

**NOVAGRAAF IP UK LIMITED**  
**Company Number: 4021839**  
**(the "Company")**

RESOLUTIONS of the sole director of the Company  
in accordance with the articles of association of the Company

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I, the undersigned, being the sole director of the Company, confirm that there is no matter whether under the Company's articles of association, or sections 175 or 177 of the Companies Act 2006 ("the Act") or by virtue of my position as a director of the Company or as a director, officer or member of any other company (or body corporate) or otherwise that prohibits me from signing these resolutions and I **RESOLVE AS FOLLOWS:**

**1. Exemption from audit – section 479A of the Companies Act 2006**

**1.1 The subsidiaries**

THAT it is noted and confirmed that draft written notices have been presented to the Company, as the sole member of QED Intellectual Property Limited, NovumIP Ltd (formerly William A Shepherd & Son Limited) and J.E. Evans-Jackson & Co. Limited (the "Subsidiaries") as evidence of the Subsidiaries' intention to take advantage of an exemption from audit, under section 479A of the Act, of their individual accounts for the year ended 31 December 2017.

THAT the sole director is of the opinion that the Subsidiaries taking advantage of an exemption from audit in relation to their accounts for the year ended 31 December 2017 would be in the interests of the Company and for the benefit of its members as a whole, having regard to the relevant factors set out in section 172 of the Act.

THAT the written notices of the Subsidiaries be approved.

THAT the sole director be and is hereby authorised to sign the written notices on behalf of the Company.

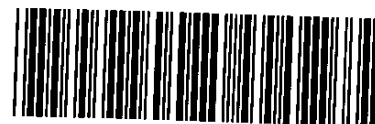
THAT arrangements be made to send the original signed written notices to the relevant Subsidiaries in order that each written notice can be filed at Companies House at the appropriate time.

**1.2 The Company**

THAT it is noted and confirmed that the Company is a subsidiary of a parent company established under the laws of an EEA state, namely the Netherlands and that the Company can take advantage of an exemption from audit of its individual accounts under section 479A of the Act for the year ended 31 December 2017 (the "Financial Year") if all of the following conditions are satisfied:

- a) Novagraaf Group B.V. ("NBV"), the sole member of the Company agrees to the Company taking advantage of the exemption from audit for the Financial Year in accordance with section 479A(2)(a) of the Act;

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COMPANIES HOUSE

- b) the Company and its subsidiaries are included in the consolidated audited accounts of NBV drawn up for the Financial Year (or an earlier date in the same Financial Year) in accordance with the provisions of the Seventh EU Company Law Directive or EU-adopted IFRSs (the "Parent Accounts");
- c) NBV gives a guarantee in respect of all outstanding liabilities that the Company is subject to at the end of the Financial Year in accordance with the provisions of section 479C of the Act; and
- d) Arrangements be made for delivery by the sole director of the Company to the Registrar of Companies in the UK on or before the date that they file the Company's accounts for the Financial Year :
  - i) a form of written notice of NBV in accordance with section 479A(2)(a) of the Act;
  - ii) a correctly completed statutory form AA06 relating to NBV's guarantee (provided in accordance with the provisions of section 479C of the Act); and
  - iii) a copy of the Parent Accounts (including a copy of the audit report and the consolidated annual report on those accounts) in English.

THAT the sole director is of the opinion that the Company seeking to take advantage of an exemption from audit in relation to its accounts for the year ended 31 December 2017 would be in the interests of the Company and for the benefit of its members as a whole, having regard to the relevant factors set out in section 172 of the Act.

THAT a draft written notice, in the form circulated with these resolutions, be delivered to NBV in order to obtain the requisite agreement in accordance with section 479A(2)(a) of the Act.

THAT statutory Form AA06 relating to the required parent guarantee required in accordance with section 479C of the Act be prepared and sent to NBV for signature by a duly authorised officer on its behalf.

THAT, subject to NBV's agreement being given and the Form AA06 being signed on behalf of NBV, unaudited individual accounts of the Company for the year ended 31 December 2017 be prepared and arrangements be made to ensure that the Company and its subsidiaries are included in the consolidated audited accounts of NBV drawn up for the same financial year (or an earlier date in the same financial year) prepared in accordance with the provisions of the Seventh EU Company Law Directive or EU-adopted IFRSs and including the requisite disclosures relating to the Company in accordance with section 479A of the Act.

THAT, subject to the foregoing, arrangements be made, at the appropriate time, for the duly signed written notice, Form AA06, and a copy of the Parent Accounts in English to be delivered to the Registrar of Companies, together with or prior to the unaudited individual accounts of the Company for the year ended 31 December 2017.

Signed:   
Director  
Name: Eric Johannes Siecker

Dated: 13/11/2018