

Company Number 03467622

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**REGENERESIS (HUNTINGDON) LIMITED (the "Company")**

On 4 April 2016 the following resolution ("**Resolution**") was duly passed as written resolution of the Company having effect as a special resolution in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 by the relevant majority of the eligible members of the Company who, at the date of circulation of the Resolution, were entitled to vote on the Resolution

**SPECIAL RESOLUTION**

1 **THAT** the articles of association of the Company be amended as follows

- a That in Article 3 the following words be inserted at the beginning of such Article

"With the exception of any share that is charged or mortgaged by a member in favour of a bank, financial institution or other entity or person on arm's length terms,"

- b That a new Article 7A be inserted before Article 7 in the following terms

"Any director who participates in the proceedings of a meeting by means of a communication device (including, without limitation, a telephone) that allows all the other directors present at the meeting (whether in person, alternate or using a communication device) to hear that director at all times, and that director to hear all other directors present at the meeting (by whatever means) at all times, shall be deemed to be present at the meeting and counted in the quorum. A meeting held by these means shall be deemed to take place where the largest number of participants is assembled. In the absence of a majority, the chairman's location shall be deemed to be the place of the meeting."

**SIGNED:**

Secretary



THURSDAY



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21/04/2016

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