

Company number 04562659

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Lectus Therapeutics Limited (**Company**)

CIRCULATION DATE

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 a special resolution (**Resolution**)

SPECIAL RESOLUTION

THAT

Article 8 of the Article of Association of the Company be deleted in its entirety and replaced with the following new Article 8

"8 Rights to appoint Director

Sofinnova shall have the right, by notice in writing signed by it and delivered to the registered office of the Company, to appoint one person nominated by it as a non-executive director of the Company and to remove from office any person so appointed and, upon him ceasing to hold office for any reason whatsoever, to reappoint him or to appoint another person in his place. In the event that any resolution put to a general meeting of the Company is one which directly or indirectly varies, modifies, alters or abrogates the rights of Sofinnova contained in this Article 8 or is for the removal of any such Director, Sofinnova shall have, on a show of hands and on a poll, 1000 votes for each A Preferred Share held by it."

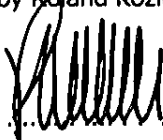
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on the Circulation Date specified above hereby irrevocably agrees to the Resolution

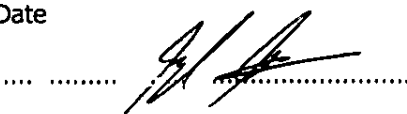
Signed by Roland Kozlowski

Date



Signed by Dayle Hogg

Date



SATURDAY



A02 11/10/2008 235
COMPANIES HOUSE



Signed for and on behalf of Sense Proteomic Limited

Date

24/7/08
.....

Signed for and on behalf of Sofinnova Capital V FCPR acting by its management company
Soffinova partners SA

Date

.....

Signed by Philip Gould

Date

.....

Signed by Geoffrey Lawton

Date

.....

Signed by Takeda Research Investment, Inc acting by its authorised signatory

Date

.....

Signed by Sulis Investment Management Limited an authorised signatory for and on behalf of
Sulis Seedcorn Fund Limited Partnership

Date

.....

Signed by Astellas Venture Management LLC acting in its capacity as general partner of
Astellas Venture Fund 1 LP

Signed for and on behalf of Sense Proteomic Limited

Date

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Signed for and on behalf of Sofinnova Capital V FCPR acting by its management company
Soffinova partners SA

Date

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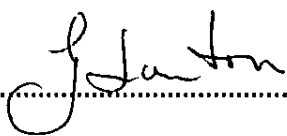
Signed by Philip Gould

Date

.....

Signed by Geoffrey Lawton

Date

.....  23rd Sept 08

Signed by Takeda Research Investment, Inc acting by its authorised signatory

Date

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Signed by Philip Gould

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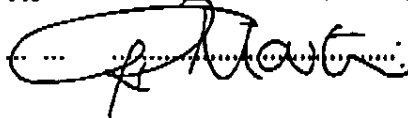
Signed by Geoffrey Lawton

Date

.....

Signed by Takeda Research Investment, Inc acting by its authorised signatory

Date SEPTEMBER 17th 2008

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Signed by Sulis Investment Management Limited an authorised signatory for and on behalf of
Sulis Seedcorn Fund Limited Partnership

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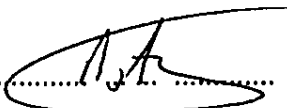
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Signed by Astellas Venture Management LLC acting in its capacity as general partner of
Astellas Venture Fund 1 LP

Date 17th Sept 2008

.....
.....

YOSHITAKA YONEYAMA, PRESIDENT & CEO

Signed for and on behalf of Quester VCT plc acting by its manager Spark Venture Management Limited

Date

.....

Signed for and on behalf of Quester VCT 4 plc acting by its manager Spark Venture Management Limited

Date

.....

Signed for and on behalf of Quester VCT 5 plc acting by its manager Spark Venture Management Limited

Date

.....

Signed for and on behalf of Quester Venture Partnership acting by its manager Spark Venture Management Limited

Date

.....

Date

.....

Signed for and on behalf of SPARK VCT plc acting by its manager Spark Venture Management Limited

Penelope Attridge

Date

14/7/08

Signed for and on behalf of SPARK VCT 2 plc acting by its manager Spark Venture Management Limited

Penelope Attridge

Date

14/7/08

Signed for and on behalf of SPARK VCT 3 plc acting by its manager Spark Venture Management Limited

Penelope Attridge

Date

14/7/08

Signed for and on behalf of Quester Venture Partnership acting by its manager Spark Venture Management Limited

Penelope Attridge

Date

14/7/08

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand: delivering the signed copy to Pannone LLP, 123 Deansgate, Manchester M3 2BU for the attention of Simon Wallwork

Post returning the signed copy by post to Pannone LLP, 123 Deansgate, Manchester M3 2BU for the attention of Simon Wallwork

Fax faxing the signed copy to 0161 909 4400 marked "For the attention of Simon Wallwork"

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to simon.wallwork@pannone.co.uk

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply.

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by midday on the date which is 28 days from the Circulation Date specified above, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Company number 04562659

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

The Series A Preferred shareholders of Lectus Therapeutics Limited (**Company**)

CIRCULATION DATE:

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 a special resolution (**Resolution**).

SPECIAL RESOLUTION

THAT

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AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, each a series A preferred shareholder entitled to vote on the Resolution on the Circulation Date specified above hereby irrevocably agrees to the Resolution.



Signed for and on behalf of Sense Proteomic Limited

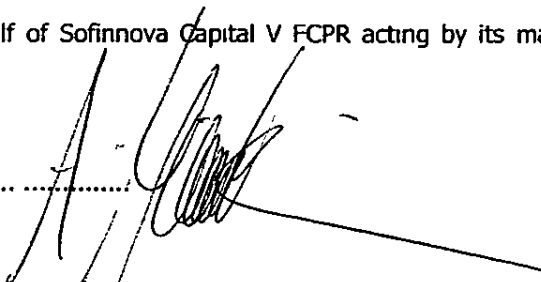
Date

24/7/08

Signed for and on behalf of Sofinnova Capital V FCPR acting by its management company
Soffinova partners SA

Date

.....



Signed by Takeda Research Investment, Inc acting by its authorised signatory

Date

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Signed by Sulis Investment Management Limited an authorised signatory for and on behalf of
Sulis Seedcorn Fund Limited Partnership

Date

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Astellas Venture Fund 1 LP

Date

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Signed for and on behalf of Quester VCT plc acting by its manager Spark Venture
Management Limited

Date

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Signed for and on behalf of Quester VCT 4 plc acting by its manager Spark Venture
Management Limited

Date

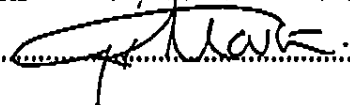
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Soffinova partners SA

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Date SEPTEMBER 17th 2008

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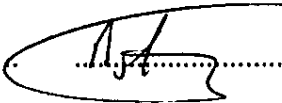
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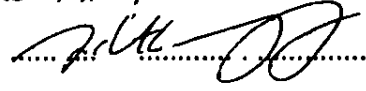
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