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COMPANIES HOUSE

**MAELOR LABORATORIES LIMITED**  
**(the "Company")**

PRIVATE COMPANY LIMITED BY SHARES

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**SHAREHOLDERS' WRITTEN RESOLUTION CIRCULATED ON 26 JANUARY 2016**  
**PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2016**

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution.

**ORDINARY RESOLUTIONS**

1. THAT the Resolutions be and are hereby approved;
2. THAT it is in the interests and for the benefit of the Company to enter into the following documents (the "**Documents**"):
  - (a) an accession deed to a credit agreement dated 26 November 2015 made between, inter alia, Alliance Pharma plc (the "**Parent**"), the lenders named therein, and Bank of Scotland plc ("**BoS**") as Agent and Security Agent and an intercreditor agreement entered into by, inter alia, the Company and the Parent in various capacities, and BoS and Lloyds Bank plc, The Royal Bank of Scotland plc and Silicon Valley Bank in various capacities;
  - (b) an accession deed to a debenture dated 26 November 2015 made between, inter alia, the Parent and BoS as security agent (the "**Debenture**"); and
  - (c) a directors certificate to be issued by the Company to BoS pursuant to the terms of the Credit Agreement.
3. THAT the entry into the Documents by the Company be and are hereby approved;
4. THAT the Company be and is hereby instructed and authorised to approve the terms of, the transactions contemplated by, and to enter into the Documents and to deliver all other documents and notices required to be executed by or on behalf of it in connection therewith;
5. THAT any director of the Company and/or, as relevant (in the case of a deed), two directors of the Company, a director and the secretary of the Company or a director of the Company and a witness be and is hereby authorised to execute and deliver the Documents for and on behalf of the Company with such amendments as he shall think fit (in his absolute discretion) and to take any action in connection with the negotiation, execution, delivery and performance of the Documents as he shall deem necessary or appropriate;
6. THAT the terms of, and transactions and matters contemplated by, any documents required to be entered into to give effect to the transactions and matters contemplated by the Documents and the performance by the Company of its obligations thereunder, be and are hereby approved;

## **SPECIAL RESOLUTION**

In accordance with Part 13 Chapter 2 Companies Act 2006, the directors of the Company propose the following written resolution, which is proposed as special resolutions

7. THAT the Company's articles of association be amended as follows:

(a) Article 3 be deleted in its entirety and replaced with the following:

"3. The Company shall have a first and paramount lien on every Share (not being a fully paid up share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (not being a fully paid up share) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company, but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof"; and

(b) the following sentence shall be added to the end of Article 13(d):

"Furthermore, notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of its shares in relation to any transfer referred to in this Article."

*We, the undersigned being entitled at the time the resolution was circulated to vote on the resolution.*  
HEREBY AGREE to the resolution being passed.

FOR AND ON BEHALF OF ALLIANCE PHARMACEUTICALS LIMITED

**John Dawson**  
**Director**