

Company No. 03401800

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

ANDARIS GROUP LIMITED (the "Company")

We, being eligible members representing all of the total voting rights of eligible members who at the circulation date of this resolution would have been entitled to vote on the resolution, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution which has been proposed as a special resolution:

SPECIAL RESOLUTION

1. THAT it was proposed to reduce the company's share capital from 31,968,518 divided into 23,450,000 ordinary A shares of £0.50 each, and £8,518,518 ordinary B shares of £0.10 each, by cancelling and extinguishing 31,968,517 ordinary shares which are registered in the name of Quadrant Healthcare (UK) Limited and that the amount of such reduction be and is hereby credited to the retained earnings of the Company.
2. THAT the share premium account of the Company be cancelled and the amount of the share premium account so cancelled be credited to the retained earnings of the Company.

Signed _____

Print name: ANDREW DERODRA

For and on behalf of Quadrant Healthcare (UK) Limited

Dated: 16 November 2017

Signed _____

Print name: JOHN MURPHY

For and on behalf of Quadrant Healthcare (UK) Limited

Dated: 16 November 2017



Notes:

1. The circulation date of these resolutions is 16 November 2017. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. An eligible member can signify his or its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to John Murphy by hand or by sending a copy of the signed resolutions in hard copy form by post to John Murphy or by e mail to john.murphy@vectura.com. An eligible member can also signify his or its agreement to the resolutions by sending an e mail from his or its e mail address held by the company for such purposes to John Murphy at john.murphy@vectura.com identifying the resolutions and indicating his agreement to such resolutions.
3. These resolutions must be passed within 15 days of the date of their circulation. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
4. A copy of these resolutions has been sent to the external auditors.