

**COMPANY NUMBER 03285987**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**BRAND BIOLOGY LIMITED (Company)**



*29 January* . 2019 (Circulation Date)

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the Resolution 1 below is passed as an ordinary resolution (**Ordinary Resolution**) and that Resolution 2 below is passed as a special resolution (**Special Resolution**).

**1. AUTHORITY TO ALLOT**

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £31,900.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire within 5 years from the Circulation Date 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 revokes and replaces all unexercised authorities previously granted to the Directors.

**2. DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £31,900.00; and
- 2.2 expire on within 5 years from the Circulation Date (unless renewed, varied or revoked by the Company prior to or on that date), save that

the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.


## AGREEMENT

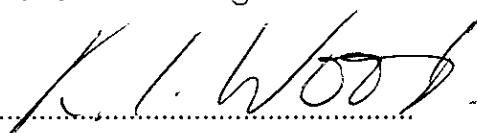
Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and Special Resolution.

The undersigned persons entitled to vote on the Ordinary Resolution and Special Resolution on the Circulation Date, hereby irrevocably agree to the Ordinary Resolution and Special Resolution:

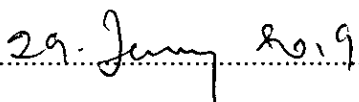
Signed by

  
.....  
Nicholas Mackenzie Herbert Burns

  
.....  
Michelle Ann Roughan

  
.....  
Ken Wood

Date:

  
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## NOTES

1. If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By hand:** delivering the signed copy to Leanne Consiglio at Hybrid Legal, Threefield House, Southampton SO14 3QB.
- **Post:** returning the signed copy by post to the Leanne Consiglio at Hybrid Legal, Threefield House, Southampton SO14 3QB.

If you do not agree to the Ordinary Resolution and Special Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Ordinary Resolution and Special Resolution, you may not revoke your agreement.
3. Unless within 28 days of the Circulation Date, sufficient agreement is received for the Ordinary Resolution and Special Resolution to pass, they will lapse. If you agree to the Ordinary Resolution and Special Resolution, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.