

**THE COMPANIES ACT 1985 and 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**

- of -

**LECTUS THERAPEUTICS LIMITED**  
**(the Company)**

FRIDAY



A23 \*ACMPKAG7\*  
05/06/2009  
COMPANIES HOUSE

142

**Circulation date: 28<sup>th</sup> April 2009**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the shareholders of the Company propose that:

- o Resolutions 1 and 2 are passed as ordinary resolutions; and
- o Resolution 3 is passed as a special resolution.

**Ordinary Resolutions**

1. **THAT** the authorised share capital of the Company be increased from £28,876.397 to £29,858.702 by the creation of 982,305 A Preferred Shares of £0.001 each, such shares having the respective rights assigned to such classes of shares by the Company's Articles of Association;
2. **THAT** the directors be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 (as amended) (**the Act**) (in substitution for any existing authorities) to allot and make agreements to allot relevant securities (as defined by section 80(2) of the Act) up to an aggregate nominal amount equal to the authorised (issued and unissued) share capital of the Company immediately following the passing of Resolution 1 above;

**Special Resolution**

3. **THAT** the directors be and are empowered pursuant to section 95 of the Act to allot or make any agreements to allot equity securities (as defined in section 94(2) of the Act) pursuant to the authority conferred by Resolution 2 as if section 89(1) of the Act and the rights of pre-emption contained in Article 9 of the Articles of Association of the Company did not apply to any such allotment provided that this power shall expire five years from the date of this resolution, save that the Company may before such expiry make an agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any

such offer or agreement notwithstanding that the power conferred by this resolution has expired.

## AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on 28<sup>th</sup> April 2009, hereby irrevocably agrees to the Resolutions:

Signed



Dayle Hogg

Dated...01/05/2009

Signed

Dr Roland Zbigniew Kozlowski

Dated.....2009

Signed

For and on behalf of Sense Proteomic Limited

Dated.....2009

Signed

For and on behalf of Sofinnova Capital V FCPR,  
acting by its management company, Sofinnova  
Partners SA

Dated.....2009

Signed

Philip Gould

Dated.....2009

Signed

Geoffrey Lawton

Dated.....2009

such offer or agreement notwithstanding that the power conferred by this resolution has expired.

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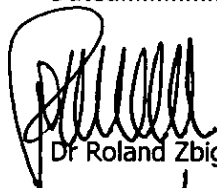
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Signed

Dayle Hogg

Dated.....2009

Signed



Dr Roland Zbigniew Kozlowski

Dated 30/4/2009

Signed

For and on behalf of Sense Proteomic Limited

Dated.....2009

Signed

For and on behalf of Sofinnova Capital V FCPR,  
acting by its management company, Sofinnova  
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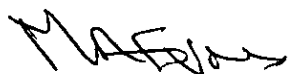
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Dr Roland Zbigniew Kozlowski

Dated.....2009

Signed



For and on behalf of Sense Proteomic Limited

Dated...30 April...2009

Signed

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acting by its management company, Sofinnova  
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Dated.....2009

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Philip Gould



Dated.....2009

29<sup>th</sup> April

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Dated.....2009

Signed

Philip Gould

Dated.....2009

Signed



Geoffrey Lawton

Dated 29<sup>th</sup> April 2009

Signed



SPARK VCT plc  
/ formerly  
For and on behalf of Quester VCT plc acting by  
its manager Spark Venture Management  
Limited

Dated.....29/4.....2009

Signed



SPARK VCT 2 plc  
/ formerly  
For and on behalf of Quester VCT 4 plc acting  
by its manager Spark Venture Management  
Limited

Dated.....29/4.....2009

Signed



SPARK VCT 3 plc  
/ formerly  
For and on behalf of Quester VCT 5 plc acting  
by its manager Spark Venture Management  
Limited

Dated.....29/4.....2009

Signed



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

Dated.....29/4.....2009

Signed

Astellas Venture Fund 1 LP

Dated.....2009

Signed

Takeda Research Investment, Inc.

Dated.....2009

Signed

Wyvern Seed Fund Limited Partnership

Dated.....2009

## NOTES

1. If you agree with the Resolutions, 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.
- **Post:** returning the signed copy by post to. Pannone LLP 123 Deansgate, Manchester, M3 2BU
- **Fax:** faxing the signed copy to 0161 909 4444 marked "For the attention of Simon Wallwork".

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.

3. Following 28 days from the circulation date stated above, if sufficient agreement has not been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, 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.

Signed

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

Dated.....2009

Signed

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

Dated.....2009

Signed

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

Dated.....2009

Signed

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

Dated.....2009

Signed

Astellas Venture Fund 1 LP

Dated.....2009

Signed



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Dated. MAY 26<sup>th</sup> 2009

Signed



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