

Company number 02331936

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

UNIVERSITY OF SOUTHAMPTON HOLDINGS LIMITED (Company)

Circulation date 18 December 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the resolution numbered 1 is passed as an ordinary resolution and that resolution number 2 is passed as a special resolution.

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Act, the directors be unconditionally authorised to allot 35,000 ordinary shares of £1 each in the capital of the Company, each having the respective rights and subject to the respective restrictions set out in the articles. Unless renewed, varied or revoked by the Company, this authority shall expire on 30 November 2022 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act.

SPECIAL RESOLUTION

2. THAT, in accordance with section 571 of the Act and subject to the passing of resolution 1 above, the directors of the Company be given the general and unconditional authority to allot, for cash, the shares set out in resolution 1, up to an aggregate nominal amount of £35,000, as if section 561(1) of the Act did not apply to any such allotment.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions set out in it (**Resolutions**).

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Director for and on behalf of University
of Southampton
Date

Bonnie H. H. H. H.
18 December 2017

