

**NOTICE OF AGREEMENT TO EXEMPTION FROM AUDIT**

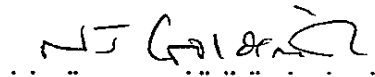
Dated 10 Sept 2014

To: The Directors  
Instem Scientific Solutions Limited (Company No 3598020) (the Company)  
Diamond Way  
Stone Business Park  
Stone  
Staffordshire  
ST15 0SD

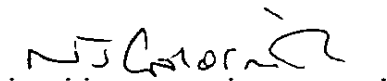
Dear Sirs

**Agreement of Instem Scientific Limited, for the purposes of section 479A(2)(a) of the Companies Act 2006 (CA 2006), to the audit exemption set out in section 479A CA 2006**

We, being the holder of the entire issued share capital for the time being in the Company, agree to the Company being exempt from the requirement under Part 16 CA 2006 to have its annual accounts in respect of the financial year ended 31 December 2013 audited in accordance with the audit exemption set out in section 479A CA 2006



For and on behalf of  
Instem Scientific Limited  
(Company No 3861669)



Contents noted and agreed to  
For and on behalf of  
Instem Scientific Solutions Limited  
(Company No 3598020)

Date 10 September 2014

TUESDAY



\*R3HIQJ23\*  
RM 30/09/2014 #96  
COMPANIES HOUSE

Company No. 3598020

**INSTEM SCIENTIFIC SOLUTIONS LIMITED**

Minutes of a meeting of the board of directors held at Diamond Way, Stone Business Park, Stone, Staffordshire, ST15 0SD on 10 September 2014 at 10.30 am/~~noon~~/pm

Present      Nigel Goldsmith      (in the chair)  
                 David Sherwin

**1. Preliminary**

1.1 A quorum being present, the chairman declared the meeting open

**2. Exemption from requirement to have accounts audited**

2.1 It was noted that a notice had been received from Instem Scientific Limited (Company No 3861669), the holder of the entire issued share capital for the time being in the Company, agreeing for the purposes of section 479A(2)(a) of the Companies Act 2006 (CA 2006) to the Company being exempt from the requirement under Part 16 CA 2006 to have its Accounts for the financial year ended 31 December 2013 audited in accordance with the audit exemption set out in section 479A CA 2006 (Notice)

2.2 After careful consideration it was resolved that the terms of the Notice be agreed to and that the signing of the Notice by any director on behalf of the Company to acknowledge agreement be authorised

2.3 It was further noted that Instem plc (Company No 7148099) (IPLC) intends to guarantee, for the purposes of section 479C CA 2006, all outstanding liabilities to which the Company is subject at the end of its financial year ended 31 December 2013, until such liabilities are satisfied in full. Instem plc has confirmed that it has or will execute the form AA06 to this effect.

2.4 After careful consideration it was resolved that the form AA06 also be executed by the Company

**3. Approval of accounts**

3.1 Draft directors' report and accounts (Accounts) for the financial year ending 31 December 2013 were produced to the meeting

3.2 After careful consideration it was resolved that the Accounts be approved and that the signing of the balance sheet by any of the directors and the signing of the directors' report by any of the directors or the secretary be authorised

**4. Exemption from requirement to appoint auditors**

- 4 1 It was resolved not to appoint auditors to the Company for the financial year ending 31 December 2014 on the grounds that audited accounts are unlikely to be required under the exemption conferred by section 479A CA 2006

**5. Filing and circulation**

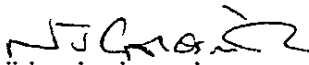
- 5 1 It was resolved that the following documents be filed with the Registrar of Companies

- (a) the signed Accounts,
- (b) the Notice,
- (c) subject to being signed by IPLC, the form AA06, and
- (d) a copy of IPLC's consolidated annual report and accounts for the financial year ended 31 December 2013, along with the auditor's report thereon

- 5 2 It was further resolved that copies of the signed Accounts be circulated to all persons entitled to receive them under section 423 CA 2006

**6. Close of meeting**

- 6 1 There being no further business, the chairman declared the meeting closed



Chairman