

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
- of -
LGC (HOLDINGS) LIMITED ("the Company")**

Circulation Date: 20 December 2021

SPECIAL RESOLUTION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the undersigned, being the holder of the entire issued share capital of the Company and who, at the date of this resolution, would be the only member entitled to attend and vote at a general meeting of the Company declare that the following special resolution shall have effect as if passed by the Company in the general meeting duly convened and held,

SPECIAL RESOLUTION

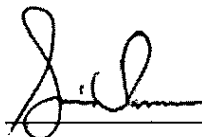
1. IT WAS RESOLVED THAT :-

- a) the Company takes exemption from audit under Section 479A of the Companies Act 2006; and
- b) a guarantee under Section 479C of the Companies Act 2006 be entered into and as presented in form AA06 attached whereby:-
 - i. it guarantees any outstanding liabilities of the Company which it may be subject to as at 31st March 2021; and
 - ii. the guarantee is enforceable against LGC Science Group Holdings Limited by any person to whom the Company is liable in respect of those liabilities.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned being the eligible member of the Company entitled to vote on the above resolution hereby irrevocably agrees to the resolution indicated above.



LGC Science Group Holdings Limited

Dated this 20th day of December 2021

WEDNESDAY



AAJWV520

A22

22/12/2021

#335

COMPANIES HOUSE

NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document and returning it to the Company in hard or electronic form.
2. If you do not agree to the resolution you do not need to do anything; you will be deemed to agree if you reply.
3. Your agreement to the resolution, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolution to pass then it will lapse.
4. A copy of this resolution has been sent to the auditors.

LGC (Holdings) Limited

(the "Company")

Written Resolutions of the directors of the Company

20 December 2021

1. UNANIMOUS RESOLUTIONS AND DIRECTORS' INTERESTS

- 1.1 Pursuant to the Company's Articles of Association ("Articles") we, being all the directors of the Company who, at 20 December 2021 are the only directors entitled to attend and vote at a board meeting of the Company, declare that the following unanimous resolutions ("Resolutions") shall have effect as if passed by the Company in a board meeting duly convened and held.
- 1.2 Each director confirms that he has disclosed the nature and extent of all direct or indirect interests in the proposed transactions or arrangements to be considered by the Company in accordance with the Company's Articles and section 177 of the Companies Act 2006 (the "Act"), to the extent any such interest had not previously been disclosed. The directors further note that, notwithstanding any such interest, pursuant to the Company's Articles they are entitled to count towards the quorum of any meeting of the Company's directors and to vote on any of the resolutions to be considered.

2. BACKGROUND AND PURPOSE

- 2.1 The annual report and accounts of the Company for the year ended 31st March 2021 were circulated for the directors' consideration.
- 2.2 It was noted that the Company satisfied conditions required under Section 479A of the Companies Act 2006 for an exemption from audit of the Company's statutory accounts, by Parent Company Guarantee.

3. RESOLUTIONS

Following careful consideration of the directors' responsibility in connection with the preparation of the accounts, **IT IS RESOLVED** that:

- 3.1 it is in the best interests of the Company to apply for the exemption under Section 479A of the Companies Act 2006 for the accounts as circulated and that accordingly approval be sought from:-
 - a) the members of the Company for this exemption; and
 - b) LGC Science Group Holdings Limited to provide a Guarantee as provided for by Companies House Form AA06 presented to the Directors and that any director is hereby authorised to sign the form on behalf of the Company.

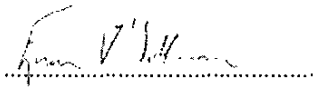
- 3.2 The directors' note that the annual report and accounts should consider of the matters referred to in section 172(1) of the Companies Act 2006.

IT IS FURTHER RESOLVED that:

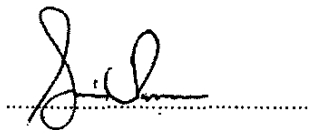
- 3.3 the directors being satisfied that the accounts give a true and fair view of the assets, liabilities, financial position and profit and loss of the Company, together with the Directors' report and auditor's report on those accounts for the year ended 31st March 2021, which have been prepared in accordance with the Companies Act 2006, be and are hereby approved.

IT IS FURTHER RESOLVED that:

- 3.4 the signing of the Directors' report and the balance sheet of the company as at 20 December 2021 by Simon Parsons on behalf of the board of directors of the Company, having all documents and accounts attached to it as required by the Companies Act 2006 is hereby ratified and approved.



Euan O'Sullivan



Simon Parsons