

Mimecast Ltd
Form SC 13G
October 19, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO §240.13d-2**

(Amendment No.)*

Mimecast Limited

(Name of Issuer)

Ordinary Shares, \$0.012 nominal value

(Title of Class of Securities)

G14838109

(CUSIP Number)

October 4, 2016

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Dawn Enterprise Capital Fund LP
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5 SOLE VOTING POWER

NUMBER OF

SHARES

2,789,632
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

2,789,632
8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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- 2,789,632
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 12 5.1% (See Item 4 herein)
TYPE OF REPORTING PERSON*

PN

1	NAME OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
2	LJ Skye Trustees Limited CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a) (b)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Isle of Man	
		5 SOLE VOTING POWER
NUMBER OF		
SHARES		0
BENEFICIALLY		6 SHARED VOTING POWER
OWNED BY		
EACH		3,397,738
REPORTING		7 SOLE DISPOSITIVE POWER
PERSON		
WITH		8 0
		SHARED DISPOSITIVE POWER
9	3,397,738 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	

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- 3,397,738
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 12 6.2% (See Item 4 herein)
TYPE OF REPORTING PERSON*

OO

CUSIP No. G14838109

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Bentley Trust (Malta) Limited
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Malta

5 SOLE VOTING POWER

NUMBER OF

SHARES

6 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7 3,397,738
SOLE DISPOSITIVE POWER

REPORTING

PERSON

8 0
SHARED DISPOSITIVE POWER

WITH

9 3,397,738
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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- 3,397,738
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 6.2% (See Item 4 herein)
- 12 TYPE OF REPORTING PERSON*

OO

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Dawn Mimecast Holdings Limited
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES

6 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7 921,844
SOLE DISPOSITIVE POWER

REPORTING

PERSON

8 0
SHARED DISPOSITIVE POWER

WITH

9 921,844
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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- 921,844
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 12 1.7% (See Item 4 herein)
TYPE OF REPORTING PERSON*

CO

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Dawn Mimecast (II) Holdings Limited
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES

6 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7 286,069
SOLE DISPOSITIVE POWER

REPORTING

PERSON

8 0
SHARED DISPOSITIVE POWER

WITH

9 286,069
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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- 286,069
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 12 0.5% (See Item 4 herein)
TYPE OF REPORTING PERSON*

CO

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Dawn Mimecast (III) Holdings Limited
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES

6 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7 1,859,216
SOLE DISPOSITIVE POWER

REPORTING

PERSON

8 0
SHARED DISPOSITIVE POWER

WITH

9 1,859,216
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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- 1,859,216
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 3.4% (See Item 4 herein)
- 12 TYPE OF REPORTING PERSON*

CO

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Dawn Mimecast (IV) Holdings Limited
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES

6 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7 304,532
SOLE DISPOSITIVE POWER

REPORTING

PERSON

8 0
SHARED DISPOSITIVE POWER

WITH

9 304,532
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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10	304,532 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12	0.6% (See Item 4 herein) TYPE OF REPORTING PERSON*
	CO

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Dawn Mimecast Holdings V Ltd.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES

6 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7 26,077
SOLE DISPOSITIVE POWER

REPORTING

PERSON

8 0
SHARED DISPOSITIVE POWER

WITH

9 26,077
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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26,077	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12	0.0% (See Item 4 herein) TYPE OF REPORTING PERSON*
	CO

Item 1.

(a) Name of Issuer:

Mimecast Limited (the Issuer)

(b) Address of Issuer's Principal Executive Offices:
CityPoint, One Ropemaker Street, Moorgate

London EC2Y 9AW

United Kingdom

Item 2.

(a) Name of Person Filing:

(i) Dawn Enterprise Capital Fund LP

(ii) LJ Skye Trustees Limited

(iii) Bentley Trust (Malta) Limited

(iv) Dawn Mimecast Holdings Ltd

(v) Dawn Mimecast (II) Holdings Ltd

(vi) Dawn Mimecast (III) Holdings Ltd

(vii) Dawn Mimecast (IV) Holdings Ltd

(viii) Dawn Mimecast Holdings V Ltd.

The above-noted entities are together referred to herein as the Reporting Persons. See attached Exhibit A, which is a copy of the Reporting Persons' written agreement to file this statement on behalf of each of them.

