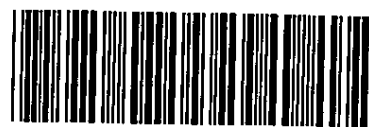


Company Number 3071231

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
CAMBRIDGE MECHATRONICS LIMITED
PASSED ON 11th JANUARY 2014**

TUESDAY



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25/03/2014

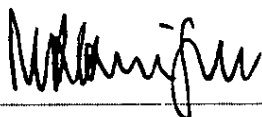
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COMPANIES HOUSE

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the following Resolutions of the Company were duly passed

1	<p>That the provisions of the memorandum of association of the Company which were treated by virtue of section 28 of the Companies Act 2006 as provisions of the Company's articles of association shall hereby be revoked and deleted save that the liability of members of the Company shall be limited to the amount, if any, unpaid on any share(s) held by them</p>
2	<p>That the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £11,543 38 constituted as follows</p> <ul style="list-style-type: none">• shares in the Company up to a maximum aggregate nominal amount of £2500, which may be allotted to the Company's existing shareholders pursuant to the equity fundraising of the Company detailed in the Chairman's letter dated 19 December 2013,• shares in the Company up to a maximum aggregate nominal amount of £500, which may be allotted to the holder or holders of certain warrants to subscribe for shares in the Company constituted pursuant to an instrument of the Company dated on or around 19 December 2013 upon exercise of such warrants, -• shares in the Company up to a maximum aggregate nominal amount of £5625, which may be allotted to satisfy the conversion of loans advanced under convertible loan agreements between the Company and Sussex Research Limited, and• shares in the Company up to a maximum aggregate nominal amount of £2918 38, which may be allotted to holders of options granted to directors or employees of the Company, <p>provided that</p> <ul style="list-style-type: none">(i) the authority granted under this resolution shall expire five years after the passing of this resolution, and(ii) the Company may, before such expiry, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired <p>This authority is in substitution for all subsisting authorities to the extent unused</p>
3	<p>For the purposes of paragraph 47(3)(b) of schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, authorisation of conflicts of interest may be given by the directors in accordance with section 175(5)(a) of the Companies Act 2006 at any time following the passing of this resolution</p>

4	That, subject to the passing of resolution 2 above, the directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities wholly for cash pursuant to the authority conferred by resolution 2 above as if section 561 of the Companies Act 2006 and any rights of pre-emption (however expressed) contained in the articles of association of the Company (including those set out in Article 2(b) of the articles of association of the Company) did not apply to any such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Companies Act 2006)
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Chairman