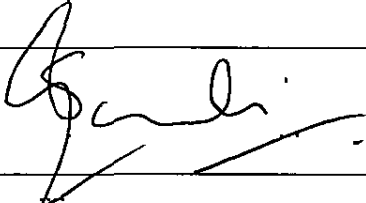
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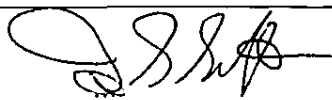
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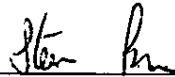
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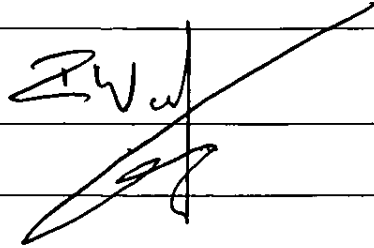
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- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

Company number: 08136680

Admedo Limited (Company)

Written Resolutions

Passed on 18 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

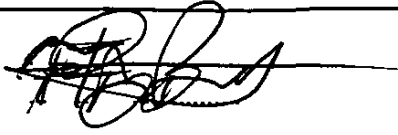
2 **THAT**, all rights of pre-emption howsoever arising including (without limitation) the rights of pre-emption contained in the articles of association of the Company be disapplied in respect of the acquisition by the Company of the Shares pursuant to the Purchase Contract

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 18 July 2014 (the **Circulation Date**) hereby irrevocably agrees to the Resolutions

Signed by Nick Moutter	
Date	
Signed by Douglas Scott	
Date	
Signed by Andrew Stevens	
Date	
Signed by Steven Brown	

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	
Signed for and on behalf of Kima Ventures SAS	
Date	

Notes

- 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

If you do not agree to all of 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
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Company number 08136680

Admedo Limited (Company)

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Passed on **18 July** 2014

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Company number 08136680

Admedo Limited (Company)

Written Resolutions

Passed on

2014

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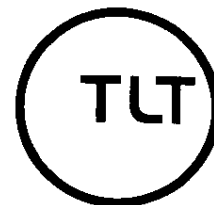
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Off-market Purchase Agreement

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

www.TLTsolicitors.com
/16747007 1

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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

- 1 1 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
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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
-----------------------------	---

- 1 2 Clause headings shall not affect the interpretation of this agreement
- 1 3 A **person** includes a natural person, corporate or unincorporated body (whether or not having separate legal personality) and that person's personal representatives, successors and permitted assigns
- 1 4 A reference to a **party** shall include that party's personal representatives, successors and permitted assigns
- 1 5 A reference to **writing** or **written** includes fax but not e-mail (unless otherwise expressly provided in this agreement)
- 1 6 References to clauses are to the clauses of this agreement

2 Sale and Purchase of Shares

- 2 1 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

- 2 2 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
- 2 3 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

- 3 1 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

- 5 1 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

- 6 1 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

- 7 1 No variation of this agreement shall be effective unless it is in writing and signed by the parties (or their authorised representatives)
- 7 2 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

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.

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,
 - 8 1 3 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
- 8 3 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
- 8 3 1 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
- 8 4 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
 - 8 4 3 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
 - 8 5 2 if sent by fax, a transmission report was received confirming that the notice was successfully transmitted to the correct fax number, or
 - 8 5 3 if sent by post, the envelope containing the notice was properly addressed, paid for and posted
- 8 6 This clause 8 does not apply to the service of any proceedings or other documents in any legal action

9 Counterparts

- 9 1 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

- 10 1 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 non-exclusive 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