(b) Address of Principal Business Office or, if none, Residence:

- (i) 21-22 Warwick Street, London W1B 5NE, United Kingdom
- (ii) Commerce House, 1 Bowring Road, Ramsey, Isle of Man IM8 2LQ British Isles
- (iii) Level 7, Portomaso Business Tower, St Julians, Malta STJ 4011
- (iv)-(viii) PO Box 3175, Road Town, Tortola, British Virgin Islands

(c) Citizenship:

- (i) United Kingdom
- (ii) Isle of Man
- (iii) Malta
- (iv)-(viii) British Virgin Islands

(d) Title of Class of Securities:
Ordinary Shares, \$0.012 nominal value

(e) CUSIP Number:
G14838109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: NOT APPLICABLE.

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

_____.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of October 4, 2016, Dawn Enterprise Capital Fund LP beneficially owned 2,789,632 Ordinary Shares. The general partner of Dawn Enterprise Capital Fund LP is Dawn Capital LLP, the designated members of which are Norman Fiore and Haakon Overli. Dawn Capital LLP disclaims beneficial ownership of the Ordinary Shares beneficially owned of record by the Holdings Funds (as defined below).

As of October 4, 2016, each of LJ Skye Trustees Limited and Bentley Trust (Malta) Limited beneficially owned 3,397,738 Ordinary Shares, which shares are held of record by Dawn Mimecast Holdings Limited, Dawn Mimecast (II) Holdings Limited, Dawn Mimecast (III) Holdings Limited, Dawn Mimecast (IV) Holdings Limited and Dawn Mimecast Holdings V Ltd. (together, the Holdings Funds). Each of the Holdings Funds is controlled by the holders of voting shares issued by such fund, and the majority (over 65%) of all such voting shares of each Holding Fund are held in equal proportions by two family trusts, which are herein referred to as the trust for the Fiore family and the trust for the Overli family (together, the Trusts). Voting and dispositive power over the shares held by the trust for the Fiore family is held by LJ Skye Trustees Limited, the directors of which are Paul Quirk, Mark Veale and Robert Burton. Voting and dispositive power over the shares held by the trust for the Overli family is held by Bentley Trust

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(Malta) Limited, the directors of which are Nicholas Bryan Bentley, Melody Rooke, Malcolm Keith Becker, Eugene Warrington and Franceso Apap Bologna. Each of the Trusts disclaims beneficial ownership of the Ordinary Shares beneficially owned by the other Trust as well as those beneficially owned by Dawn Capital LLP.

(b) Percent of class:

Based on 54,714,692 ordinary shares outstanding as of August 31, 2016, based on the Issuer's filings with the Securities and Exchange Commission.

(c) Number of shares as to which the person has:

- (i) (a) Sole power to vote or to direct the vote: 2,789,632
(b) Shared power to vote or to direct the vote: 0
(c) Sole power to dispose or to direct the disposition of: 2,789,632
(d) Shared power to dispose or to direct the disposition of: 0
- (ii) (a) Sole power to vote or to direct the vote: 0
(b) Shared power to vote or to direct the vote: 3,397,738
(c) Sole power to dispose or to direct the disposition of: 0
(d) Shared power to dispose or to direct the disposition of: 3,397,738
- (iii) (a) Sole power to vote or to direct the vote: 0
(b) Shared power to vote or to direct the vote: 3,397,738
(c) Sole power to dispose or to direct the disposition of: 0
(d) Shared power to dispose or to direct the disposition of: 3,397,738
- (iv) (a) Sole power to vote or to direct the vote: 0
(b) Shared power to vote or to direct the vote: 921,844
(c) Sole power to dispose or to direct the disposition of: 0
(d) Shared power to dispose or to direct the disposition of: 921,844
- (v) (a) Sole power to vote or to direct the vote: 0
(b) Shared power to vote or to direct the vote: 286,069
(c) Sole power to dispose or to direct the disposition of: 0
(d) Shared power to dispose or to direct the disposition of: 286,069
- (vi) (a) Sole power to vote or to direct the vote: 0
(b) Shared power to vote or to direct the vote: 1,859,216
(c) Sole power to dispose or to direct the disposition of: 0
(d) Shared power to dispose or to direct the disposition of: 1,859,216
- (vii) (a) Sole power to vote or to direct the vote: 0
(b) Shared power to vote or to direct the vote: 304,532

