

Company Number: 04636949

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION

of

LOMBARD MEDICAL TECHNOLOGIES LIMITED (the "Company")

(passed on 4.21.2015 2015)

SPECIAL RESOLUTION

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 and Article 48.1 of the Company's Articles of Association (the "Articles"), the directors of the Company proposed the following resolution be passed as a special written resolution

THAT the Articles of Association of the Company be amended by adding the following wording at the end of article 35.6

"Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares (a "Transfer") nor suspend registration thereof

- (a) where such transfer is in favour of a bank or other financial institution or any nominee of a bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such a lender, bank or other financial institution (in each case a "Secured Party"), or
- (b) where such transfer is delivered to the Company for registration by or on behalf of a Secured Party or its nominee in order to register the Secured Party as legal owner of the shares or in order to transfer the shares to a third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option, or
- (c) where such transfer is executed by a Secured Party or its nominee, or any third party transferee the Secured Party may in its absolute discretion select or any receiver (or similar officer), pursuant to the power of sale or the power under such security,

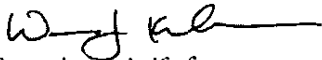
and a certificate by any officer of the Secured Party that the relevant transfer is within paragraph (a), (b), or (c) above shall be conclusive evidence of that fact "



Agreement of the eligible member(s)

The undersigned being the sole eligible member of the Company entitled to vote on the above resolution on 4-21-2015, 2015 (the "Circulation Date") hereby irrevocably agrees to the special resolution

Signed by



For and on behalf of
LOMBARD MEDICAL, INC.

Date 4-21-2015

The sole shareholder, being Lombard Medical Technologies Limited must signify its agreement to the proposed resolution within the period of 14 days from and including the Circulation Date. The proposed resolution will lapse if they are not passed by the end of that 14 day period.