

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

UNIVERSITY OF WARWICK SCIENCE PARK LIMITED

(a company registered in England no 01659656)

("the Company")

**WRITTEN RESOLUTION
OF MEMBERS**

TUESDAY



A125R201
A08 07/02/2012 #297
COMPANIES HOUSE

Circulation Date: 1 February 2012
Date Passed: 1 February 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the Act"), the directors of the Company propose that the resolutions below are hereby passed as special resolutions ("the Resolutions")

SPECIAL RESOLUTIONS

- 1 To the extent that any acts or resolutions of the directors of the Company from 9 February 1996 to the date of this resolution can be challenged or are ineffective as a result of Ian Nussey not being validly appointed to the board of directors as an independent director in accordance with the Articles of Association, such acts and resolutions are hereby confirmed approved and ratified but without prejudice to any liability of a director for any other breach of duty
- 2 Notwithstanding anything to the contrary in the articles of association of the Company
 - 2 1 the appointments of Rosemary Ann Drinkwater and Timothy Jones as directors of the Company on the 1st February 2012 be and hereby are ratified, confirmed and approved for all purposes,
 - 2 2 the quorum for a meeting of the directors of the Company shall be any two directors irrespective of how or by which class of shareholders they were appointed, and
 - 2 3 a director may be appointed by a resolution of the board

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- 3 Subject to, and with effect from, the University of Warwick being registered as the sole member of the Company in the statutory books of the Company, that the existing A, B, C and D shares of £1 each in the Company and the Non-Voting shares of £1 each (both issued and unissued shares) be and hereby are consolidated into a single class of Ordinary shares of £1 each with the rights set out in the articles of association referred to in paragraph 4 below
- 4 Subject to, and with effect from, the University of Warwick being registered as the sole member of the Company in the statutory books of the Company, that the articles of association attached to this Resolution be and hereby are adopted as the articles of association of the Company in substitution for the existing articles of association of the Company

AGREEMENT TO WRITTEN RESOLUTION

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 agrees to the passing of the Resolutions

RADinkwater

Signed for and on behalf of
THE UNIVERSITY OF WARWICK

1 February 2012
Date of signature

Signed for and on behalf of
COVENTRY CITY COUNCIL

Date of signature

Signed for and on behalf of
WARWICKSHIRE COUNTY COUNCIL

Date of signature

Signed for and on behalf of
**WEST MIDLANDS ENTERPRISE
(INVESTMENTS) LIMITED**

Date of signature

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 wish to agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company's registered office. Submitting the document by electronic means will be ineffective.

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.

- 2 Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
- 3 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.

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