- (c) Sole power to dispose or to direct the disposition of: 0
- (d) Shared power to dispose or to direct the disposition of: 304,532

- (viii)(a) Sole power to vote or to direct the vote: 0
- (b) Shared power to vote or to direct the vote: 26,077
- (c) Sole power to dispose or to direct the disposition of: 0
- (d) Shared power to dispose or to direct the disposition of: 26,077

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the Exchange Act). The agreement among the Reporting Persons to file jointly in accordance with Rule 13d-1(k) of the Exchange Act is attached hereto as Exhibit A. The Reporting Persons disclaim membership in a group and this report shall not be deemed an admission by any of the Reporting Persons that it is or may be a member of a group for purposes of Rule 13d-5 or for any other purpose.

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification

Not Applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DAWN ENTERPRISE CAPITAL FUND LP**By: DAWN CAPITAL LLP, its General Partner**

October 19, 2016

By: /s/ Haakon Overli
Name: Haakon Overli
Title: Designated Member

LJ SKYE TRUSTEES LIMITED

October 19, 2016

By: /s/ Paul Quirk
Name: Paul Quirk
Title: Trustee

October 19, 2016

By: /s/ Mark Veale
Name: Mark Veale
Title: Trustee

October 19, 2016

By: /s/ Robert Burton
Name: Robert Burton
Title: Trustee

BENTLEY TRUST (MALTA) LIMITED

October 12, 2016

By: /s/ Malcolm Keith Becker
Name: Malcolm Keith Becker
Title: Trustee

October 12, 2016

By: /s/ Eugene Warrington
Name: Eugene Warrington
Title: Trustee

DAWN MIMICAST HOLDINGS LTD**By: Clambake Limited**

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

By: Cellar Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

CUSIP No. G14838109

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DAWN MIMICAST (II) HOLDINGS LTD

By: Clambake Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

By: Cellar Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

DAWN MIMICAST (III) HOLDINGS LTD

By: Clambake Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

By: Cellar Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

DAWN MIMICAST (IV) HOLDINGS LTD

By: Clambake Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

By: Cellar Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

CUSIP No. G14838109

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DAWN MIMICAST HOLDINGS V LTD.

By: Clambake Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

By: Cellar Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

EXHIBIT A**AGREEMENT OF****JOINT FILING OF SCHEDULE 13G**

The undersigned hereby agree to jointly prepare and file with regulatory authorities a Schedule 13G and any future amendments thereto reporting each of the undersigned's ownership of securities of Mimecast Limited and hereby affirm that such Schedule 13G is being filed on behalf of each of the undersigned.

DAWN ENTERPRISE CAPITAL FUND LP**By: DAWN CAPITAL LLP, its General Partner**

October 19, 2016

By: /s/ Haakon Overli
Name: Haakon Overli
Title: Designated Member

LJ SKYE TRUSTEES LIMITED

October 19, 2016

By: /s/ Paul Quirk
Name: Paul Quirk
Title: Trustee

October 19, 2016

By: /s/ Mark Veale
Name: Mark Veale
Title: Trustee

October 19, 2016

By: /s/ Robert Burton
Name: Robert Burton
Title: Trustee

BENTLEY TRUST (MALTA) LIMITED

October 12, 2016

By: /s/ Malcolm Keith Becker
Name: Malcolm Keith Becker
Title: Trustee

October 12, 2016

By: /s/ Eugene Warrington
Name: Eugene Warrington
Title: Trustee

DAWN MIMICAST HOLDINGS LTD**By: Clambake Limited**

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October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

By: Cellar Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

CUSIP No. G14838109

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DAWN MIMICAST (II) HOLDINGS LTD

By: Clambake Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

By: Cellar Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

DAWN MIMICAST (III) HOLDINGS LTD

By: Clambake Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

By: Cellar Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

DAWN MIMICAST (IV) HOLDINGS LTD

By: Clambake Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

By: Cellar Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

CUSIP No. G14838109

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DAWN MIMICAST HOLDINGS V LTD.

By: Clambake Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory

By: Cellar Limited

October 19, 2016

By: /s/ Daniel Channing
Name: Daniel Channing
Title: Authorized Signatory